



(Please Scan the QR Code to view the Offer Document)

Draft Red Herring Prospectus
Dated: August 30, 2023
 Please Read Section 32 of Companies Act, 2013
 (This Draft Red Herring Prospectus will be updated
 upon filing with the RoC)
 100.00% Book Building Issue



VINYAS INNOVATIVE TECHNOLOGIES LIMITED
CORPORATE IDENTITY NUMBER: U26104KA2001PLC028959

REGISTERED OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
Plot No. 19, Survey No. 26 & 273-P, 3 rd Phase, Koorgalli Industrial Area, Ilawala Hobali, Mysore-570018, Karnataka	Mr. Subodh M R (Company Secretary & Compliance Officer)	Tel. No.: +91 821 2404444 Email: secretarial@vinyasit.net	www.vinyasit.com

OUR PROMOTER: MR. NARENDRA NARAYANAN, MRS. MEERA NARENDRA AND MR. SUMUKH NARENDRA
DETAILS OF THE ISSUE

TYPE	ISSUE SIZE	ELIGIBILITY AND RESERVATION
Fresh Issue	Up to 33,12,800 Equity Shares aggregating up to ₹[•] lakhs	The Issue is being made pursuant to Regulation 229(2) and Regulation 6 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR Regulations"). For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Investors and Retail Individual Investors see "Issue Structure" on page 188

RISKS IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The Face Value of each Equity Share is ₹10.00. The Floor Price, Cap Price and Issue Price (determined by our Company in consultation with the Book Running Lead Manager ("BRLM"), in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "Basis for Issue Price" on page 80 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing

GENERAL RISK

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 18 of this Draft Red Herring Prospectus.


ISSUER'S ABSOLUTE RESPONSIBILITY

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


LISTING

The Equity Shares issued through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform (EMERGE) of National Stock Exchange of India Limited ("NSE"). Our Company has received an In- Principle approval letter dated [•] from NSE for using its name in this Offer document for listing of our Equity Shares on the EMERGE Platform. For the purpose of this Issue, the Designated Stock Exchange will be the NSE.

BOOK RUNNING LEAD MANAGER

Name and Logo of the Lead Manager	Contact Person	Email and Telephone
 Sarathi Capital Advisors Private Limited	Mr. Deepak Sharma	Email Id: compliance@sarthiwm.in Tel No.: +91 22 2652 8671/ 72

REGISTRAR TO THE ISSUE

Name and Logo of the Registrar	Contact Person	Email and Telephone
 Skyline Financial Services Private Limited	Mr. Anuj Rana	Email: ipo@skylinerta.com Tel No.: +91 11 4045 0193

BID/ISSUE PERIOD

ANCHOR INVESTOR BIDDING DATE	[•]*
BID/ISSUE OPENS ON	[•]
BID/ISSUE CLOSES ON	[•]**

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

**Our Company in consultation with the BRLM may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

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VINYAS INNOVATIVE TECHNOLOGIES LIMITED
CIN: U26104KA2001PLC028959

Our Company was incorporated on April 27, 2001 as a private limited company under the provisions of Companies Act, 1956 with the Registrar of Companies, Bangalore in the name and style of "Vinyas Innovative Technologies Private Limited". Subsequently, our Company was converted into public limited company pursuant to which the name of our Company was changed to "Vinyas Innovative Technologies Limited" vide shareholder's approval on January 23, 2023 and fresh certificate of incorporation dated June 14, 2023. For further information, please refer chapter "Our History and Certain Other Corporate Matters" on page 121.

Registered Office: Plot No. 19, Survey No. 26 & 273-P, 3rd Phase Koorgalli Industrial Area, Ilwala Hobali, Mysore-570018, Karnataka

Tel. No.: +91 821 2404444; **E-mail:** secretarial@vinyasit.net; **Website:** www.vinyasit.com

Contact Person: Mr. Subodh M R, Company Secretary & Compliance Officer

THE PROMOTERS OF OUR COMPANY IS MR. NARENDRA NARAYANAN, MRS. MEERA NARENDRA AND MR. SUMUKH NARENDRA

INITIAL PUBLIC OFFERING OF UP TO 33,12,800 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹[•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[•] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹[•] LAKHS ("ISSUE"). THIS ISSUE INCLUDES A RESERVATION OF UP TO [•] EQUITY SHARES AGGREGATING UP TO ₹[•] LAKHS (CONSTITUTING UP TO [•] % OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE SHALL CONSTITUTE [•] % AND [•] %, RESPECTIVELY, OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY. THE FACE VALUE OF THE EQUITY SHARES IS ₹10.00 EACH. THE PRICE BAND WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER [•], ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER [•] AND BANGALORE EDITION OF THE REGIONAL NEWSPAPER [•], EACH WITH WIDE CIRCULATION, AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", REFERRED TO AS THE "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE

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

This Issue 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 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. 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 (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% 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 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 190.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10.00. The Issue Price, Floor Price or the Price Band should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding 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 Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on Page No. 18 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares issued through the Draft Red Herring Prospectus are proposed to be listed on NSE EMERGE. In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, our Company has received in-principle approval letter dated [•] from National Stock Exchange of India Limited ("NSE") for using its name in this Offer document for listing our shares on the SME Platform of NSE. For the purpose of this Issue, the designated Stock Exchange will be NSE.

BOOK RUNNING LEAD MANAGER TO THE ISSUE



Sarathi Capital Advisors Private Limited
CIN: U65190DL2012PTC238100
401, 4th Floor, Manek Plaza, 167, Vidyanageri Marg,
Kalina, Santacruz (E), Mumbai – 400 098
Tel No.: +91 22 2652 8671/ 72
Email Id: compliance@sarthiwm.in
Website: www.sarthiwm.in
Contact Person: Mr. Deepak Sharma
SEBI Registration No.: INM000012011

REGISTRAR TO THE ISSUE



Skyline Financial Services Private Limited
CIN: U74899DL1995PTC071324
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020
Tel. No.: +91-11-40450193-197
Email: iSpo@skylinerta.com
Investor Grievance E-Mail: grievances@skylinerta.com
Contact Person: Mr. Anuj Rana
Website: www.skylinerta.com
SEBI Registration No.: INR000003241

ISSUE PROGRAMME

BID/ISSUE OPENS ON	[•]*	BID/ISSUE CLOSES ON	[•]**
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*Our Company in consultation with the BRLM may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.

**Our Company in consultation with the BRLM may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

In this Draft Red Herring Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith.

Company Related Terms

Term	Description
Articles or Articles of Association or AOA	The Articles of Association of our Company, as amended from time to time.
“Vinyas Innovative Technologies Limited, or “Vinyas”, or “the Company”, or “our Company” or “we”, “us”, or “our” and the “Issuer Company”.	Vinyas Innovative Technologies Limited, a public limited company incorporated under the provisions of the Companies Act, 1956.
Auditor/Statutory Auditor/Peer Reviewed Auditor	The Auditor of the Company being P. Chandrasekar LLP, Chartered Accountants, having their Office at S-512-514, Manipal Centre, #47, Dikenson Road, Bangalore – 560042, Karnataka.
Banker to our Company	Axis Bank Limited
“Board” or “Board of Directors” or “our Board”	The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof.
Company Secretary and Compliance Officer	Mr. Subodh M R
Director(s)	The Director(s) of our Company, unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of ₹10.00 each
Equity Shareholders	Persons/Entities holding equity shares of our Company
Group Companies	Companies which are covered under the applicable accounting standards and other companies as considered material by our Board, and disclosed in the chapter titled “Our Group Entities” beginning on page 140 of this Draft Red Herring Prospectus.
Key Management Personnel	Key management personnel of our Company in terms of regulation 2(1)(bb) of the SEBI Regulations, 2018 and section 2(51) of the Companies Act, 2013 and as disclosed in the section titled “Our Management” on page 123 of this Draft Red Herring Prospectus.
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time.
“Promoter” or “our Promoters”	Promoter of our company being Mr. Narendra Narayanan, Mrs. Meera Narendra and Mr. Narendra Sumukh.
Promoter Group	Includes such persons and entities constituting our Promoter group in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 and a list of which is provided in the chapter titled “Our Promoters and Promoter Group” beginning on page 137 of this Draft Red Herring Prospectus.
Registered Office	The Registered Office of our Company located at Plot No. 19, Survey No. 26 & 273-P, 3rd Phase Koorgalli Industrial Area, Ilawala Hobali, Mysore-570018, Karnataka.
ROC	Registrar of Companies, Bangalore

Issue Related Terms

Term	Description
Allocation / Allocation of Equity Shares	Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants.
Allotment/ Allot/ Allotted	Issue and allotment of Equity Shares of our Company pursuant to Fresh Issue of the Equity Shares to the successful Applicants.
Allottee(s)	Successful Applicants to whom Equity Shares of our Company

Term	Description
	shall have been allotted.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹200.00 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager.
Anchor Investor Pay- in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date
Anchor Investor Portion	Up to 60.00% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount.
ASBA Application location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Rajkot, Bangalore, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicant(s) in this Issue who apply

Term	Description
	(ies) through the ASBA process.
Banker(s) to the Issue/ Public Offer Bank(s).	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case, being [•].
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled “Issue Procedure” beginning on page 187 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly
Bid Lot	[•] Equity Shares and in multiples of [•] Equity Shares thereafter
Bid/Issue Closing Date	<p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [•], which shall be published in [•] editions of [•] (a widely circulated English national daily newspaper), [•] and editions of [•] (a widely circulated Kannada national daily newspaper), (Kannada being the regional language of Mysuru, where our Registered Office is located)</p> <p>Our Company in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations</p>
Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [•], which shall be published in [•] editions of [•] (a widely circulated English national daily newspaper), [•] and editions of [•] (a widely circulated Kannada national daily newspaper), (Kannada being the regional language of Mysuru, where our Registered Office is located)
Bid/ Issue Period	<p>Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p> <p>Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published,</p>

Term	Description
	in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Sarthi Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at http://www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE) (Emerge Platform).
Draft Red Herring Prospectus	The Draft Red Herring Prospectus issued in accordance with section 26 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulations 2018.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares issued herein.
Emerge Platform of NSE	The Emerge Platform of NSE for Listing of Equity Shares issued under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as an NSE Emerge on October 14, 2011.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account or UPI linked account number held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s)

Term	Description
	thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
Fugitive Economic Offender	An individual who has committed the specified offence(s) under the Fugitive Economic Offenders Act, 2018 involving an amount of one hundred crore rupees or more and has absconded from India or refused to come back to India to avoid or face criminal prosecution in India.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular CIR/CFD/DIL/12/2013 dated October 23, 2013, and updated pursuant to the circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 notified by SEBI suitably modified and included in "Issue Procedure" beginning on page 187 of this Draft Red Herring Prospectus.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Making Agreement	Market Making Agreement dated [•], between our Company, BRLM and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being [•], who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved Portion of [•] Equity Shares of Face Value of ₹10.00 each fully paid for cash at a price of ₹[•] per Equity Share aggregating ₹[•] for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India.
Net Issue	The Issue, excluding the Market Maker Reservation Portion, of [•] Equity Shares of Face Value of ₹10.00 each fully paid for cash at a price of ₹[•] Equity Share aggregating ₹[•] Lakhs by our Company.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled "Objects of the Issue" beginning on page 73 of this Draft Red Herring Prospectus.
Non-Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than ₹2,00,000.
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs, including overseas trusts in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Issue/ Issue Size/ Initial Public Offer/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue of 33,12,800 Equity Shares of Face Value of ₹10.00 each fully paid of Vinyas Innovative Technologies Limited for cash at a price of ₹[•] per Equity Share (including a premium of ₹[•] per Equity Share) aggregating ₹[•] Lakhs.

Term	Description
Issue Agreement	The agreement dated August 23, 2023 between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹[•] per Equity Share of face value of ₹10.00 each fully paid.
Issue Proceeds	Proceeds from the fresh Issue that will be available to our Company, being ₹[•] Lakhs.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
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.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. [•] by our Company to receive monies from the Escrow Account and the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
Qualified Institutional Buyers or QIBs	QIBs, as defined in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations, 2018, including public financial institutions as specified in Section 2(72) of the Companies Act, 2013 scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund and alternative investment fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹2,500 lakhs, pension fund with minimum corpus of ₹2,500 lakhs, NIF, 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 non-banking financial companies.
Red Herring Prospectus	The Red Herring Prospectus to be filed with ROC containing, inter alia, the Issue opening and closing dates and other information.
Refund Account (s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [•].
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Skyline Financial Services Private Limited having office at D-153 A, 1 st Floor, Okhla Industrial Area, Phase – I, New Delhi - 110020 .
Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta) and ASBA Applicants, who apply for an amount less than or equal to ₹2,00,000.

Term	Description
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SCSB/ Self Certified Syndicate Banker.	Shall mean a Banker to an Issue registered under SEBI (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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Shall mean a Banker to the Issue registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the retail investors into the UPI.
Underwriter	Sarathi Capital Advisors Private Limited.
Underwriting Agreement	The agreement dated [•], which will be entered into between the Underwriter and our Company.
UPI Mechanism	The bidding mechanism that may be used by a RII to make an application in the Issue in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.
Unified Payments Interface	It is an instant payment system developed by National Payments Corporation of India which allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's Bank account.
UPI ID	ID created on Unified Payment Interface.
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment.
UPI PIN	Password to authenticate transaction through UPI mechanism.
Wilful Defaulter	As defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations, 2018 which means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
Working Day	Unless the context otherwise requires: Working Days shall be as defined under Regulation 2(1)(mmm) of SEBI (ICDR), 2018 and all trading days of stock exchange excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Technical and Industry Terms

Term	Description
IIP	Index of Industrial Production
CPI	Consumer Price Index
WPI	Wholesale Price Index
GFCF	Gross Fixed Capital Formation
WEO	World Economic Outlook
SE	Strategic Electronics
A&D	Aerospace & Defence

Term	Description
DPSUs	Defence Public Sector Units
OFBs	Ordinance Factory Boards
ESDM	Electronics System Design & Manufacturing
ESS	Environmental Stress Screening
BMS	Battlefield Management System
PDA's	Personal Digital Assistants
FICV	Futuristic Infantry Combat Vehicle
PCB	Printed Circuit Board
MRO	Maintenance, Repair and Operational
DPP	Defence Procurement Policy
Indian-IDDM	Indian-Indigenously Designed, Developed and Manufactured
ODM	Original Design Manufacturing
TDF	Technology Development Fund
CASE	Connected, Autonomous, Shared and Electric
TCU	Telematics Control Unit
OBD	On-Board Diagnostics
ECU	Electronic Control Unit
ABS	Anti-lock Braking Systems
HUD	Head-up Display
ADAS	Advanced Driver Assistance Systems
CAFE II	Corporate Average Fuel Efficiency II
BS-VI	Bharat Stage-VI
EV	Electric Vehicles
EGR	Exhaust Gas Recirculation
SCR	Selective Catalytic Reduction
EMS	Electronics Manufacturing Services
OEM	Original Equipment Manufacturers

Conventional and General Terms/ Abbreviations

Term	Description
A/C	Account
Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) 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.
AGM	Annual General Meeting
Articles	Articles of Association of the Company as originally framed or as altered from time to time in pursuance of any previous companies' law or of this Act
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A. Y.	Assessment Year
ASBA	Applications Supported by Blocked Amount
B. A	Bachelor of Arts
B. Com	Bachelor's Degree in Commerce
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or

Term	Description
	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.
COVID- 19	Novel Coronavirus, 2019
CS	Company Secretary
CSO	Central Statistical Organization
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch
EBIDTA	Earnings before Interest, Depreciation, Tax, Amortization and extraordinary items.
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EPS	Earnings per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non-Resident Account
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time and the regulations framed there under.
FEMA Regulations	FEMA (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 and amendments thereto.
FII(s)	Foreign Institutional Investors
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India.
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
F. Y	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GOI	Government of India.
GST	Goods & Service Tax
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.
Indian GAAP	Generally accepted accounting principles in India.
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International financial reporting standards.
Ind AS	Indian Accounting Standards
IPC	Indian Penal Code
IPO	Initial Public Offering
IPR	Intellectual Property Right
IT	Information Technology
IT Act	The Income-tax Act, 1961 as amended from time to time except as stated otherwise.
IT Rules	The Income-tax Rules, 1962, as amended from time to time
INR	Indian National Rupee

Term	Description
JV	Joint venture
KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled "Our Management" beginning on page 123 of this Draft Red Herring Prospectus.
Ltd.	Limited
MBA	Master in Business Administration
M.Com	Master Degree in Commerce
MD	Managing Director
MOU	Memorandum of Understanding
MNC	Multinational corporation
N/A or NA	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up share capital, and all reserves created out of the profit [securities premium account and debit or credit balance of profit and loss account], after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
NOC	No Objection Certificate
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time.
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited.
p.a.	Per Annum
PAN	Permanent Account Number
PAT	Profit After Tax
PMLA	Prevention of Money Laundering Act
PML Rules	Prevention of Money Laundering Rules
Pvt	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
POA	Power of Attorney
PIO	Persons of Indian Origin
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
Ron	Return on Net Worth.
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.

Term	Description
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
SEBI (ICDR) Regulations/ Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations /Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
Sec.	Section
SME	Small and Medium Enterprise
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SSI	Small Scale Industry
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange	National Stock Exchange of India Limited
Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA	United States of America
USD or US\$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America
UPI	Unified Payment Interface
UOI	Union of India
Venture Capital Fund(s)/ VCF(s)	Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
WDV	Written Down Value
w.e.f.	With effect from
YoY	Year over Year

Notwithstanding the following:

- (i) In the section titled ‘Main Provisions of the Articles of Association’ beginning on page 208 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- (ii) In the section titled ‘Financial Statements’ beginning on page 144 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- (iii) In the chapter titled “Statement of Possible Tax Benefits” beginning on page 86 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to “India” are to the Republic of India and all references to the “Government” are to the Government of India.

Financial Data

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Ind AS 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 Statements’ beginning on page 144 of this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Ind AS and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months’ period ended 31st March of that year. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Ind AS. 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.

Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Ind AS 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 Statements’ beginning on page 144 of this Draft Red Herring Prospectus.

Currency of Presentation

In this Draft Red Herring Prospectus, references to “Rupees” or “Rs.” or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Cr’, ‘Crore’ means ‘ten million and ‘billion / bn./ Billions’ means ‘one hundred crores’.

Industry & Market Data

Unless otherwise stated, Industry & Market data used throughout this Draft Red Herring Prospectus have been obtained from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Department of Industrial Policy & Promotion, India Brand Equity Foundation (IBEF), International Monetary Fund (IMF). Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

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

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “shall”, “will”, “will continue”, “will pursue” or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward-looking statement.

- Failure to comply with quality standards may lead to cancellation of existing and future orders;
- Uncertainty in relation to effect of any pandemic on our business and operations;
- Failure, defects, delays and other problems involving the technology systems and infrastructure on which we rely for providing our services and solutions to our clients;
- Our dependence on our key personnel, including our Directors and senior management;
- Our ability to successfully implement our business strategy and plans;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors.

For a further discussion of factors that could cause our actual results to differ, refer to section titled “Risk Factors” and chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 18 and 148 respectively of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date of this Draft Red Herring Prospectus. Neither we, our Directors, Underwriter, Merchant Banker nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the BRLM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.

SECTION II - SUMMARY OF THE OFFER DOCUMENT

Overview of the Industry

India has the second largest armed force in the world, and is considered the seventh largest aerospace and defence (A&D) market globally with a sizeable budget to cover the needs of the country's Army, Navy and Air Force. The large scale modernization of the defence forces and the drive to manufacture locally have become focus areas of the government. Emerging technologies are going to reshape modern day warfare, and will harness the power of electronics to do so. This will make the Indian strategic electronics (SE) sector, mainly comprising aerospace and defence, a vibrant industry over the next decade.

India's defence manufacturing sector has been witnessing a CAGR of 3.9% between 2016 and 2020. The Indian government has set the defence production target at US\$ 25.00 billion by 2025 (including US\$ 5 billion from exports by 2025). Defence exports in India were estimated to be at US\$ 1.29 billion in 2019-20. India's defence import value stood at US\$ 463 million for FY20 and is expected to be at US\$ 469.5 million in FY21. Defence exports in the country witnessed strong growth in the last two years. India targets to export military hardware worth US\$ 5 billion (Rs. 35,000 crore) in the next 5 years. As of 2019, India ranked 19th in the list of top defence exporters in the world by exporting defence products to 42 countries.

Defence production in India is gradually heading towards private sector participation. As per the 'India's Defence Market Outlook 2019-2025' report, published by Market Research, between 2015-16 and now, out of 188 contracts, 121 have been signed with Indian vendors including DPSUs (defence PSUs), PSUs, OFBs (Ordinance Factory Boards) and private vendors to procure defence equipment.

Source: <https://www.electronicshb2b.com/industry-buzz/indias-strategic-electronics-sector-must-grow-faster/>

Overview of the Business

Incorporated in 2001, Vinyas Innovative Technologies Limited is a leading provider of design, engineering and electronics manufacturing services catering to global Original Equipment Manufacturers and Original Design Manufacturers in Electronic Industry. As an integrated electronic manufacturing services provider, Our Company offers a broad range of products and services across multiple industry segments for about 20 years. With wide industry knowledge, cutting-edge technologies & state-of-the-art infrastructure, Vinyas supports its Global partners from conceptualizing the design, engineering, manufacturing to turnkey requirements for mission-critical applications.

We leverage the design capabilities of with over three decades of domain expertise providing engineering and design solutions globally with a focus on multiple industries. Our Electronic Manufacturing Services are provided as Build to Print ("B2P") and Build to Specification ("B2S") services to our clients. Our B2P solutions involve our client providing the design for the product for which we provide agile and flexible manufacturing services. Our B2S services involve utilising our design capabilities to design the relevant product based on the specifications provided by the client and manufacturing the product. Our solutions primarily comprise: (i) printed circuit board ("PCB") assembly ("PCBA"), and (ii) box builds which are used in safety critical systems such as cockpits, inflight systems, landing systems, and medical diagnostic equipment.

Continuously investing in strengthening its design & manufacturing expertise, Our Company is identified as a game changer in EMS industry for its innovative and in-house path breaking solutions to complex manufacturing processes. Focusing on quality, integrity and hard work, we have not only established a Global network of suppliers and customers but also created a long-lasting partnership to accelerate One-stop-shop solution to all its customer worldwide.

Our Company is the preferred partner for the Global OEMs and ODMs by offering end-to-end solutions ranging from Design for Manufacturability, Supply Chain Management, PCB assembly, advanced test solutions, Product Integration and after-market support.

Our Promoter

Our Company is promoted by Mr. Narendra Narayanan, Mrs. Meera Narendra and Mr. Sumukh Narendra

Issue Size

Initial Public Offer of 33,12,800 Equity Shares of Face Value of ₹10.00 each fully paid up for cash at a price of ₹[•] per equity share (including a share premium of ₹[•] per equity share) aggregating ₹[•] by our company, of which [•] Equity Shares of Face Value of ₹10.00 each fully paid up will be reserved for subscription by Market Maker to the Issue (“Market Maker reservation portion”). The Issue less the Market Maker reservation portion i.e. Issue of [•] Equity Shares of Face Value of ₹10.00 each fully paid up is hereinafter referred to as the “Net Issue”. The Issue and the Net Issue will constitute [•] % and [•] % respectively of the Post Issue paid up equity share capital of the company.

Objects of the Issuer

We intend to utilize the proceeds of the Issue, in the manner set forth below:

(₹ in lakhs)		
Sr. No.	Particulars	Amount
1)	Working Capital Requirements	[•]
2)	General corporate purpose	[•]
3)	Issue Expenses	[•]
	Total	[•]

*As on August 29, 2023, our Company has incurred a sum of ₹25.00 lakhs (Rupees Twenty-Five Lakhs only) towards Issue Expenses.

Shareholding of Promoter and Promoter Group

The table below presents the current shareholding pattern of our Promoters and Promoter Group (Individuals and company):

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
Promoters					
1)	Narendra Narayanan	23,28,802	25.12%	23,28,802	18.50%
2)	Meera Narendra	13,68,000	14.75%	13,68,000	10.87%
3)	Sumukh Narendra	Nil	N.A	Nil	N.A
	Total	36,96,802	39.87%	36,96,802	29.37%

Summary of Restated Financial Information

Particulars	(₹ in Lakhs)		
	As at March 31		
	2023	2022	2021
Share Capital	374.20	374.20	374.20
Net Worth	4,522.99	3,144.74	3069.38
Total Revenue	23,885.41	21,216.30	20,780.50
Profit After Tax	734.34	100.88	123.15
Earnings per share (₹)	19.62	2.70	3.29
Total Borrowings (as per Balance Sheet)	8,571.01	9,542.58	9,365.89

Auditor Qualifications

There is no Auditor’s qualification which has not been given effect to in the Restated Financial Statements.

Summary of Outstanding Litigations

The brief details of the outstanding litigations are as follows:

Sr. No.	Types of Proceedings	No. of Cases	Amount to the extent quantifiable (in Lakhs)
LITIGATIONS INVOLVING OUR COMPANY			
Litigation matters against our Company			
1)	Tax matters	18	55.00

Sr. No.	Types of Proceedings	No. of Cases	Amount to the extent quantifiable (in Lakhs)
Litigation matters filed by our Company			
1)	Civil matters	8	Nil
Litigation matters filed against our Company			
1)	Civil Matters	4	650.00
Litigation involving our Promoter			
1)	Civil Matter	Nil	N.A
Litigation Involving our Subsidiaries/group Companies			
	Nil	Nil	N.A

For details, kindly refer chapter titled “Outstanding Litigations and Material Developments” beginning on page 159 of this Draft Red Herring Prospectus.

Risk Factors

Please refer section titled “Risk Factors” on page no 18 of this Draft Red Herring Prospectus.

Summary of Related Party Transactions

Following is the summary of the related party transactions entered into by our Company for financial year ending March 31, 2023, 2022 and 2021:

(₹ in Lakhs)

Nature of Transactions	Name of Related Parties	As at March 31		
		2023	2022	2021
Loan/Trade Advances Received	Specvin Technologies Private Limited	-	103.25	-
	Narendra Narayanan	1,316.67	1,159.62	-
	Staysee Healthcare Products Private Limited	116.00	55.25	-
	Sumukh Narendra	10.00	5.00	-
Loan/Trade Advances Repaid	Specvin Technologies Private Limited	-	68.25	-
	Narendra Narayanan	1,117.62	38.14	-
	Staysee Healthcare Products Private Limited	116.00	55.25	-
	Sumukh Narendra	15.00	-	-
	T R Srinivasan	-	3.00	-
Professional Charges Paid	Specvin Technologies Private Limited	1.50	33.36	16.43
Cab Hire Charges Paid	Narendra Narayanan	12.00	12.00	7.00
	T R Srinivasan	19.60	9.25	2.40
Reimbursement of Expenses Paid	Narendra Narayanan	76.03	63.42	48.66
	Sumukh Narendra	102.79	81.83	19.98
Reimbursement of Expenses Received	Vinyas Australia Pty Ltd	-	2.66	-
Salaries and Emoluments	Narendra Narayanan	62.81	62.81	62.81
	Sumukh Narendra	28.63	28.63	19.08
	Meera Narendra	35.49	35.49	35.49
	T R Srinivasan	20.43	20.43	20.43
Directors Sitting Fees	Narendra Narayana	0.05	0.05	0.05
	Prakash	0.05	0.05	0.05
	Sumukh Narendra	0.05	0.05	0.05
	T R Srinivasan	0.05	0.05	0.05
	CVCFL	0.05	0.05	0.05

For details of Related Party Transactions entered into by our Company, please refer to the chapter titled “Related Party Transactions” beginning on page 142 of this Draft Red Herring Prospectus.

Details of Financing Arrangements

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

Weighted Average Cost of Acquisition of Equity Shares by our Promoters

The weighted average cost of acquisition of Equity shares by our Promoter in the last one year which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

Name of the Promoter	No. of Shares bought	Weighted Average Cost of Acquisition (₹)
Narendra Narayana	23,28,802	33.24
Meera Narendra	13,68,000	0.00
Sumukh Narendra	Nil	N.A

Average Cost of Acquisition of Equity Shares by our Promoters

The average cost of acquisition of Equity shares by our Promoters which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

Name of the Promoter	No. of Shares bought	Weighted Average Cost of Acquisition (₹)
Narendra Narayana	23,28,802	19.02
Meera Narendra	13,68,000	0.21
Sumukh Narendra	Nil	N.A

Pre-IPO Placement

Our Company does not contemplate any pre-issuance or pre-placement of equity shares from the date of this Draft Red Herring Prospectus till the listing of the equity shares.

Equity Shares Issued in consideration other than Cash

Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 58 of this Draft Red Herring Prospectus, we have not issued any Equity Shares for consideration other than cash.

Split or Consolidation of Equity Shares

There has been no split or consolidation of equity shares in our Company in the last one year from the date of this Draft Red Herring Prospectus.

SECTION III – RISK FACTORS

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

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 97, “Our Industry” beginning on page 88 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 148 respectively, of this Draft Red Herring Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Draft Red Herring Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviations” beginning on page 1 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.

INTERNAL RISK FACTORS

A. Business Risks/Company Specific Risk

1) **Our Company and our Promoters has made delayed payments with respect to the credit facilities availed by them in the past.**

Our Company being a manufacturing unit requires high amount of capital requirement for the day to day operations. Due to this nature of Business, it relies on various credit facilities availed from Lenders/Banks/Financial Institutions. Company ensures timely payment of its credit obligations to the respective parties from whom the loans/credit has been availed. But there were certain instances in the past where our Company failed to make timely payments for credit obligations. In case the Company fails to meet the Obligations in future, it may affect the Credit worthiness of the Company and our Business Operations might get affected.

Further, Our Promoters Mr. Narendra Narayana and Mrs. Meera Narendra have also made delay in payment of credit obligations in past. Our Promoters are involved in running the operations of the Company and if there is any effect in credit worthiness of the Promoters it may affect the Brand Image of the Company and might affect the operations and financial performance of the Company.

- 2) **We materially rely on a single customer for our revenues from operations for the fiscal year 2021, 2022 and 2023. Any loss of business from such customer may adversely affect our revenues and profitability.**

We are dependent on a limited number of key customers with respect to our revenue. The table below sets forth details of our revenue from operations based on our restated financials from our top one and top 10 customers in the periods indicated:

Customer Concentration	FY 2022-23	FY 2021-22	FY 2020-21
Top 1 Customer	51.13%	51.59%	44.09%
Top 10 Customer	92.28%	94.06%	93.58%

Since, we are dependent on certain select customers for the majority of our revenue, the reduction in the amount of business we obtain from our customers whether due to circumstances specific to such customers, such as pricing pressures, an inability on our part to manufacture the products in a timely manner, slowdown in requirement of our products on account of change in delivery schedule from the end customers of our customers, changes in government policies, not matching the quality and quantity standards expected from us by our customers or adverse market conditions affecting our supply chain or the economic environment generally, such as the COVID- 19 pandemic, could have an adverse effect on our business, results of operations, financial condition and cash flows. While we continue to maintain long-term relationships with our customers, we do not enter into any long-term purchase arrangements with such customers and instead undertake work on a purchase order basis. In addition, any adverse development with such customers, including because of any dispute with, or disqualification by, such major customers, may result in us experiencing significant reduction in our cash flows and liquidity. If our customers are able to fulfil their requirements through any of our existing or new competitors, who may provide them with products of better quality and/or cheaper cost, we may lose significant portion of our business. Additionally, consolidation of any of our customer's may also adversely affect our existing relationships and arrangements with such customers, and any of our customers that are acquired may cease to continue the businesses that require products manufactured by us.

Further, in the event of loss of one or more sets of customers on whom we are dependent for our business, we cannot assure you that we may be able to offset such loss of business by entering into contracts with new customers or our existing customers. The deterioration of the financial condition or business prospects of these customers could also reduce their, requirement for our products and result in a significant decrease in the revenues we derive from these customers.

- 3) **Our revenue from operations depends significantly on defence & aerospace contract. Any changes in the defence policy or a decline or reprioritisation of funding in the Indian defence budget, or delays in the budget process could adversely affect our ability to grow or maintain our sales, earnings, and cash flow.**

A significant portion of our revenue from operations are generated from the defence & aerospace contracts. In Fiscal 2021, 2022 and 2023, our revenue from the offset defence contracts was 74.83%, 86.57% and 82.31% of our total revenue from sale of products and services, respectively in such periods. We expect to continue to derive most of our revenue from operations from work performed under such offset contracts. Any changes in the government policy in connection with offset defence contracts could have an adverse impact on our sales, earnings and cash flows.

- 4) **We are subject to strict quality requirements, customer inspections and audits, and any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our reputation and our business and results of operations and future prospects**

We believe our core competencies include PCBA and electronic hardware design and development, software design and development, firmware design and development, mechanical design and development, product prototype design and development, functional testing and validation, environment testing and verification and engineering services.

We design, develop and manufacture complex and specialised products and systems for our customers in based on specific requirements stipulated by them. Given the nature of our products and solutions, and the sector in which we operate, our customers typically have high standards for product quality and delivery schedules. Adherence to quality standards is a critical factor as a defect in products and solutions manufactured by our Company or failure to comply with the specifications of our customers may, in turn, lead to the manufacture of faulty end-products by our customer. We have put in place quality control procedures and processes to ensure that our products will be able to satisfy our customers' quality standards. However, it is possible that our procedures and processes may fail to test for all possible conditions of use or identify all defects in the design, engineering or specifications of the components. Any negative publicity regarding our Company, or our products could adversely affect our reputation, our operations and our results from operations.

Prior to awarding us contracts, certain of our customers undertake a detailed review process, which involves inspection of our production facilities, review of our manufacturing processes, raw materials, technical review of the designs and specification of the proposed product and solutions, inspection and review of prototypes of the product and solutions. This extensive review process is generally periodic in nature and firm orders are placed only after the review process. The finished product delivered by us is further subject to validation by our customers upon delivery at their facilities. We are therefore subject to a stringent quality control mechanism at each stage of the manufacturing process and are required to maintain the quality and precision level for each product.

As on date we do not have any warranty policy for our products. Due to no warranty policy, we may be subject to claims from our customers and we may incur additional costs if rectification work is required in order for us to satisfy our obligations to our customers. Further, to ensure minimal defects, we may be required to incur significant expenses to maintain our quality assurance systems, which may affect our financial condition.

Further, our customers generally have the right to inspect and audit our facilities, processes and products after reasonable notice to ensure that our services are meeting their internal standards. Most of our customers routinely inspect and audit our facilities. If we fail to perform our services in accordance with best practices stipulated by our customers and/or our customers are dissatisfied with the quality of our facilities in any manner, our reputation could be harmed and our customers may terminate/modify their contractual arrangements and/ or refuse to renew their contractual arrangements or purchase orders. This may have an adverse impact on our business, financial condition, results of operations and future prospects.

5) The loss, shutdown or slowdown of our Electronic System, Design and manufacturing facility may have a material adverse effect on our business, results of operations and financial condition.

We have our Electronic System, Design and manufacturing and manufacturing facility with a Design Centre and Manufacturing unit located at Mysuru, Karnataka. It is well equipped for design, manufacturing, qualification and life cycle support of high reliability electronic systems used in aerospace & defence, medical and industrial applications. Any significant interruption to, or loss or shutdown of, operations at any of our manufacturing facilities or Electronic System, Design and manufacturing centres would adversely affect our business.

If any of our facilities or centres are harmed or rendered inoperable by factors such as, including the breakdown or failure of equipment, difficulties or delays in obtaining raw materials, spare parts and equipment / machines, raw material shortages, performance below expected levels of output or efficiency, facility obsolescence or disrepair, natural or man-made disasters (including earthquakes, fire, floods, acts of terrorism and power outages) and industrial accidents, it may render it difficult or impossible for us to efficiently operate our business for some time, or require us to shut major part of our operations, which may adversely affect our business, financial condition, result of operations and cash flows. For instance, our business operations were temporarily disrupted from end March 2020 on account of the temporary shutdown of the manufacturing facilities or Electronic System, Design and manufacturing centres on account of the lockdown imposed by the central/state authorities to combat the spread of COVID-19.

6) We may not qualify for or win bids to further expand our business in future, which may have an adverse effect on our business, financial condition, results of operations and prospects

Our business and growth depend on our ability to qualify for and win bids undertaken by GoI Entities forwarding contracts. Our Company obtains a majority of its business through a competitive bidding process in which it competes for project awards based on, among other things, pricing, technical and technological expertise, reputation for quality, financing capabilities and track record. The bidding and selection process is affected by a number of factors, including factors which may be beyond our control, such as market conditions, project delays, scope adjustments, or external economic factors. Any increase in competition during the bidding process or reduction in our competitive capabilities could have a material adverse effect on our market share.

In addition to meeting bid capacity requirements, we may also be required to pre-qualify for the orders involving GoI Entities such as in relation to background checks and prior experience of the bidders. However, we cannot assure that we shall always maintain our bid capacity and our pre-qualification capabilities, and that we shall be able to continually secure projects so as to enhance our business operations, financial performance and results of operations. Further, such pre-qualification criteria may also change from time to time. Our inability to fulfil and maintain the bid and pre-qualification capabilities may materially impact our operating revenue and profitability.

There can be no assurance that our current or potential competitors will not offer products and solutions comparable or superior to those that we offer at the same or lower prices, adapt more quickly to industry challenges, or expand their operations at a faster pace than we do. Increased competition may result in price reductions, reduced profit margins and loss of market share, thereby causing an adverse effect on our operations, prospects and financial condition.

7) We are subject to government regulations and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required for our business, our results of operations and cash flows may be adversely affected

We are required to obtain and maintain a number of statutory and regulatory licences, registrations, permits and approvals under central, state and local government rules in India, generally for carrying out our business and for our manufacturing facilities. In addition, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek new approvals, licenses, registrations and permits from time to time, as and when required in the ordinary course of our business. Obtaining licences, registrations, permits and approvals or their renewals are time consuming processes and subject to frequent delays. We have obtained a number of licences, registrations, permits and approvals from the relevant authorities and are renewing such statutory approvals periodically for the existing facility. Our Factory Licence issued by Department of Factories, Boilers, Industrial Safety and Health, Government of Karnataka, Approval from Karnataka State Pollution Control Board, Industrial Licence under The Industries (Development and Regulation) Act, 1951 for manufacture of our products issued by Government of India. There is no assurance that such licences, registrations, permits and approvals or renewals will be issued or granted to us or updated in a timely manner, or at all. If we do not receive such licences, registrations, permits and approvals or renewals in a timely manner, it could result in cost and time overrun or our business and operations may be adversely affected. Moreover, certain approvals granted to us by statutory authorities may be revoked at any point of time due to circumstances which may or may not be within our control and this could have an adverse impact on our business and operations. For further details, see “Key Regulations and Policies” and “Government and Other Approvals” on pages 113 and 165, respectively. Our licences, registrations, permits and approvals are also subject to certain conditions, some of which may be onerous and require us to incur expenditure towards compliance with such conditions. We may also not be aware of certain approvals or permissions, which we may be required to maintain or acquire for undertaking our operations, under any new regulation or amended regulation made by any local or State Government. Any inability to obtain, maintain or renew licences, registrations, permits and approvals required for our operations may adversely affect continuity of our operations.

8) We have significant working capital requirements. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, cash flows and results of operations.

Our business requires significant working capital including in connection with our manufacturing operations, financing our inventory, purchase of raw materials and our development of new products which may be adversely affected by changes in terms of credit and payment. We are required to maintain a high level of working capital because our business activities are characterised by long product development periods and production cycles. Even where milestone payments are allowed, these have to be backed by bank guarantees. Delays in payment under on-going contracts or reduction of advance payments due to lower order intake or inventory and work in progress increases and/or accelerated payments to suppliers, could adversely affect our working capital, lower our cash flows and materially increase the amount of working capital to be funded through external debt financings.

We may also be unable to adequately finance our working capital requirements on account of various factors, including extraneous factors such as delay in disbursements under our financing arrangements, increased interest rates, insurance or other costs, or borrowing and lending restrictions or finance our working capital requirements on commercially acceptable terms or at all, each of which may have a material adverse effect on our business, financial condition, prospects and results of operations. These factors may result, or have resulted, in increase in the amount of our receivables and short-term borrowings. Continued increase in our working capital requirements may have an adverse effect on our financial condition and results of operations.

The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other factors, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, engineering design changes, technological changes and additional market developments. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations.

9) In past we had one Associate Company for which no prior approval of Reserve Bank of India (“RBI”) for making Overseas Direct Investment (“ODI”) was taken.

We had one Associate Company viz, Vinyas Australia Pty Ltd. having registered office in Australia. The shares of the said company were inadvertently issued in the name of the Company where the payment of said shares was made by our Promoter i.e. Mr. Narendra Narayanan, however, the shares were then transferred to the existing shareholders and our Promoters Mr. Narendra Narayanan and Mr. Sumukh Narendra has resigned and has no financial or any interest in the said Company.

It is to be noted that the Company will make an application to the RBI for the ODI, even though the Company shall make the application to the RBI we cannot assure you that such will not lead to any monetary penalty on the company by the RBI. Any adverse decision may affect our business, result of operation and financial condition.

10) We have incurred indebtedness and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition. We have not been, and may continue to not be, in compliance with certain financial covenants under certain of our financing agreements.

We have entered into agreements with certain banks for various fund based and non-fund based requirements. Most of our loan facilities are repayable on demand. As on March 31, 2023, we had total sanction facilities (inclusive of fund based and non-fund based) of ₹14,473.55 lakhs, certain of which contain restrictive covenants, including requirements that we obtain consent from the lenders prior to undertaking certain matters including altering our capital structure, amending our constitutional documents, further issuance of any shares, effecting any scheme of amalgamation or reconstruction, changing the management and dilution of Promoters’ shareholding, and creation of security in favour of parties other than our existing lenders. Moreover, our manufacturing facility and some of our plant and machinery at such facility have been offered as a collateral for some of our loans and our Promoters have also provided personal and corporate guarantees in relation to our borrowings. We may also be required to furnish

additional security if required by our lenders. Additionally, we are required to, among others, maintain the prescribed debt coverage ratio, net total debt, and fixed asset coverage ratio. There can be no assurance that we will be able to comply with these financial or other covenants at all times or that we will be able to obtain the consent necessary to take the actions that we believe are required to operate and grow our business. As of the date of this Draft Red Herring Prospectus, there are no pending defaults under the relevant facility agreements. However, there is no assurance that we will be in compliance with such covenants in the future.

Further, we are susceptible to changes in interest rates and the risks arising therefrom. A majority of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. Further, under all of our working capital financing agreements, the lenders are entitled to charge the applicable rate of interest, which is a combination of a base rate that depends upon the policies of the RBI and a contractually agreed spread, and in the event of an adverse change in our Company's credit risk rating, the applicable rate of interest may be changed by our lenders which may adversely affect our business and financial condition.

Under these financing agreements, consents from the respective lenders are required for and in connection with the Offer. As on the date of this Draft Red Herring Prospectus, our Company has received all required consents from the relevant lenders in relation to the Offer. Further, in the event we fail to comply with the terms and conditions, the lender may withdraw its consent or may also require us to repay the outstanding loans or facilities, which may have an adverse impact on our business, financial positions, cash flows, and operations.

Any failure to comply with the conditions and covenants in our financing agreements or the creation of additional encumbrances that is not waived by our lenders or guarantors or otherwise cured or occurrence of a material adverse event could lead to an event of default and consequent termination of our credit facilities could adversely affect our business, results of operations, financial condition, and cash flows.

If our future cash flows from operations and other capital resources are insufficient to pay our debt obligations or our contractual obligations, or to fund our other liquidity needs, we may be forced to sell assets or attempt to restructure or refinance our existing indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets, our financial condition at such time and the terms of our other outstanding debt instruments. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest or principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness or credit rating, which could harm our ability to incur additional indebtedness on acceptable terms.

11) If we are unable to manage our growth effectively, our business, future financial performance and results of operations could be materially and adversely affected

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. As part of our growth strategy, we aim to, among other things, continue to grow our businesses as and when opportunities exist including by expansion of product portfolio with complex technology-based products, focusing on repeat large volume production orders, augmenting our Electronic System, Design and manufacturing capabilities and expanding manufacturing infrastructure and focusing on increasing revenues by leveraging core competencies and grow our services business. This could place significant demands on our operational, credit, financial and other internal risk controls. In pursuing our growth strategy, we will require additional capital investments and cash outlays, which may have a material impact on our cash flows and results of operations. As our product portfolio and product pipeline grow, we may require additional personnel on our project management, in-house quality assurance and Electronic System, Design and manufacturing teams to work with our partners on quality assurance, regulatory affairs and product development. As a result, our operating expenses and capital requirements may increase significantly. Our ability to manage our growth effectively requires us to forecast accurately our sales, growth and manufacturing capacity and to expend funds to improve our operational, financial and management controls, reporting systems and procedures. We may also be exposed to certain other risks, including difficulties arising from operating a larger and more complex organisation; the failure to (i) efficiently and optimally allocate management, technology and other resources across our organisation, (ii)

compete effectively with competitors and (iii) increase our production capacity; the inability to control our costs; and unforeseen legal, regulatory, property, labour or other issues.

Further, our future business plan is dependent on our ability to raise funds through debt or equity and we may have difficulty obtaining funding on acceptable terms or at all. Adverse developments in the Indian credit markets may significantly increase our debt service costs and the overall cost of our funds. Moreover, even if we secure the required funding, there is no assurance that we will be able to successfully expand our production capacity or diversify our product and solutions portfolio. We may also face difficulties in effectively implementing new technologies required in designing, developing and manufacturing new products and solutions and may not be able to recover our investments. An inability to implement our future business plan, manage our growth effectively or failure to secure the required funding on favourable terms or at all could have a material and adverse effect on our business, future financial performance and results of operations.

12) In past our Company has made delay in filing of Statutory Returns and delayed in dispensing of statutory fees.

GSTR 1 & GSTR 3B

Sr. No.	Place	Financial Year	For the month	Return Type	Due Date for filing	Actual Date of filing	Remarks
1	Mysore	FY 2022-23	May 2022	GSTR-1	June 11, 2022	June 27, 2022	last month GSTR3B was not filled
2	Kerala	FY 2021-22	January 2022	GSTR-3B	February 20, 2022	February 21, 2022	Due to delay in Receivables payment towards GST got delayed
3	Maharashtra	FY 2021-22	January 2022	GSTR-3B	February 20, 2022	February 21, 2022	Due to delay in Receivables payment towards GST got delayed
4	Mysore	FY 2021-22	August 2021	GSTR-3B	September 20, 2021	October 20, 2021	Due to delay in Receivables payment towards GST got delayed
5	Mysore	FY 2021-22	September 2021	GSTR-3B	October 20, 2021	October 22, 2021	Due to delay in Receivables payment towards GST got delayed
6	Mysore	FY 2021-22	January 2022	GSTR-3B	February 20, 2022	March 02, 2022	Due to delay in Receivables payment towards GST got delayed
7	Mysore	FY 2021-22	February 2022	GSTR-3B	March 20, 2022	April 12, 2022	Due to delay in Receivables payment towards GST got delayed
8	Mysore	FY 2021-22	March 2022	GSTR-3B	April 20, 2022	May 07, 2022	Due to delay in Receivables payment towards GST got delayed
9	Tirupati	FY 2021-22	January 2022	GSTR-3B	February 20, 2022	February 21, 2022	Due to delay in Receivables payment towards GST got delayed
10	Mysore	FY 2022-23	April 2022	GSTR-3B	May 20, 2022	June 27, 2022	Due to delay in Receivables payment towards GST got delayed
11	Mysore	FY 2022-23	May 2022	GSTR-3B	June 20, 2022	June 27, 2022	Due to delay in Receivables payment towards GST got delayed
12	Mysore	FY 2022-23	September 2022	GSTR-3B	October 20, 2022	October 21, 2021	Due to delay in Receivables payment towards GST got delayed

Sr. No.	Place	Financial Year	For the month	Return Type	Due Date for filing	Actual Date of filing	Remarks
13	Tirupati	FY 2020-21	September 2020	GSTR-3B	October 20, 2022	October 21, 2021	Due to delay in Receivables payment towards GST got delayed
14	Tirupati	FY 2020-21	March 2020	GSTR-1	April 11, 2020	June 06, 2020	Due to Covid Govt extended vide Notification No. 32/2020 CGST
15	Tirupati	FY 2020-21	May 2020	GSTR-1	June 11, 2020	June 17, 2020	Due to Covid Govt extended vide Notification No. 32/2020 CGST
16	Tirupati	FY 2021-22	October 2021	GSTR-3B	November 11, 2021	November 13, 2021	Due to delay in Receivables payment towards GST got delayed
17	Kerala	FY 2022-23	April 2022	GSTR-3B	May 20, 2022	May 23, 2022	Due Date Extended by Govt vide CGST Vide Notification No. 05/2022-Central Tax dated 17th May 2022
18	Maharashtra	FY 2022-23	April 2022	GSTR-3B	May 20, 2022	May 23, 2022	Due Date Extended by Govt vide CGST Vide Notification No. 05/2022-Central Tax dated 17th May 2022
19	Mysore	FY 2020-21	February 2021	GSTR-3B	March 20, 2021	March 29, 2021	Due to delay in Receivables payment towards GST got delayed
20	Mysore	FY 2020-21	January 2021	GSTR-3B	February 20, 2021	February 24, 2021	Due to delay in Receivables payment towards GST got delayed
21	Mysore	FY 2020-21	November 2020	GSTR-1	December 11, 2020	December 15, 2020	We Can't file because of last month GSTR3B was not filled
22	Mysore	FY 2020-21	October 2020	GSTR-3B	November 20, 2020	November 26, 2020	Due to delay in Receivables payment towards GST got delayed
23	Mysore	FY 2020-21	October 2020	GSTR-1	November 11, 2020	November 19, 2020	We Can't file because of last month GSTR3B was not filled
24	Mysore	FY 2020-21	August 2020	GSTR-1	September 11, 2020	September 30, 2020	We Can't file because of last month GSTR3B was not filled
25	Mysore	FY 2020-21	August 2020	GSTR-3B	September 20, 2020	September 28, 2020	Due to delay in Receivables payment towards GST got delayed.
26	Mysore	FY 2020-21	July 2020	GSTR-1	August 11, 2020	September 21, 2020	We Can't file because of last month GSTR3B was not filled
27	Mysore	FY 2020-21	July 2020	GSTR-3B	August 20, 2020	September 26, 2020	Due to delay in Receivables payment towards GST got delayed
28	Mysore	FY 2020-21	May 2020	GSTR-1	June 11, 2020	July 28, 2020	Due to Covid Govt extended vide Notification No. 32/2020 CGST
29	Mysore	FY	April 2020	GSTR-1	May 11, 2020	July 24, 2020	Due to Covid Govt

Sr. No.	Place	Financial Year	For the month	Return Type	Due Date for filing	Actual Date of filing	Remarks
		2020-21					extended vide Notification No. 32/2020 CGST
30	Mysore	FY 2020-21	March 2020	GSTR-1	April 11, 2020	June 30, 2020	Due to Covid Govt extended vide Notification No. 32/2020 CGST
31	Mysore	FY 2020-21	March 2020	GSTR-3B	April 20, 2020	June 24, 2020	Due to Covid Govt extended vide Notification No. 32/2020 CGST

GSTR 9 & 9C

Sr. No.	Place	Financial Year	For the period	Return Type	Due Date for filing	Actual Date of filing	Remarks
1	Mysore	FY 2020-21	March 31, 2021	GSTR 9	December 31, 2021	February 28, 2022	Due Date Extended by Govt vide CGST (10th Amendment) Rules 2021, vide Central Tax Notification 40/2021, Dt:-29-12-21
2	Mysore	FY 2020-21	March 31, 2021	GSTR 9C	December 31, 2021	February 28, 2022	Due Date Extended by Govt vide CGST (10th Amendment) Rules 2021, vide Central Tax Notification 40/2021, Dt:-29-12-21

EMPLOYEE PROVIDENT FUND

YEAR	MONTH	DUE DATE	CHALLAN DATE	PAYMENT DATE	NO. OF DAYS DELAYED	REASON FOR DELAY
2020-21	April	15-May-20	12-Jun-20	25-Sep-20	133	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	May	15-Jun-20	16-Jun-20	25-Sep-20	102	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	June	15-Jul-20	15-Jul-20	25-Sep-20	72	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	July	15-Aug-20	18-Aug-20	25-Sep-20	41	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	August	15-Sep-20	16-Sep-20	25-Sep-20	10	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	September	15-Oct-20	13-Oct-20	16-Oct-20	1	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	October	15-Nov-20	17-Nov-20	26-Nov-20	11	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	November	15-Dec-20	15-Dec-20	21-Jan-21	37	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	December	15-Jan-21	21-Jan-21	21-Jan-21	6	Due to Covid-19 Delay in Customer Receivables, hence the

						delay in Statutory dues
	January	15-Feb-21	19-Feb-21	29-Mar-21	42	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	February	15-Mar-21	16-Mar-21	29-Mar-21	14	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	March	15-Apr-21	15-Apr-21	28-Apr-21	13	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
2021- 22	April	15-May-21	10-May-21	14-Aug-21	91	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	May	15-Jun-21	16-Jul-21	14-Aug-21	60	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	June	15-Jul-21	17-Jul-21	14-Aug-21	30	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	July	15-Aug-21	14-Aug-21	14-Aug-21	-	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	August	15-Sep-21	09-Oct-21	09-Nov-21	55	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	September	15-Oct-21	20-Oct-21	09-Nov-21	25	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	October	15-Nov-21	26-Feb-22	03-Mar-22	108	Due to Delay in Customer Receivables, hence the delay in Statutory dues
		15-Nov-21	02-Mar-22	26-May-22	192	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	November	15-Dec-21	26-Feb-22	02-Mar-22	77	Due to Delay in Customer Receivables, hence the delay in Statutory dues
		15-Dec-21	02-Mar-22	26-May-22	162	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	December	15-Jan-22	26-Feb-22	02-Mar-22	46	Due to Delay in Customer Receivables, hence the delay in Statutory dues
		15-Jan-22	02-Mar-22	26-May-22	131	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	January	15-Feb-22	25-Jul-22	22-Aug-22	188	Due to Delay in Customer Receivables, hence the delay in Statutory dues
		15-Feb-22	26-Feb-22	02-Mar-22	15	Due to Delay in Customer Receivables, hence the delay in Statutory dues
February	15-Mar-22	26-Jul-22	22-Aug-22	160	Due to Delay in Customer Receivables, hence the delay in Statutory dues	

		15-Mar-22	25-Jul-22	25-Jul-22	132	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	March	15-Apr-22	26-Jul-22	22-Aug-22	129	Due to Delay in Customer Receivables, hence the delay in Statutory dues
		15-Apr-22	25-Jul-22	25-Jul-22	101	Due to Delay in Customer Receivables, hence the delay in Statutory dues
2022-23	April	15-May-22	14-May-22	14-May-22	-	Due to Delay in Customer Receivables, hence the delay in Statutory dues
		15-May-22	19-Jul-22	25-Jul-22	71	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	May	15-Jun-22	08-Dec-22	08-Dec-22	176	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	June	15-Jul-22	15-Jul-22	15-Jul-22	0	Due to Delay in Customer Receivables, hence the delay in Statutory dues
		15-Jul-22	19-Jul-22	25-Jul-22	10	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	July	15-Aug-22	08-Dec-22	08-Dec-22	115	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	August	15-Sep-22	08-Dec-22	08-Dec-22	84	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	September	15-Oct-22	15-Oct-22	15-Oct-22	0	Due to Delay in Customer Receivables, hence the delay in Statutory dues
		15-Oct-22	23-Nov-22	08-Dec-22	54	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	October	15-Nov-22	23-Nov-22	08-Dec-22	23	Due to Delay in Customer Receivables, hence the delay in Statutory dues
		15-Nov-22	12-Nov-22	15-Nov-22	0	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	November	15-Dec-22	14-Dec-22	15-Dec-22	0	Due to Delay in Customer Receivables, hence the delay in Statutory dues
		15-Dec-22	10-Jan-23	15-Mar-23	90	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	December	15-Jan-23	16-Jan-23	16-Jan-23	1	Due to Delay in Customer Receivables, hence the delay in Statutory dues
15-Jan-23		16-Jan-23	15-Mar-23	59	Due to Delay in Customer Receivables, hence the delay in Statutory dues	
January	15-Feb-23	10-Mar-23	15-Mar-23	28	Due to Delay in	

						Customer Receivables, hence the delay in Statutory dues
	February	15-Mar-23	14-Mar-23	15-Mar-23	0	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	March	15-Apr-23	12-Apr-23	13-Apr-23	-	Due to Delay in Customer Receivables, hence the delay in Statutory dues

EMPLOYEE STATE INSURANCE

Year	Month	Due date	Challan created	Challan submitted	No. Of days delayed	Reason for delay
2020-21	April	15-May-20	13-Jun-20	26-Jun-20	42	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	May	15-Jun-20	15-Jun-20	24-Jun-20	9	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	June	15-Jul-20	28-Jul-20	11-Aug-20	27	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
		15-Jul-20	24-Jul-20	11-Aug-20	27	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	July	15-Aug-20	18-Aug-20	24-Aug-20	9	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	August	15-Sep-20	15-Sep-20	17-Sep-20	2	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	September	15-Oct-20	10-Oct-20	15-Oct-20	0	
	October	15-Nov-20	17-Nov-20	26-Nov-20	11	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	November	15-Dec-20	14-Dec-20	20-Jan-21	36	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	December	15-Jan-21	21-Jan-21	21-Jan-21	6	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	January	15-Feb-21	19-Feb-21	15-Mar-21	28	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	February	15-Mar-21	16-Mar-21	23-Mar-21	8	Due to Covid-19 Delay in Customer Receivables, hence the delay in Statutory dues
	March	15-Apr-21	15-Apr-21	28-Apr-21	13	Due to Covid-19

Year	Month	Due date	Challan created	Challan submitted	No. Of days delayed	Reason for delay
						Delay in Customer Receivables, hence the delay in Statutory dues
2021-22	April	15-May-21	10-May-21	15-Jul-21	61	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	May	15-Jun-21	03-Jul-21	15-Jul-21	30	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	June	15-Jul-21	15-Jul-21	15-Jul-21	0	
	July	15-Aug-21	13-Aug-21	13-Aug-21	-	
	August	15-Sep-21	11-Oct-21	09-Nov-21	55	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	September	15-Oct-21	18-Nov-21	18-Nov-21	34	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	October	15-Nov-21	24-Nov-21	25-Nov-21	10	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	November	15-Dec-21	27-Dec-21	25-Jan-22	41	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	December	15-Jan-22	14-Jan-22	25-Jan-22	10	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	January	15-Feb-22	09-Feb-22	02-May-22	76	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	February	15-Mar-22	18-Mar-22	02-May-22	48	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	March	15-Apr-22	25-Apr-22	02-May-22	17	Due to Delay in Customer Receivables, hence the delay in Statutory dues
2022-23	April	15-May-22	14-May-22	14-May-22	-	
	May	15-Jun-22	15-Jun-22	22-Jun-22	7	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	June	15-Jul-22	11-Jul-22	15-Jul-22	0	
	July	15-Aug-22	24-Aug-22	16-Sep-22	32	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	August	15-Sep-22	17-Sep-22	03-Oct-22	18	Due to Delay in Customer Receivables, hence the delay in

Year	Month	Due date	Challan created	Challan submitted	No. Of days delayed	Reason for delay
						Statutory dues
	September	15-Oct-22	19-Oct-22	03-Nov-22	19	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	October	15-Nov-22	15-Nov-22	15-Nov-22	0	
	November	15-Dec-22	14-Dec-22	15-Dec-22	0	
	December	15-Jan-23	16-Jan-23	16-Jan-23	1	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	January	15-Feb-23	09-Feb-23	15-Mar-23	28	Due to Delay in Customer Receivables, hence the delay in Statutory dues
	February	15-Mar-23	13-Mar-23	15-Mar-23	0	
	March	15-Apr-23	11-Apr-23	13-Apr-23	-	

Non-compliance of applicable laws shall attract penal provisions and inability to file the statutory returns on time and failure to remit statutory dues will have an adverse effect on our operations and the company shall also face negative brand image in the market.

13) If we do not continue to innovate and further develop our business, or we are not able to keep pace with technological developments, we may not remain competitive and our business and results of operations could suffer.

Our operations rely heavily on the effectiveness of our products. To remain competitive, we must continue to stay abreast of the constantly evolving trends and to enhance and improve the responsiveness, functionality and features of our products, including cost to their end customers and compete, we must continue to invest significant resources in research and development to enhance our information technology

and improve our existing services. The industry in which we operate is characterized by rapid technological evolution and changes in customer requirements, which could render our existing technologies and systems obsolete.

Our success will depend, in part, on our ability to identify, develop, acquire or license leading technologies useful in our business, and respond to technological advances and emerging industry standards and practices in a cost-effective and timely way.

There can be no assurance that we will be able to use new technologies effectively or adapt technologies and systems to meet customer requirements or emerging industry standards. There can be no assurance that we will be able to successfully implement our future strategy to continue to innovate.

Further, the process of innovation and development requires that we make long-term investments and commit significant resources before knowing whether these investments will eventually result in businesses that achieve customer acceptance and generate the revenues required to provide desired returns. We may experience difficulties that could delay or hinder the successful development, introduction and marketing of products. There can be no assurance that such products will be readily accepted in the market, become commercially successful or that our competitors will not be able to produce similar products at a lower price than we can, which would have an adverse effect on our products' competitive position. If we are unable to achieve the anticipated returns in such new growth areas, it could have a material adverse effect on our business, results of operations and financial condition.

14) There are certain outstanding litigations involving our Company, our Promoter, our Directors and our Group Entities and any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.

A Summary of material outstanding legal proceedings involving our Company and our Subsidiaries as on date of this Draft Red Herring Prospectus, including the approximate amount involved to the extent ascertainable, is set out below:

Sr. No.	Types of Proceedings	No. of Cases	Amount to the extent quantifiable (in Lakhs)
LITIGATIONS INVOLVING OUR COMPANY			
Litigation matters against our Company			
2)	Tax matters	18	55.00
Litigation matters filed by our Company			
2)	Civil matters	8	Nil
Litigation matters filed against our Company			
2)	Civil Matters	4	650.00
Litigation involving our Promoter			
2)	Civil Matter	Nil	N.A
Litigation Involving our Subsidiaries/group Companies			
	Nil	Nil	N.A

15) We could incur losses under our contracts as a result of cost overruns, delays in delivery or failures to meet contract specifications which may have an adverse effect on our business, financial condition and results of operations.

Most of our contracts are for an agreed price. All costs including labour and raw materials costs are forecasted by us when we enter such contracts. In case of cost variances from such estimates, we are permitted to retain all cost savings on completed contracts but are liable for the full amount of all cost overruns. In the past, we have witnessed cost overruns in the case of some of our contracts and we may also continue to witness the same in the future. The actual costs incurred on a contract may vary from our estimates due to factors such as:

- unanticipated variations in labour and equipment productivity over the term contract;
- Unanticipated variations in Foreign Exchange
- unanticipated increases in labour, raw material, sub-contracting and overhead costs;
- delivery delays and corrective measures for poor workmanship;
- equipment failures;
- changes in the specifications provided by our customers;
- obsolescence of any components; and
- changes in testing requirements.

We cannot assure you that these contracts, if secured, can be completed profitably. Significant cost overruns on our contracts could have a material adverse effect on our business, financial condition, results of operations and prospects.

Depending on the size of the project, variations from estimated contract performance could significantly reduce our earnings, and could result in losses, during any quarter of a fiscal or entire fiscal. Most of our contracts provide for liquidated damages for late delivery. In the past, we have been required to re-negotiate some of the terms, such as price, date of delivery, scope of work, due to a delay in delivery of the products owing to a combination of internal as well as external factors beyond our control. This may also have an impact on our reputation, which could have a material adverse effect on our business, financial condition and results of operations.

16) Our success depends significantly on our Promoters, Key Management Personnel and other senior management and skilled personnel. The loss of their services may have a material adverse effect on our business, financial condition and results of operations

Our performance depends largely on the efforts and abilities of our Promoters, Key Management Personnel, and other senior management and skilled personnel. We believe that their inputs and experience in the fields of, inter alia, design and development, project management, operations management and manufacturing technologies along with their past experience in the defence sector are valuable for the development of business and operations and the strategic steps taken by our Company.

The average period of time the KMPs have been associated with our Company is approximately more than a decade in engineering products and solutions. We are dependent on our Promoters to manage our current operations and to meet future business challenges. The active involvement of our Promoters in our operations, including the strategy, direction and customer relationships have been integral to our development and business. We cannot assure you that their services will continue to be available to us, or that we will be able to find a suitable replacement if required. Further, the successful completion of our projects, the day-to-day operations and the planning and execution of our business strategy depends significantly on our Key Management Personnel and other senior management and skilled personnel. Although we have initiated a structured training programme for the middle management executives, we cannot assure you that we will be able to adequately replace such skilled and experienced personnel. This may lead to a lack of domain expertise for key positions in our Company which may adversely affect our business. Moreover, our ability to execute projects depends on our ability to attract, train, motivate and retain senior management and skilled personnel due to the complex nature of our products. We cannot assure you that we will be able to retain these professionals or find adequate replacements in a timely manner, or at all. To the extent we lose such skilled personnel, we will be required to find ways to successfully manage the transfer of confidential information from them to their replacements. An inability to retain any key managerial personnel may impair our ability to bid on and obtain new projects and therefore will have an adverse effect on our operations.

Furthermore, the loss of any of the members of our KMPs and other senior management and skilled personnel or an inability on our part to manage the attrition levels, may lead to loss of technical knowledge which may materially and adversely impact our business, results of operations, and financial condition.

17) Our inability to handle risks associated with our export sales could negatively affect our sales to customers in foreign countries

A portion of our revenue is generated from the export of our products to various geographies. In Fiscal 2021, 2022 and 2023 our revenue from operations from exports accounted for 7.36%, 5.17% and 7.11%, respectively, of our revenue from sale of products.

Our exports are subject to, among other risks and uncertainties, the following:

- Demand for our products by our customers located outside India;
- Social, economic, political, geopolitical conditions and adverse weather conditions, such as natural disasters, civil disturbance, terrorist attacks, war or other military action would affect our business and operations. For example, such a disruption may prevent us from production or delivery of our products to our customers;
- Compliance with local laws, including legal constraints on ownership and corporate structure, environmental, health, safety, labour and accounting laws, may impose onerous. If we are unable to comply with such laws, our business, results of operations and financial condition could be adversely affected;
- Changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies, may affect our ability to both operate and the way in which we manage our business in the countries in which we operate; and

- Fluctuations in foreign currency exchange rates against the Indian Rupee, may affect our results of operations, the value of our foreign assets, such as export receivables and various investments, the relative prices at which we and our competitors sell products in the same markets and the cost of certain inventory and non-inventory items required for our operations.

Any of these risks could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

18) Availability and cost of import and acquisition of raw materials could adversely affect our business, financial condition, results of operations and prospects

Our operations are impacted by the availability and cost of import and acquisition of raw materials utilised in our production process. We purchase our raw materials from domestic as well as international markets and any change in cost and availability of such raw materials for any reason, including change in the approved suppliers, change in law or applicable governmental policies relating to imports, would adversely affect our business, financial condition, results of operations and prospects.

Our raw material suppliers may fail to deliver products of acceptable quality and within stipulated schedules or at all. We may be required to replace a supplier if the products provided or supplied, do not meet our quality or performance standards. Further, increase in competition may lead to our competitors establishing exclusive arrangements with our suppliers due to which we may be unable to secure an adequate supply of raw materials or which may increase our overall cost of raw materials, which we may not be able to determine from our customers. There can be no assurance that Company will be able to procure alternate suppliers on acceptable/similar terms or at all.

While we are not significantly dependent on any single raw material supplier, raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, economic and political conditions, transportation and labour costs, disruption during transportation, labour unrest, natural disasters, import duties, tariffs, cumulative effect of any factors affecting all our suppliers and currency exchange rates. This volatility in commodity prices can significantly affect our raw material costs. Further, any volatility in fuel prices can also affect commodity prices worldwide, which in turn may significantly increase our raw material costs.

19) We have significant power, and fuel requirements and any disruption to our power sources could increase our production costs and adversely affect our results of operations

We require substantial power and fuel for our manufacturing facilities, and energy costs represent significant portion of the production costs for our operations. If energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our profitability could decline.

We source most of our electricity requirements for our manufacturing facilities from the Chamundeshwari Electricity Supply Corporation Limited, Karnataka. If supply is not available for any reason, we will need to rely on captive generators, which may not be able to consistently meet our requirements. The cost of electricity from state electricity boards could be significantly higher, thereby adversely affecting our cost of production and profitability. Further, if for any reason such electricity is not available, we may need to shut down our plants until an adequate supply of electricity is restored. Interruptions of electricity supply can also result in production shutdowns, increased costs associated with restarting production and the loss of production in progress.

20) If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.

We manage regulatory compliance by monitoring and evaluating our internal controls and ensuring that we are in compliance with all relevant statutory and regulatory requirements. However, there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation. We periodically track our progress against the terms and conditions as laid down in our customer

agreements, identify any issues and take necessary corrective and preventive actions for monitoring compliance guaranteed service levels as per the required parameters. We have a dedicated resource management team involved in resource planning and work force management that, on a regular basis, monitor the costs incurred for various works performed by us and provide feedback for corrective actions required in order to effectively meet the commitments in our customer agreements.

21) We design, develop and manufacture products and solutions that incorporate advanced technologies. Many of our contracts contain performance obligations that require innovative design capabilities, are technologically complex or involve developmental costs.

We design, develop and manufacture technologically advanced products and solutions applied by our customers in a variety of environments. Problems and delays in development or delivery as a result of issues with respect to design, technology, concurrent engineering, licensing, labour, learning curve assumptions or raw materials could prevent us from achieving contractual requirements.

The business environment in many of our principal operating segments requires extensive design and development expenses. We devote substantial resources to our Electronic System Design and manufacturing functions and also make improvements in Electronics System Design and manufacturing, in particular, to create new products and solutions which are customised to meet customer expectations and end-user preferences and to also enhance our production processes and quality of our existing products and solutions, which we believe are factors crucial for our future growth and prospects. As on date, our Electronics System Design and manufacturing team comprise of 15 engineers and officers. Our ability to realize the anticipated benefits of our Electronics System Design and manufacturing capabilities depends on a variety of factors, including meeting development, production, certification and regulatory approval schedules, execution of internal and external performances plans, availability of supplier and internally-produced parts and materials, performance of suppliers and sub-contractors, hiring and training of qualified personnel, achieving cost and production efficiencies, identification of emerging technological trends in our target end markets, validation of technologies, level of customer interest in new technologies and products, and customer acceptance of our products and products that incorporate technologies we develop. In addition, due to the design complexity of our products, we may in the future experience delays in completing the development and introduction of new products.

22) Any downgrade in our credit ratings could increase our borrowing costs, affect our ability to obtain financing, and adversely affect our business, results of operations and financial condition

The cost and availability of our capital depends on our credit ratings. Credit ratings reflects the opinion of the rating agency on our management, track record, diversified clientele, increase in scale and operations and margins, medium term revenue visibility and operating cycle. Our long-term bank facilities were assigned “[ICRA]BB” (ICRA double B) and our short bank facilities were assigned “[ICRA]A4” (ICRA A four) ratings for Fiscal 2024 by ICRA Limited pursuant to its letter dated January 30, 2023.

Any downgrade in our credit ratings could increase borrowing costs, result in an event of default under our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, financial condition and cash flows. In addition, any downgrade in our credit ratings could increase the probability that our lenders impose additional terms and conditions to any financing or refinancing arrangements we enter into in the future and adversely affect our business, results of operations and financial condition.

23) Our Company had negative cash flows from our Operating activities, Investing activities as well as financing activities in some of the previous year(s):

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

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Cash Flow from/ (used in) Operating Activities	1,683.24	1,181.70	(2,464.59)
Cash Flow from/ (used in) Investing Activities	(342.86)	(94.51)	(246.79)
Cash Flow from/ (used in) Financing Activities	(1,551.17)	(925.56)	2,602.33

24) Failure or disruption of our Information and Technology (“IT”) and/ or enterprise resources planning systems may adversely affect our business, financial condition, results of operations and future prospects.

The efficient operation of our business depends on our IT infrastructure and our enterprise resources planning systems established at our manufacturing facilities. Our IT infrastructure comprises of third-party solutions and applications maintained internally. Since we operate multiple platforms, the failure of our IT infrastructure and/or our enterprise resources planning systems could disrupt our business and adversely affect our results of operation. In addition, our IT infrastructure and/or our enterprise resources planning systems are vulnerable to damage or interruption from, amongst others, natural or man-made disasters, terrorist attacks, computer viruses or hackers, power loss, other computer systems, internet telecommunications or data network failures. Any such interruption could adversely affect our business and results of operations. While we have processes implemented for IT infrastructure management including patch management, anti-virus management and backup processes to protect sensitive and confidential business information from disaster, damage, theft, and system failure, we cannot assure you that such IT infrastructure management systems including data backup would be able to ensure sufficient safeguards to prevent significant disruption of our IT systems. However, notwithstanding, any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error) or our inability to access the back-up information critical for our business on a timely basis, may affect our ability to plan, track, record and analyse work / projects in progress, Electronic System, Design and manufacturing improvements and revenue, process financial information, manage our creditors, debtors and hedging positions, or otherwise conduct our normal business operations, which may increase our costs and otherwise adversely affect our business, financial condition, results of operations and future prospects.

25) Our business, results of operation and financial conditions could be materially and adversely affected if any fault of ours causes any accidents at our customers’ units

The products we manufacture are complex, require technically advanced and costly equipment. The components and systems we manufacture may involve risks, including breakdown, failure or substandard performance of equipment, improper installation or operation of equipment and industrial accidents. In addition, defects in or malfunctioning of our products could expose us to litigation and damages. Our operations expose us to potential liabilities for personal injury or death or property damage as a result of the failure or malfunction of manufacturing equipment or of any products that have been designed, manufactured or serviced by us. An accident caused by our fault or negligence during testing or delivery could also damage our reputation for quality products.

26) If we fail to keep our technical knowledge and process know-how confidential, we may suffer a loss of our competitive advantage or we may negatively impact the overall implementation of the programmes being worked on.

We possess extensive technical knowledge about our products. We have gained such technical knowledge through our experiences, Electronics System Design and manufacturing improvements undertaken by us for various projects, over the years. Our technical knowledge is a significant independent asset. Our senior members in our hardware design and development, software development group and projects team technology have been with our Company for over one decade and have ensured stability in our knowledge and process know-how. Most of the internal processes which have been documented over years of learning are maintained by senior management of our Company, thus ensuring confidentiality. While all our employees are subject to strict confidentiality, non-disclosure and non-compete obligations under the respective agreements entered with them, such technical knowledge is not protected by intellectual property rights such as patent registration or design registration. As a result, we cannot assure that our technical knowledge will remain confidential.

Even if all reasonable precautions, whether contractual or otherwise, are taken to protect our confidential technical knowledge of our products and business, there is a risk that certain proprietary knowledge may be leaked, either inadvertently or wilfully, at various stages of the design and production process. A significant number of our employees have access to confidential design and product information and there can be no assurance that this information will remain confidential. We operate in sensitive areas and such leakage could adversely affect such critical programmes and our goodwill as well as future prospects with key agencies in the sector. Moreover, our employees may leave us and join other vendors manufacturing

products similar to ours. Although we enter into non-disclosure and non-compete agreements with our employees, we cannot guarantee that we will be able to successfully enforce such agreements. While we enter into confidentiality and non-disclosure agreements with our suppliers and business partners, we cannot assure you that parties will not breach their confidentiality obligations under such arrangements. The potential damage from such breach of any confidentiality obligations is heightened as our designs and products are not patented, and thus we may have no recourse against copies of our products and designs that enter the market subsequent to such leakages.

In the event that the confidential information in respect of our products or business becomes available to third parties or to the public, any competitive advantage we may have over our competitors could be harmed. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and future prospects.

27) We operate in a competitive business environment. Failure to compete effectively against our competitors and new entrants to the industry in any of our business segments may adversely affect our business, financial condition and results of operations.

The manufacturing of products and solutions is competitive, and it experiences rapid technological developments and changes in customer requirements. Our ability to meet the qualification criteria in our various business areas is critical to being considered for any project. We compete on the basis of our ability to fulfil our contractual obligations including the quality of products and the timely delivery of the products. Additionally, while these are important considerations, price is a major factor in most tender / bid awards and our business is subject to intense price competition. Our competitors may have substantially greater financial, management, research and marketing resources than we have as a result of which they may be able to utilise their resources and economies of scale to develop improved products, divert sales away from us by winning broader contracts or hire our employees by offering more lucrative compensation packages. Our competitors may be able to provide our customers, including the GoI Entities, with different or greater capabilities or benefits than we can provide in areas such as technology, technical qualifications, post contract performance, price and availability of key professional personnel. In addition, larger diversified competitors serving as primary suppliers may be able to supply underlying products and services from affiliated entities or new joint ventures with private Indian companies, which would prevent us from competing for sub-contracting or licencing opportunities on these contracts. Our failure to compete effectively with respect to any of these or other factors could have a material adverse effect on our business, prospects, financial condition or operating results. In such a scenario, we may find difficulties in maintaining our position in the market. In tenders of large monetary value, the trend for the low quotations from competitors is common. Some of this costing is sometimes difficult to match.

Going forward and with the liberalisation of the Indian defence and aerospace sector to allow private and/or foreign companies to participate in defence and aerospace contracts, as the case may be, we will be required to participate in competitive bidding. The competitive bidding process entails managerial time to prepare bids and proposals for contracts and may require us to resort to price cuts in order to win contracts which may not be awarded to us or may be split with our competitors. Following an award, we may encounter significant expenses, delays, contract modifications, or even loss of such contract if our competitors protest or challenge contracts that are awarded to us. In addition, our customers may face budget constraints, availability of more affordable solutions, and reducing product and technology development cycles. To remain competitive, we must consistently provide products with superior performance and capability to our customers, advanced technology solutions and service at an affordable cost and with the agility that our customers require to satisfy their mission objectives. Our inability to successfully do so could have a material adverse effect on our business, prospects, financial condition and/ or operating results. Moreover, if we are not able to further develop our proximity to our customers and make our vendor-supplier ecosystem more efficient or as efficient as our competitors, there can be no assurance we will be able to grow or effectively compete in the industry.

There can be no assurance that we will be able to compete successfully against our competitors as well as new entrants in our industry in the future. Further, most of our customers follow competitive bidding processes due to which we may not be able to effectively bid for future projects. Accordingly, our business, financial condition, results of operations and prospects would be adversely and materially affected if we are

unable to maintain our competitive advantage and compete successfully against our competitors and any new entrants in the industry.

28) Cyber-attacks or other security breaches could have a material adverse effect on our business, results of operation or financial condition

Our operations may be subject to cyber-attacks and other security breaches. There is an established Business Continuity Plan in place which adheres to international standards based on the plan-do-check-act methodology, to operate procedurally during disasters and to achieve this objective a Disaster Recovery Site is identified in a different city with all back-ups to ensure seamless operations. This ensures sustenance of business operations during all types of disruptions and calamities such as cyber threats, threats to the physical security of our facilities and employees, and terrorist acts, as well as the potential for business disruptions associated with IT failures, natural disasters, or public health crises. We have installed anti-virus software to prevent our systems and infrastructure from being infected and crippled by computer viruses. All our internet facing servers installed at all our data centres as well as at all our offices are also secured with firewalls and threat preventions systems to which helps us block or flag access to sites associated with any malware, spyware, spam URLs etc., however we may experience similar security threats at customer sites that we operate and manage as a contractual requirement. The threats we face vary from attacks common to most industries to more advanced and persistent, organised adversaries who target us because we protect national security information. If we are unable to protect sensitive information, our customers or governmental authorities could question the adequacy of our threat mitigation and detection processes and procedures. Due to the evolving nature of these security threats, however, the impact of any future incident cannot be predicted.

Although we work co-operatively with our customers, suppliers and sub-contractors, to seek to minimise the impact of cyber threats, other security threats or business disruptions, we must rely on the safeguards put in place by these entities, which may affect the security of our information. These entities have varying levels of cyber security expertise and safeguards and their relationships with government contractors may increase the likelihood that they are targeted by the same cyber threats we face.

The costs related to cyber or other security threats or disruptions may not be fully insured or indemnified by other means. Occurrence of any of these events could adversely affect our internal operations, the services we provide to our customers, loss of competitive advantages derived from our research, design and development efforts or other intellectual property, early obsolescence of our products and services, our future financial results, our reputation or our stock price.

29) The insurance coverage taken by us may not be adequate to protect against certain business risks and this may have an adverse effect on the business operations.

Our operations are subject to risks inherent to the engineering and manufacturing industry, such as work accidents, storm, fire, earthquake, flood, inundation, explosions including hazards that may cause severe damage, including the physical destruction of property, breakdown of machinery and other force majeure events. We are subject to losses resulting from defects or damages arising during transit of our products. We maintain insurance coverage, including insurance in relation to standard fire and other special perils and burglary insurance. We also maintain coverage under a marine cargo policy insuring our products during transit. Our insurance coverage for net tangible assets for March 31, 2023 was ₹19,050 lakhs. Notwithstanding the insurance coverage that we carry, the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events not covered by insurance policies, could materially harm our financial condition and future results of operations. Additionally, there may be various other risks and losses for which we are not insured, either because such risks are uninsurable or not insurable on commercially acceptable terms. In addition, in the future, we may not be able to maintain insurance of all types which we deem necessary or adequate or at rates which we consider reasonable. The occurrence of an event for which we are not adequately or sufficiently insured or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an adverse effect on our business, reputation, results of operations, financial condition and cash flows. There may also be certain types of risks (including but not limited to business disruptions) for which we are not covered. For instance, we do not have insurance policies that cover the losses incurred due to COVID - 19 pandemic, or any such instances. Although we have obtained insurance for our employees as required by Indian laws and regulations, as well as our important properties and assets, our insurance may

not be adequate to cover all potential liabilities. We cannot assure you that insurance will be generally available in the future or, if available, that the premiums will not increase or remain commercially justifiable. If we incur substantial liability and the insurance does not, or is insufficient to, cover the damages, our business, financial condition, results of operations and prospects may be materially adversely affected.

- 30) If additional stringent labour laws, involve additional compliance requirements or other industry standards in India become applicable to us, our business, profitability and results of operations may be adversely affected. Any labour disputes or unrests could lead to lost production, increased costs or delays which could lead to penalties.**

We are subject to a number of stringent labour legislation that protects the interests of workers and defines our duties and obligations towards them in the capacity of principal employers, including legislations that sets forth detailed procedures for employee removal and dispute resolution and impose financial obligations on us. We are also subject to state and local laws and regulations. If labour laws become more stringent or are more strictly enforced, it may become difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have an adverse effect on our business, results of operations, financial condition and cash flows. Any organizational changes, including changes in salaries and wages and other employee benefits that are, or are perceived to be negative, could result in an increased attrition rate. Any further increase in minimum wage requirements or changes in labour regulations in India having a similar impact would increase our labour costs, which could adversely affect our business, results of operations, financial condition and profitability.

We cannot assure you that there may not be incidences of labour unrest and absenteeism from work by some of our employees. Labour shortages could increase the cost of labour and hinder our productivity and ability to adhere to our delivery schedules for our projects, which would materially and adversely affect our business, financial condition, results of operations and prospects.

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

In order to retain flexibility and control costs, our Company has entered into contract with independent contractors who in turn engage some work force to enable some temporary augmentation of resources in certain operations of our Company. Although our Company does not engage such resources directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by independent contractors. Any requirement to fund their wage requirements may have some adverse impact on our results of operations and financial condition and we may also be subject to legal proceedings in this regard.

- 32) Our Promoters, certain Directors and Key Managerial Personnel are interested in our Company in addition to their normal remuneration or benefits and reimbursement of expenses incurred.**

Our Promoters, certain of our Directors and Key Managerial Personnel may be regarded as having an interest in our Company in addition to their normal remuneration or benefits and reimbursement of expenses. Our Promoters, certain Directors and Key Managerial Personnel are deemed to be interested to the extent of Equity Shares held by them as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares. Our Directors are also interested to the extent of fees payable to them for attending meetings of our Board of Directors or committees thereof.

For further details, see “Capital Structure”, “Our Promoter and Promoter Group” and “Our Management” on pages 58, 137 and 123, respectively.

- 33) Our Company does not have any registered intellectual property registrations and we may be subject to intellectual property rights claims by third parties, which could require us to pay significant damages and could limit our ability to use certain technologies**

As of the date of this Draft Red Herring Prospectus, our Company does not have any registered trademarks. Our success and ability to compete depends, in part, on our ability to protect our trade secrets, confidential

information, proprietary methods and technologies, so that we can prevent others from using our proprietary information and property. We generally rely on common law trade secret and trademark laws, and confidentiality or license agreements with our employees, suppliers, distributors, customers and other third parties, and generally limit access to and distribution of our proprietary information, in order to protect our rights and maintain our competitive position. However, we cannot guarantee that the steps we take to protect our rights will be effective. In the absence of patent, trademark and copyright registrations, we may not be able to initiate an infringement action against any third party who may be infringing our trademarks.

Further, while we take care to ensure that we comply with the intellectual property rights of third parties, we cannot determine with certainty whether we are infringing upon any existing third-party intellectual property rights. There may be third-party intellectual property rights, that cover or claim to cover significant aspect of our business methods. While we have not been involved in any intellectual property disputes in the past, we cannot assure you that we will not be involved in such disputes in the future, including disputes relating to our pending trademark applications.

Any intellectual property claims, with or without merit, could be very time-consuming, could be expensive to settle or litigate and could divert our management's attention and other resources. These claims could also subject us to significant liability for damages, potentially including enhanced statutory damages if we are found to have wilfully infringed patents or other intellectual property rights. These claims could also result in our having to stop using technology found to be in violation of a third party's rights. We might be required to seek a license for the intellectual property, which may not be available on reasonable terms or at all. Even if a license were available, we could be required to pay significant royalties, which would increase our operating expenses. Such risks will increase as we continue to expand our operations and product offerings. As a result, we may be required to develop alternative non-infringing technology, which could require significant effort and expense. If we cannot license or develop technology for any infringing aspect of our business, we would be forced to limit or stop sales of our offerings and may be unable to compete effectively. While such claims by third parties have not been made to us historically, the occurrence of any of the foregoing would adversely affect our business operations and financial results.

34) We have entered, and may continue to enter, into related party transactions which may not always enable us to achieve the most favourable terms.

We have, in the ordinary course of our business, entered into transactions with certain related parties. We have in the past and may in the future purchase goods and samples from and sell goods to related parties.

We cannot assure you that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter related party transactions in the future. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our results of operations and financial condition. For more information regarding our related party transactions, see "Restated Financial Statements" on page 144.

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

Since the Issue size is less than ₹10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. However, the Board shall appoint Monitoring Agency for the purpose of monitoring the utilization of issue proceeds in consultation with the BRLM. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency but subject to the provisions of applicable laws. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our finances.

36) Within the parameters as mentioned in the chapter titled "Objects of the Issue" beginning on page 73 of this Draft Red Herring Prospectus, our Company's management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.

We intend to use our entire Issue Proceeds towards Working Capital Requirement, General Corporate Purposes and meeting Issue Expenses. We intend to deploy the Net Issue Proceeds in financial years 2023-24, 2024-25 and 2025-26 and such deployment is based on certain assumptions and strategy which our

Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled “Objects of the Issue” beginning on page 73 of this Draft Red Herring Prospectus. The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 73 of this Draft Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue subject to provisions of applicable laws. Our Board of Directors will monitor the proceeds of this Issue. Our Company may appoint Monitoring Agency for utilization of funds.

37) Disruption in transportation of our finished products could affect our business adversely and materially

We transport our finished products by road, sea and air. We rely on freight forwarders to deliver our products. We are therefore significantly dependent on transportation and logistics companies that we engage with. We generally do not enter into long-term arrangements with transportation and logistical companies and engage on them on a need basis.

The disruption of transportation services due to natural factors such as weather conditions particularly during monsoon or flood seasons, or man-made factors such as strikes, accidents, or other inadequacies in the transportation infrastructure, or any other factor that could impair the ability of our suppliers to deliver raw materials to us and our ability to deliver our products to customers, which may adversely affect our revenue from operations. Such raw materials and our products may be lost, damaged or deteriorated and contaminated due to improper handling, negligence, transport strike or accidents or any other force majeure events which may not be within our control. Additionally, if we lose one or more of our third-party transportation providers, there can be no assurance that we will be able to find new or alternative third-party transportation providers at all, or at terms as favourable as those which we have in force with our current partners.

Further, our third-party transportation providers may not carry adequate insurance coverage and therefore, any losses that may arise during the transportation process may have to be claimed under our marine insurance policy. There can be no assurance that we will receive compensation for any such claims in full amount in a timely manner or at all, and consequently, any such loss may adversely affect our business, financial condition and results of operations.

38) We have not independently verified certain industry data in this Draft Red Herring Prospectus.

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

39) Our Group Companies are involved or authorised to undertake one or more ventures, which are in the same line of activity or business as that of our Company

Our group company, Staysee Healthcare Products Private Limited has common pursuits as per the object clause of its memorandum of association and is authorised to carry out the manufacturing and trading of electronic and electromechanical components. For further information, see “Group Companies” on page 140. As a result, our relationship with our Group Companies may cause certain conflicts of interest and we may compete with them while undertaking our business and operations. As on date of this Draft Red Herring Prospectus, our Group Companies have not undertaken any business in conflict with our Company.

However, we cannot assure you that such a conflict will not arise in the future, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations.

40) The Registered Office and Mysore Manufacturing unit of the Company is a KIADB Land which is allotted on lease cum sale basis. If the lease is neither renewed nor the sale deed is executed, we may suffer disruptions in our operations.

We have entered into a Lease Cum Sale Agreement with the Karnataka Industrial Development Board (KIADB) for using property situated at Plot No. 19, Survey No. 26 & 273-P, 3rd Phase, Koorgalli Industrial Area, Ilawala Hobali, Mysore-570018, Karnataka as registered office and Manufacturing Unit. Pursuant to the Agreement, the said property will be lease on initial basis and subject to compliance of certain conditions, the absolute sale will be effected and our Company shall be the absolute owner of the property.

Further, our Company has complied with all the conditions for obtaining the absolute possession. However, KIADB is yet to finalize the Standard Value of the Land of the given plot, therefore registration and payment of stamp duty is to be finalized. Therefore, we are in the possession of the property but we are not the absolute owner of the property.

In the event of the ownership is not transferred pursuant to the lease cum sale agreement, our business operations may get affected.

41) Our earnings and margins may vary based on the mix of our contracts and programs, our performance, and our ability to control costs

Our earnings and margins may vary materially depending on the types of contracts undertaken, the nature of the products produced or services performed under those contracts, the costs incurred in performing the work and the stage of performance.

The failure to perform according to our customer's expectations and contract or purchase order requirements may result in reduced fees and affect our financial performance in that period. Under each type of contract, if we are unable to control costs, our operating results could be adversely affected, particularly if we are unable to justify an increase in the contract value to our customers. Cost overruns or the failure to perform on existing programmes also may adversely affect our ability to retain existing programmes and win future contract awards.

42) Our Promoters has given guarantees in relation to certain debt facilities provided to us, which if revoked may require alternative guarantees, repayment of amount due or termination of the facilities.

Our promoters have given personal guarantee and collateral security in respect of loan availed by us. As on date, Mr. Narendra Narayanan, Mrs. Meera Narendra and Mr. Sumukh Narendra have provided personal guarantee of approx. 140.00 crores to Axis Bank Limited, Canara Bank, HDFC Bank and State Bank of India for Fund and non-fund based credit availed by our Company. In the event that any of these guarantees/collaterals are revoked, the lender for such facilities may require alternate guarantees, repayments of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could significantly affect our financial condition and cash flows

43) The loss of certain independent certification and accreditation of our products and the manufacturing practices that we have adopted could harm our business.

We rely on independent certification of our products and must comply with the requirements of independent organizations or certification authorities including AS-9100D for quality management systems for aviation, space and defence products manufacturing and ISO 9001:2015 for quality management systems and ISO 13485 for Contract Manufacturing of Medical Devices. Our customers expect us to undertake extensive product approvals and/or certification process and some of our customers also perform their own quality checks to ensure that our products meet their demands and comply with the requirements. We could lose the certifications and accreditations for certain of our products if we are not able to adhere to the quality standards and specifications required under such certifications and accreditations. The loss of any independent certification and manufacturing practices may restrict our ability to export our products outside

India, which could have a material adverse effect on our reputation, business, financial condition and results of operations.

44) The average cost of acquisition of Equity Shares by our Promoters is lower than the Issue Price

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price of the shares proposed to be offered through this Draft Red Herring Prospectus. For Details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer the table below:

Sr. No.	Name of the Promoter	No of Equity Shares Held	Average Cost of Acquisition per Equity Share (₹)
1)	Narendra Narayanan	23,28,802	19.02
2)	Meera Narendra	13,68,000	0.21

45) Unforeseen environmental costs could affect our future earnings as well as the affordability of our products and services.

Environmental laws and regulations in India impose increasingly stringent environmental protection standards on us regarding, among other things, the use and handling of hazardous waste or materials and waste disposal practices. These standards expose us to the risk of substantial environmental costs and liabilities, including liabilities associated with past activities. Our industrial activities are subject to obtaining permits, licences and/or authorisations, or subject to prior notification. Our facility must comply with these permits, licences or authorisations and are subject to regular administrative inspections. The outcome of environmental, health and safety matters cannot be predicted with certainty and there can be no assurance that we will not incur any environmental, health and safety liabilities in the future. In addition, the discovery of new facts or conditions or future changes in environmental laws, regulations or case law may result in increased liabilities that could have a material effect on our business, financial condition and results of operations.

B. Risk related to this Issue and our Equity Shares

46) The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.

The Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLM and will be based on numerous factors. For further information, see the section titled “Basis for Issue Price” on page 78 of this Draft Red Herring Prospectus. The Issue Price may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. There can be no assurances that applicants who are allotted Equity Shares through the Issue will be able to resell their Equity Shares at or above the Issue Price.

47) Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoter may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

48) Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows and working capital and capital expenditure requirements.

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

EXTERNAL RISK FACTORS

49) Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19 and man-made disasters, including acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19. A worsening of the current outbreak of COVID-19 pandemic or future outbreaks of COVID-19 or a similar contagious disease could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

India has from time-to-time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. In April 2019, skirmishes along India's border with Pakistan and the downing of an Indian military jet fighter plane significantly escalated tensions between the two countries. India has also experienced terrorist attacks in some parts of the country. In November 2008, several coordinated shooting and bombing attacks occurred across Mumbai, India's financial capital. These attacks resulted in loss of life, property and business. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies

50) A slowdown in economic growth in India could adversely affect our business, results of operations, financial condition and cash flows.

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

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

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to "Key Industry Regulations and Policies" on page 113 of this Draft Red Herring Prospectus for details of the laws currently applicable to us.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material

adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge being collected by the central and state governments. The GST has led to increase tax incidence and administrative compliance. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

52) Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

53) You may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long term capital gains and is taxable at 10%, in excess of ₹1,00,000. Any long term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India.

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

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our capital expenditure plans, business and financial performance and the price of our Equity Shares.

55) We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards (“IFRS”). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of

Corporate Affairs, Government of India through a press note dated January 22, 2010 (the “IFRS Convergence Note”). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders’ equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

56) Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as “systemic risk,” may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

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

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

58) Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.

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. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company’s business could cause its results of operations to suffer. Any significant change in India’s economic policies could disrupt business and economic conditions in India generally and the Company’s business in particular.

SECTION IV INTRODUCTION

THE ISSUE

Equity Shares Issued ⁽¹⁾	Up to 33,12,800 Equity Shares aggregating up to ₹[•] lakhs
The Issue consists of	
QIB Portion ⁽²⁾	Not more than [•] Equity Shares
Of which:	
Anchor Investor Portion	Up to [•] Equity Shares
Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	Up to [•] Equity Shares
Of which:	
Available for allocation to Mutual Funds only (5.00% of the QIB Portion (excluding Anchor Investor Portion))	At least [•] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	[•] Equity Shares
Non-Institutional Category	Not more than [•] Equity Shares
Retail Portion	Not more than [•] Equity Shares
Pre and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	92,71,926 Equity Shares
Equity Shares outstanding after the Issue	1,25,84,726 Equity Shares
Utilisation of Net Proceeds	See “Objects of the Issue” beginning on page 73 for information about the use of the Net Proceeds.

⁽¹⁾ The Issue has been authorized by a resolution of our Board dated July 28, 2023 and the Fresh Issue has been approved by a special resolution dated August 19, 2023 passed by our Shareholders.

⁽²⁾ Our Company may, in consultation with the BRLM, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. 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, which price shall be determined by our Company in consultation with the BRLM. 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 back to the QIB Portion. 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than [•] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see “Issue Procedure” beginning on page 187.

SUMMARY OF FINANCIAL STATEMENTS

Restated Statement of Assets and Liabilities

(₹ in lakhs, unless otherwise stated)

Particulars	As at 31st March		
	2023	2022	2021
ASSETS			
Non-current assets			
Property, plant and equipment	1,296.87	1,458.83	1,637.67
Right-of-use assets	23.34	36.09	20.09
Goodwill	-	-	-
Other intangible assets	-	-	-
Capital Work In Progress	305.32	-	-
Financial assets			
(i) Investments	10.08	16.71	15.10
(ii) Loans	37.64	34.50	22.75
(iii) Other financial assets	2,269.90	2,268.79	2,206.39
Deferred tax assets (net)	91.27	69.08	44.73
Other non-current assets	-	-	-
Total non-current assets	4,034.41	3,884.00	3,946.72
Current assets			
Inventory	10,679.92	11,259.99	9,800.11
Financial assets			
(i) Investments			
(ii) Trade receivables	2,095.11	5,707.18	2,907.79
(iii) Cash and cash equivalents	66.61	656.56	494.93
(iv) Bank balances other than (iii) above	379.17	-	-
(v) Other financial assets	9.52	43.38	93.15
Current tax assets (net)	-	-	-
Other current assets	4,333.90	597.93	1,216.25
Total current assets	17,564.23	18,265.04	14,512.22
Total Assets	21,598.64	22,149.04	18,458.95
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	374.20	374.20	374.20
Other equity	4,178.79	2,770.54	2,695.17
Total Equity	4,552.99	3,144.74	3,069.38
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	1,894.06	2,179.49	1,224.74
(ii) Lease liabilities	25.87	37.84	20.37
iii) Other Financial Liabilities			
Provisions	109.85	77.61	43.52
Other non-current liabilities	-	-	-
Total non-current liabilities	2,029.78	2,294.93	1,288.63
Current liabilities			
Financial liabilities			
(i) Borrowings	6,676.95	7,363.09	8,141.15
(ii) Lease liabilities	-	-	-
(iii) Trade payables			
(a) total outstanding dues of micro enterprises and small enterprises	18.11	4.75	37.48
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	4,391.89	5,945.90	3,790.66
(iv) Other financial liabilities	231.77	233.32	109.31
Other current liabilities	3,312.85	2,948.20	1,458.57
Provisions	384.30	214.10	563.77
Total current liabilities	15,015.87	16,709.36	14,100.94
Total Liabilities	17,045.65	19,004.30	15,389.57
Total Equity and Liabilities	21,598.64	22,149.04	18,458.95

Restated Statement of Profit and Loss

(₹ in lakhs, unless otherwise stated)

Particulars	As at 31st March		
	2023	2022	2021
Income			
Revenue from operations	23,452.40	20,773.76	20,502.91
Other income	433.02	442.54	277.59
Total income	23,885.41	21,216.30	20,780.50
Expenses			
Purchase of Stock-in-trade	-	-	-
Cost of Materials Consumed	17,947.23	15,054.28	16,804.57
Changes in Inventories of Work in Progress, Stock-in-trade and finished goods	1,162.34	2,165.02	691.21
Employee benefits expense	1,640.77	1,513.85	1,342.22
Finance costs	1,260.32	1,119.71	861.53
Depreciation and amortization expense	221.14	259.38	299.56
Other expenses	644.66	852.41	609.29
Total expenses	22,876.47	20,964.65	20,608.38
Restated Profit/(Loss) before exceptional items and tax	1,008.94	251.65	172.12
Exceptional items (net)	-	-	-
Share of Loss From Associate Company		-	
Restated Profit/(Loss) before tax	1,008.94	251.65	172.12
Tax Expenses			
Current tax	275.79	127.86	82.70
Tax for earlier years	21.01	47.25	-
Deferred tax charge	(22.19)	(24.34)	(33.73)
Total tax expense	274.61	150.77	48.97
Restated Profit/(Loss) for the period / year	734.34	100.88	123.15
Profit as per Audited Financials (PAT)			
Difference			
Other Comprehensive income			
(i) Items that will not be subsequently reclassified to the statement of the profit and loss			
Remeasurement gain/(loss) of defined benefit plans	(18.78)	(29.67)	(16.07)
(ii) Income tax relating to items that will not be reclassified to profit or loss			
(iii) Items that will be reclassified subsequently to profit or loss			
Change in fair value of investment carried at fair value through other comprehensive income			
(iv) income tax relating to items that will be reclassified to profit or loss			
Restated Other comprehensive income/(loss) for the period/year	(18.78)	(29.67)	(16.07)
Restated Total Comprehensive Income / (loss) for the period / year	715.56	71.22	107.08
Restated Earnings/(loss) per Equity Share (Face value of Re. 10/- each			
Basic (₹)	19.62	2.70	3.29
Diluted (₹)	19.62	2.70	3.29

Restated Cash Flow Statement

(₹ in lakhs, unless otherwise stated)

Particulars	As at 31st March		
	2023	2022	2021
Cash flow from operating activities			
Restated Loss before tax for the year	1,008.94	251.65	172.12
Adjustments for:			
Depreciation and amortization expense	221.14	259.38	299.56
Finance costs	1,260.32	1,119.71	861.53
IndAS Adjustment on the opening balance	-	-	(55.44)
Net loss on disposal of property, plant and equipment		4.15	
Bad debts written off	5.74	103.20	18.83
Share based payments expense			
Interest income on financial assets measured at amortized cost	(2.26)	(2.18)	(1.02)
Fair value gain on financial assets measured at fair value through other comprehensive income	(18.78)	(29.67)	(16.07)
Fair value gain on financial assets measured at fair value	-	(1.47)	(2.59)
Operating profit before working capital changes	2,475.11	1,704.77	1,276.92
Working capital movements:			
Adjustment for (increase) / decrease in operating assets:			
Decrease/(Increase) in trade receivables	3,606.32	(2,902.59)	(262.25)
(Increase)/Decrease in current and non-current financial assets	32.75	(12.63)	(2,200.78)
(Increase)/Decrease in current and non-current other assets	(3,735.97)	618.32	(21.10)
(Increase)/Decrease in loans	(3.13)	(11.75)	(11.82)
(Increase)/Decrease in Inventories	580.07	(1,459.89)	2,128.07
<i>Adjustment for increase / (decrease) in operating liabilities:</i>			
(Increase)/Decrease in trade payables	(1,540.65)	2,122.51	(2,898.75)
(Increase)/Decrease in current and non-current financial liabilities	(1.55)	124.01	(55.99)
(Increase)/Decrease in current and non-current other liabilities	364.65	1,489.63	(465.33)
(Increase)/Decrease in current and non-current provisions	202.44	(315.58)	129.13
Cash generated from operations	1,980.04	1,356.81	(2,381.89)
Direct taxes (paid)/refund	(296.80)	(175.11)	(82.70)
Net cash from operating activities (A)	1,683.24	1,181.70	(2,464.59)
Cash flow from investing activities			
Purchase of property, plant and equipment including capital advances	(46.43)	(96.55)	(247.54)
Movement in Capital Work in Progress	(305.32)	-	-
Proceeds/(Investments) from long-term investment in equity instruments, mutual funds and bonds	6.63	(0.14)	(0.28)
Interest received	2.26	2.18	1.02
Net cash flow used in investing activities (B)	(342.86)	(94.51)	(246.79)
Cash flow from financing activities			
Proceeds from issue of equity shares	700.00		
Proceeds from issue of compulsorily convertible cumulative preference shares			
Proceeds/(repayment) of long-term borrowings	(285.42)	954.74	1,045.87
Proceeds/(repayment) of Short-term borrowings	(686.14)	(778.06)	2,397.62
Repayment of lease liabilities	(11.97)	17.47	20.37
Dividend Paid	(7.31)		
Finance costs paid	(1,260.32)	(1,119.71)	(861.53)
Net cash flow used in financing activities (C)	(1,551.17)	(925.56)	2,602.33
Net increase in cash and cash equivalents (A+B+C)	(210.79)	161.63	(109.06)
Cash and cash equivalents at the beginning of the year	656.56	494.93	603.99
Cash and cash equivalents at the end of the year	445.78	656.56	494.93

GENERAL INFORMATION

Our Company was incorporated on April 27, 2001 as a private limited company under the provisions of Companies Act, 1956 with the Registrar of Companies, Bangalore in the name and style of “Vinyas Innovative Technologies Private Limited”. Subsequently, our Company was converted into public limited company pursuant to which the name of our Company was changed to “Vinyas Innovative Technologies Limited” vide shareholder’s approval on January 23, 2023 and fresh certificate of incorporation dated June 14, 2023.

For further details, please refer to chapter titled ‘Our History and Certain Other Corporate Matters’ beginning on Page 119 of this Draft Red Herring Prospectus.

Registered Office of our Company

Vinyas Innovative Technologies Limited

Plot No. 19, Survey No. 26 & 273-P,
3rd Phase Koorgalli Industrial Area,
Ilawala Hobali, Mysore-570018, Karnataka

Tel. No.: +91 821 240 4444

E-mail: info@vinyasit.net

Website: www.vinyasit.com

Registration Number: 028959

Corporate Identification Number: U26104KA2001PLC028959

Registrar of Companies

The Registrar of Companies, Bangalore

'E' Wing, 2nd Floor, Kendriya Sadana,
Kormangala, Bangalore-560 034, Karnataka

Designated Stock Exchange

National Stock Exchange of India Limited (NSE)

Exchange Plaza, Plot no. C/1, G Block,
Bandra- Kurla Complex, Bandra (E)
Mumbai – 400051

For details in relation to the changes to the name of our Company, please refer to the chapter titled, “*Our History and Certain Other Corporate Matters*” beginning on page 119 of this Draft Red Herring Prospectus.

Board of Directors of our Company

Sr. No.	Name, Age, DIN	Address	Designation
1)	Mr. Narendra Narayanan Age: 64 Years DIN: 00396176	38, 1 st Main Road, A-1 Block, Vijayanagara 3 rd Stage, Mysore-570017, Karnataka	Managing Director
2)	Mr. Sumukh Narendra Age: 33 Years DIN: 08119005	38, 1 st Main Road, A-1 Block, Vijayanagara 3 rd Stage, Mysore-570017, Karnataka	Whole-Time Director
3)	Mr. T R Srinivasan Age: 55 Years DIN: 00379256	48, 5 th Cross K R Vanam, Mysore- 570008, Karnataka	Whole-Time Director
4)	Mr. Pradeep Desai Age: 60 Years DIN: 07668334	81 Kalyan Krupa, 5 th Main Amarjyothi Layout, Sanjay Nagar, Bangalore-560094, Karnataka.	Independent Director
5)	Ms. Deepa Prakash Age: 45 Years DIN: 09703921	S2, Thirumala Bala Pinnacle, 2/4, 6 th Cross, Karthik Nethralaya, Ashok Nagar BSK 1 Stage, Bangalore – 560050, Karnataka	Independent Director
6)	Mr. B.S. Ramakrishna Mudre Age: 69 Years DIN: 10049340	15 th Cross Aniketana Road, Kuvempunagar, Mysore-570023, Karnataka	Independent Director

For further details of our Directors, please refer to the chapter titled “Our Management” beginning on page 123 of this Draft Red Herring Prospectus.

Company Secretary & Compliance Officer

Mr. Subodh M R

Vinyas Innovative Technologies Limited

Plot No. 19, Survey No. 26 & 273-P,
3rd Phase Koorgalli Industrial Area,
Ilawala Hobali, Mysore-570018, Karnataka

Tel. No.: +91 821 240 4444

E-mail: secretarial@vinyasit.net

Chief Financial Officer

Mr. Amitava Majumdar

Vinyas Innovative Technologies Limited

Plot No. 19, Survey No. 26 & 273-P,
3rd Phase Koorgalli Industrial Area,
Ilawala Hobali, Mysore-570018, Karnataka

Tel. No.: +91 821 240 4444

E-mail: amitava@vinyasit.net

Investors may contact the Compliance Officer and / or the Registrar to the Issue and / or the BRLM to the Issue in case of any Pre-Issue or Post-Issue related matter such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA etc.

All grievances relating to the application process may be addressed to the Registrar to the Issue, with a copy to the concerned SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number, UPI ID used by the Applicant and the Designated Branch of the SCSB where the ASBA Application Form was submitted by the ASBA Applicant.

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

Key Intermediaries to the Issue:

Book Running Lead Manager to the Issue	Registrar to The Issue
<p>Sarathi Capital Advisors Private Limited 401, 4th Floor, Manek Plaza, 167, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai-400098 Tel: +91 22 26528671/72 Contact Person: Mr. Deepak Sharma Email: compliance@sarthiwm.in Website: www.sarathi.in SEBI Registration No.: INM000012011</p>	<p>Skyline Financial Services Private Limited D-153A, First Floor, Okhla Industrial Area, Phase-1, New Delhi, Delhi - 110020 Tel: 011-40450193-197 Fax: 011-26812683 E-mail: grievances@skylinerta.com Website: www.skylinerta.com Contact Person: Mr. Anuj Rana SEBI Registration No.: INR000003241</p>
Legal Advisor to the Company	Banker to the Company
<p>MNA-Legal Services LLP #18/3, Chitrakoot, 1st Cross, Kumaracot Layout, High Grounds, Bangalaoore-560 001 Tel. No.: +91 98803 07880 Contact Person: Mr. Santosh Muttalli Email: santosh@mna-legal.com Website: www.mna-legal.com Bar Council Reg. No.: KAR/2359/06</p>	<p>Axis Bank Limited No. 432, S V Residency, Viswamanav, Double Road, Kuvempunagar, Mysore-570023 Tel. No.: +91 9741087535 Contact Person: Mr. Avinash C J Email: avinash.cj@axisbank.com Website: www.axisbank.com</p>
Statutory and Peer Reviewed Auditor	
P Chandrasekar LLP	

Chartered Accountants S-512-514, Manipal Centre, 47, Dickenson Road, Bangalore - 560042 Tel. No.: +91 80 25585443 / 25597494 Email: partner@pchandrasekar.com Contact Person: P. Chandrasekaran Firm Registration No.: 000580S/S200066 Membership No.: 026037 Peer Review Certificate No.: 014042
Banker To the Issue/ Public Issue Bank/Sponsor Bank/Refund Bank
[•]* <i>*Will be updated prior to filing of Red Herring Prospectus</i>

SELF CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and updated from time to time. For details on Designated Branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs / mobile applications whose name appears on the SEBI website www.sebi.gov.in at the following path:

Home » Intermediaries/Market Infrastructure Institutions » Recognised intermediaries » Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

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

Application made using incorrect UPI handle or using a bank account of a SCSBs or bank which is not mentioned in the aforesaid list is liable to be rejected.

Credit Rating

This being an issue of Equity shares, credit rating is not required.

IPO Grading

Our Company has not obtained any IPO grading for this issue from any credit rating agency.

Appraisal and Monitoring Agency

As per Regulation 41(1) SEBI (ICDR) Regulations, 2018, the requirement of Monitoring Agency is not mandatory if the Issue size is below ₹10,000 Lakhs. Since the Issue size is below ₹10,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Inter-se allocation of Responsibilities

Since Sarthi Capital Advisors Private Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Book Running Lead Managers is not applicable.

Expert Opinion

Except the report of the Statutory and Peer Review Auditor on statement of tax benefits and on restated financial statements for the year ended March 2023, 2022 and 2021 as included in this Draft Red Herring Prospectus, our Company has not obtained any other expert opinion.

Debenture Trustee

Since this is not a debenture issue, appointment of debenture trustee is not required.

Filing of Offer Document

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

Withdrawal of the Issue

Our Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof. If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working Days of the Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the Pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will 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 Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

Underwriter

In terms of Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, the Initial Public Offer shall be underwritten for hundred per cent of the Issue and shall not be restricted up to the minimum subscription level and as per sub regulation (2) the Book Running Lead Manager(s) shall underwrite at least fifteen percent of the Issue size on their own account(s).

Our Company and BRLM to the Issue hereby confirm that the Issue is 100.00% Underwritten. The Company in consultation with the BRLM will appoint the Underwriter for the Issue and the same details shall be updated in the Red Herring Prospectus.

Changes in Auditors During the last three Financial Years

Particulars	Date of Appointment	Reason for change
M/s Prabhat P. Bhat & Co. Chartered Accountants 1, Ground Floor, H.N. Layout, S.P. Extension, 11 th Cross, Malleshwaram, Bangalore-560 003 Tel. No.: +91 97427 09427 Contact Person: Prabhat P Bhat E-mail: ppbhat2007@gmail.com	September 30, 2019	Filling of Casual Vacancy caused due to resignation of M/s Loknath & Co., having office at 459, "Aashianaa", 6 th Main, 1 st Stage, Vijaynagar, Mysore-570 017
M/s Guru Jana & Associates Chartered Accountants No. 41, 3 rd Floor, Patalamma Temple Street, Basavanagudi, Bengaluru – 560004, Karnataka Tel. No.: +91 80 42202020 Contact Person: Ananth Prasad E-mail: ananthprasad@gurujana.com	July 30, 2022	Filling of Casual Vacancy caused due to resignation of M/s Prabhat P. Bhat & Co., having office at #1, Ground Floor, H.N. Layout, S.P. Extension, 11 th Cross, Malleshwaram, Bangalore-560 003
P Chandrasekar LLP Chartered Accountants	November 25, 2022	Filling of Casual Vacancy caused due to resignation of Guru Jana &

Particulars	Date of Appointment	Reason for change
S-512-514, Manipal Centre, 47, Dickenson Road, Bangalore – 560042, Karnataka Tel. No.: +91 80 25585443 / 25597494 Contact Person: P. Chandrasekaran E-mail: partner@pchandrasekar.com		Associates, having office at No. 41, 3 rd Floor, Patalamma Temple Street, Basavanagudi, Bengaluru – 560004, Karnataka

Details of the Market Making Arrangement

Our Company and the Book Running Lead Manager will enter into a tripartite agreement dated with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfill the obligations of Market Making:

[•]

Tel: [•]

E-mail: [•]

Contact Person: [•]

SEBI Registration No.: [•]

Will be updated prior to filing Red Herring Prospectus

[•], registered with SME segment (NSE-EMERGE) of NSE will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations, 2018 and the circulars issued by NSE and SEBI regarding this matter from time to time.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018, as amended from time to time and the circulars issued by the NSE and SEBI in this matter from time to time.

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

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75.00% of the time 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).
- 2) The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE and SEBI from time to time.
- 3) 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.
- 4) After a period of three months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 20.00 % of Issue Size (Including the [•] Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above [•] Equity Shares would not be taken in to consideration of computing the threshold of 20.00% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 19.00% of Issue Size, the market maker will resume providing 2-way quotes.
- 5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
- 6) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

- 7) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage [•] is acting as the sole Market Maker.
- 8) 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.
- 9) The shares of the Company will be traded in continuous trading session from the time and day the Company gets listed on NSE EMERGE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
- 10) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹250.00 crores, the applicable price bands for the first day shall be:
 - (i) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5.00% of the equilibrium price.
 - (ii) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5.00% of the Issue price.

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

Sr. No.	Market Price Slab (₹)	Proposed Spread (in % to sale price)
1)	Up to 50	9.00%
2)	50 to 75	8.00%
3)	75 to 100	6.00%
4)	Above 100	5.00%

- 11) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 12) The Market Maker(s) shall have the right to terminate said arrangement by giving one-month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office, India from 11.00 a.m. to 5.00 p.m. on working days.

- 13) NSE EMERGE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- 14) 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(s) in case he is not present in the market (offering two-way quotes) for at least 75.00% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

- 15) The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- 16) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market maker(s) during market making process has been made applicable, based on the Issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to ₹20 Crores	25.00%	24.00%
₹20 to ₹50 Crores	20.00%	19.00%
₹50 to ₹80 Crores	15.00%	14.00%
Above ₹80 Crores	12.00%	11.00%

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

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

CAPITAL STRUCTURE

The share capital of our Company as of the date of this Draft Red Herring Prospectus before and after the issue is set forth below:

Sr. No.	Particulars	Aggregate Value	
		Face Value	Issue Price
A	Authorized Share Capital		
	1,50,00,000 Equity Shares of Face Value of ₹10.00 each	1,500.00	-
B	Issued, Subscribed and Paid-up Share Capital		
	92,71,926 fully paid up Equity Shares of Face Value of ₹10.00 each issued & fully paid	927.19	-
C	Present Issue in Terms of the Draft Red Herring Prospectus*		
	33,12,800 Equity Shares of Face Value of ₹10.00 each	331.28	[•]
	Which comprises of		
	[•] Equity Shares of Face Value of ₹10.00 each at a premium of ₹[•] per Equity Share reserved as Market Maker portion	[•]	[•]
	Net Issue to Public of [•] Equity Shares of Face Value of ₹10.00 each at a premium of ₹[•] per Equity Share to the Public	[•]	[•]
	Of which		
	[•] Equity Shares of Face Value of ₹10.00 each at a premium of ₹[•] per Equity Share will be available for allocation to Investors up to ₹2,00,000	[•]	[•]
	[•] Equity Shares of Face Value of ₹10.00 each at a premium of ₹[•] per Equity Share will be available for allocation to Investors above ₹2,00,000	[•]	[•]
D	Issued, Subscribed and Paid-up Share Capital after the Issue		
	1,25,84,726 Equity Shares of Face Value of ₹10.00 each	125.85	-
E	Securities Premium Account		
	Before the Issue		3,317.17
	After the Issue		[•]

*The Issue has been authorized pursuant to a resolution of our Board dated July 28, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on August 19, 2023.

As on date, our Company has only one class of Share Capital.

Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

Notes to the Capital Structure:

History of change in authorized Equity Share capital of Our Company

- Initially the company had Authorized Share Capital of ₹25,00,000 (Rupees Twenty-Five Lakhs only) consisting of 2,50,000 Equity shares of Face Value of ₹10.00 each. Out of which, 1,50,000 Equity shares of ₹10.00 each, being the unissued Equity share capital of the company were cancelled pursuant to a resolution of the shareholders dated September 30, 2006. Further 15,000 Class A 10% Cumulative Redeemable Preference shares of ₹100.00 each were hereby created as part of the Authorized Share Capital of the company. The Authorized Share Capital of the company is ₹25,00,000 (Rupees Twenty-Five Lakhs only) divided into 1,00,000 Equity Shares of ₹10.00 each and 15,000 Class A 10.00% Cumulative Redeemable Preference shares of ₹100.00 each.
- The Authorized Share Capital of ₹25,00,000 (Rupees Twenty-Five Lakhs only) consists of 1,00,000 Equity shares of Face Value of ₹10.00 each and 15,000 Class A 10.00% Cumulative Redeemable Preference shares of ₹100.00 each. The Authorized Share Capital was increased to ₹50,00,000 (Rupees Fifty Lakhs only) consisting of 3,50,000 Equity Shares of Face Value of ₹10.00 each and 15,000 Class 'A' 10.00%

Cumulative Redeemable Preference shares of Rs. 100/- each pursuant to a resolution of the shareholders dated August 13, 2007.

- 3) The Authorized Share Capital of ₹50,00,000 (Rupees Fifty Lakhs only) consisting of 3,50,000 Equity Shares of Face Value of ₹10.00 each and Preference Share Capital which consists of 15,000 Class 'A' 10.00% Cumulative Redeemable Preference shares of ₹100.00 each was increased to ₹75,00,000 (Rupees Seventy-Five Lakhs only) consisting of 5,00,000 Equity Shares of Face Value of ₹10.00 and 25,000 Class 'A' 10.00% Cumulative Redeemable Preference Shares of ₹100.00 each pursuant to a resolution of the shareholders dated February 22, 2008.
- 4) The Authorized Share Capital of ₹75,00,000 (Rupees Seventy-Five Lakhs only) consisting of 5,00,000 Equity Shares of Face Value of ₹10.00 and 25,000 Class 'A' 10.00% Cumulative Redeemable Preference shares of ₹100.00 each was increased to ₹1,10,00,000 (Rupees One Crore Ten Lakh only) consisting of 7,50,000 Equity Shares of Face Value of ₹10.00 each and 35,000 Class 'A' 10.00% Cumulative Redeemable Preference Shares of ₹100.00 each pursuant to a resolution of the Shareholders dated September 12, 2008.
- 5) The Authorized share capital of 1,10,00,000 (Rupees One Crore Ten Lakh only) consisting of 7,50,000 Equity Shares of face value of Rs.10/- each and 35,000 Class A 10% Cumulative Redeemable Preference shares of Rs. 100/- each was increased to Rs. 1,70,00,000 (Rupees One Crore Seventy Lakhs only) consisting of 13,50,000 Equity Shares of face value of Rs.10/- each and 35,000 Class A 10% Cumulative Redeemable Preference shares of Rs. 100/- each pursuant to a resolution of the Shareholders dated February 02, 2010.
- 6) The Authorized Share Capital of ₹1,70,00,000 (Rupees One Crore Seventy Lakhs only) consisting of 13,50,000 Equity Shares of Face Value of ₹10.00 each and 35,000 Class 'A' 10.00% Cumulative Redeemable Preference shares of ₹100.00 each was increased to ₹5,00,00,000 (Rupees Five Crores only) consisting of 46,50,000 Equity Shares of face value of ₹10.00 each and 35,000 Class 'A' 10.00% Cumulative Redeemable Preference shares of ₹100.00 each pursuant to a resolution of the Shareholders dated June 01, 2010.
- 7) The Authorized Share Capital of ₹5,00,00,000 (Rupees Five Crores only) consisting of 46,50,000 Equity Shares of Face Value of ₹10.00 each and 35,000 Preference Shares of ₹100.00 each was increased to ₹15,00,00,000 (Rupees Fifteen Crores only) consisting of 46,50,000 Equity Shares of Face Value of ₹10.00 each, 35,000 Class 'A' 10.00% Cumulative Redeemable Preference shares of ₹100.00 and 10,00,000 Class 'B' 12.00% Optionally Convertible Cumulative Preference Shares each pursuant to a resolution of the shareholders dated July 25, 2011.
- 8) The Authorized Share Capital of ₹15,00,00,000 (Rupees Fifteen Crores only) consisting of 46,50,000 Equity Shares of Face Value of ₹10.00 each, 35,000 Class 'A' 10.00% Cumulative Redeemable Preference shares of ₹100.00 and 10,00,000 Class 'B' 12.00% Optionally Convertible Cumulative Preference Shares was reclassified into 1,50,00,000 Equity Shares of ₹10.00 each pursuant to a resolution of the shareholders dated January 23, 2023.

1. Equity Share Capital History

Date of Allotment of the Equity shares	No. of Equity Shares Allotted	Face Value (₹)	Issue Price	Nature of Allotment	Nature of Consideration	Cumulative No. of Shares	Cumulative Paid up Capital	Share Premium (₹ in lakhs)	Cumulative Share Premium
Since Incorporation	10,000	10.00	10.00	Subscription to MOA ⁽¹⁾	Cash	10,000	1,00,000	-	-
January 28, 2004	90,000	10.00	10.00	Further Allotment ⁽²⁾	Cash	1,00,000	10,00,000	-	-
February 08, 2008	10,000	10.00	10.00	Further Allotment ⁽³⁾	Cash	1,10,000	11,00,000	-	-
February 22, 2008	1,000	10.00	10.00	Further Allotment ⁽⁴⁾	Cash	1,11,000	11,10,000	-	-
February 22, 2008	2,22,000	10.00	-	Bonus Issue ⁽⁵⁾	-	3,33,000	33,30,000	-	-
March 30, 2009	2,500	10.00	10.00	Further Allotment ⁽⁶⁾	Cash	3,35,500	33,55,000	-	-
March 31, 2009	3,35,500	10.00	-	Bonus Issue ⁽⁷⁾	-	6,71,000	67,10,000	-	-
February 02, 2010	6,71,000	10.00	-	Bonus Issue ⁽⁸⁾	-	13,42,000	1,34,20,000	-	-
July 01, 2010	13,42,000	10.00	-	Bonus Issue ⁽⁹⁾	-	26,84,000	2,68,40,000	-	-
August 20, 2011	1,41,300	10.00	10.00	Further Allotment ⁽¹⁰⁾	Cash	28,25,300	2,82,53,000	-	-
September 26, 2014	9,16,736	10.00	106.00	Conversion into Equity Shares ⁽¹¹⁾	-	37,42,036	3,74,20,360	894.20	894.20
May 03, 2023	8,93,927	10.00	280.60	Preferential Allotment ⁽¹²⁾	Cash	46,35,963	4,63,59,630	2,418.97	3,313.17
July 28, 2023	46,35,963	10.00	-	Bonus Issue ⁽¹³⁾	-	92,71,926	9,27,19,260	-	-

- (1) Initial Subscribers to Memorandum of Association hold 10,000 Equity Shares each of Face Value of ₹10.00 fully paid up as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Narendra Narayanan	5,000
2.	Meera Narendra	5,000
	Total	10,000

- (2) The Company allotted 90,000 Equity Shares of face value of ₹10.00 each at par for cash as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Narendra Narayanan	30,003
2.	Meera Narendra	17,503
3.	S Prakash	30,998
4.	Usha Prakash	7,498
5.	T R Srinivasan	1,998
6.	Narayan HS	2,000
	Total	90,000

- (3) The Company allotted 10,000 Equity Shares of face value of ₹10.00 each at par for cash as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Narendra Narayanan	5,000
2.	Meera Narendra	5,000
	Total	10,000

- (4) The Company allotted 1,000 Equity Shares of face value of ₹10.00 each at par for cash as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Meera Narendra	1,000
	Total	1,000

- (5) The Company allotted 2,22,000 Equity Shares as Bonus Shares of face value of ₹10.00 each in the ratio of 1 (One) Equity Shares for every 1 (One) Equity Share as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Narendra Narayanan	79,996
2.	Meera Narendra	57,000
3.	S Prakash	62,000
4.	Usha Prakash	15,000
5.	T R Srinivasan	4,000
6.	Narayan HS	4,000
7.	H S Raghvendra Rao	4
	Total	2,22,000

- (6) The Company allotted 2,500 Equity Shares of face value of ₹10.00 each at par for cash as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	H S Raghvendra Rao	2,500
	Total	2,500

- (7) The Company allotted 3,35,500 Equity Shares as Bonus Shares of face value of ₹10.00 each in the ratio of 1(One) Equity Shares for every 1 (One) Equity Share as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Narendra Narayanan	1,19,994
2.	Meera Narendra	85,500
3.	Shrinivasamurthy Prakash	93,000
4.	Usha Prakash	22,500
5.	Thirunaranapuram Ramachari Srinivasan	6,000
6.	Narayan HS	6,000
7.	H S Raghvendra Rao	2,506
	Total	3,35,500

- (8) The Company allotted 6,71,000 Equity Shares as Bonus Shares of face value of ₹10.00 each in the ratio of 1 (One) Equity Shares for every 1 (One) Equity Share as per the details given below.:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Narendra Narayanan	2,39,988
2.	Meera Narendra	1,71,000
3.	S Prakash	1,86,000
4.	Usha Prakash	45,000
5.	T R Srinivasan	12,000
6.	Narayan HS	12,000
7.	H S Raghvendra Rao	5,012
	Total	6,71,000

- (9) The Company allotted 13,42,000 Equity Shares as Bonus Shares of face value of ₹10.00 each in the ratio of 1(One) Equity Shares for every 1 (One) Equity Share as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Narendra Narayanan	4,79,976
2.	Meera Narendra	3,42,000
3.	S Prakash	3,72,000
4.	Usha Prakash	90,000

Sr. No.	Name of Person	No. of Shares Allotted
5.	T R Srinivasan	24,000
6.	Narayan HS	24,000
7.	H S Raghvendra Rao	10,024
	Total	13,42,000

- (10) The Company allotted 1,41,300 Equity Shares of face value of ₹10.00 each at par for cash as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Canbank Venture Capital Fund Limited	1,41,300
	Total	1,41,300

- (11) The Company converted preference share into 9,16,736 Equity Shares of face value of ₹10.00 each as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Canbank Venture Capital Fund Limited (Conversion)	9,16,736
	Total	9,16,736

- (12) The Company allotted 8,93,927 Equity Shares of face value of ₹10.00 each for cash as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Narendra Narayanan	2,50,000
2.	Anirudh Mohta	89,095
3.	Ginni Finance Private Limited	1,24,735
4.	Kishan Gopal Mohta	1,24,735
5.	Prabha Mohta	89,095
6.	Glance Finance Private Limited	36,000
7.	Niraj Mohta	35,640
8.	Narendrakumar Sardarsingh Karnavat	31,000
9.	PKP Family Trust	16,928
10.	Neelam Mohta	10,000
11.	Sunita Madhusudan Sarada	10,000
12.	Aniket Jain	8,196
13.	Vishwanshu Vijaykumar Agarwal	7,126
14.	Narendra Laxman Arora	5,000
15.	Rohan Dholakia	4,989
16.	Kashish Jayesh Shah	2,138
17.	Vaidehi Jayesh Ruparel	1,781
18.	Kanan Ravindra Fotedar	1,781
19.	Rajesh Bhogilal Bhansali and Sumail Rajesh Bhansali	1,781
20.	Ranjanbala Rohit Shah and Rohit Mugatlal Shah	1,781
21.	Paritosh Devesh Ajmera and Uma Devesh Ajmera	1,781
22.	Ravindra Fotedar HUF	1,425
23.	Priyankar Sarkar	1,069
24.	Shivani Varun Fotedar	1,069
25.	Atik Girish Luthria	890
26.	Richa Adit Mehta	712
27.	Amish Sharma	3,500
28.	Sachit Juneja	8,910
29.	Amit Dhoot	8,910
30.	Rajat Maheshwari	1,795
31.	Naresh Chand Chugh and Shashi Chugh	5,000
32.	Sudha Dhoot	3,565
33.	N D Mohta & Sons HUF	3,500
	Total	8,93,927

(13) The Company allotted 46,35,963 Equity Shares of face value of ₹10.00 each for Bonus as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Ajay Chacko	1,000
2.	Amisha Sharma	3,500
3.	Amit Dhoot	8,910
4.	Aniket Jain	8,196
5.	Anirudh Mohta	2,04,395
6.	Aparna Samir Thakker	2,000
7.	Archana B. Bhat	74,842
8.	Atik Girish Luthria	3,140
9.	Atul Sumanlal Shah	900
10.	Baunwert Advisors Private Limited	74,840
11.	Baunwert Innoventures LLP	37,420
12.	Bhanwar Lal Chandak	42,550
13.	Devendra Chawla	18,040
14.	Dinesh Rathi	10,000
15.	Gaurav Kapoor	30,428
16.	Ghanshyam Das Mohta	5,640
17.	Ginni Finance Private Limited	1,24,735
18.	Glance Finance Private Limited	47,725
19.	Jigna Dhiren Dave	1,000
20.	Jitendra Mehta	2,255
21.	K. R. Usha	1,80,000
22.	Kanan Ravindra Fotedar	1,781
23.	Kashish Jayesh Shah	2,138
24.	Kiran Velagapudi	22,550
25.	Kishan Gopal Mohta	2,14,935
26.	Kishor Shah	4,510
27.	Madhu Manmohan Rathi	11,275
28.	Meera Narendra	6,84,000
29.	Monika Gupta	11,275
30.	N. D. Mohta & Sons HUF	3,500
31.	Narendra Narayanan	11,64,401
32.	Narendra Laxman Arora	5,000
33.	Narendrakumar Sardarsingh Karnavat	31,000
34.	Naresh Chand Chugh	5,000
35.	Natasha Nikhil Gowani	4,500
36.	Neelam Mohta	21,275
37.	Niraj Mohta	30,000
38.	Paritosh Devesh Mohta	6,516
39.	Prabha Mohta	1,79,295
40.	Priyankar Sarkar	5,354
41.	Rachna Mimani	4,510
42.	Rajat Maheshwari	1,795
43.	Rajesh Bhogilal Bhansali	6,281
44.	Ranjanbala Rohit Shah	1,781
45.	Ravindra Fotedar HUF	1,425
46.	Richa Adit Mehta	712
47.	Rohan Dholakia	4,989
48.	S. B. Aggarwal HUF	26,306
49.	S. Prakash	6,50,449
50.	Sachit Juneja	8,910
51.	Sethi Funds Management Private Limited	22,550
52.	Shivani Varun Fotedar	1,069
53.	Sudha Dhoot	3,565
54.	Sunita Madhusudan Sarada	21,275

Sr. No.	Name of Person	No. of Shares Allotted
55.	Tejas Vidyadhara Rao Sethi	90,200
56.	Urmila Devi Bihani	10,000
57.	Vaidehi Jayesh Ruparel	1,781
58.	Vijay Kumar Chokhany	4,510
59.	Vinod Sethi	45,100
60.	Vinod Sethi HUF	45,100
61.	Vishwanshu Vijaykumar Agarwal	19,726
62.	Jesh Krishna Murthy	22,550
63.	Manish Vinod Shah	16,500
64.	Pankaj Ramsukh Gelra HUF	3,600
65.	Pratham R Shah	22,550
66.	Ranvir Ranjit Shah	90,200
67.	Suman Agal	4,500
68.	Sushil Kumar Jain	2,000
69.	Varun Ravindra Fotedar	2,250
70.	Vijay Manohar Vij	4,510
71.	H. S. Raghavendra Rao	20,048
72.	T. R. Srinivasan	48,000
73.	Tanaisha Vyas	57,650
74.	Trina Vyas	57,650
75.	Namrata Prakash Lodha	11,275
76.	Shrenik Mahendra Khasgiwala	11,275
	Total	46,35,963

2. Preference Share Capital History

Our Company had issued and allotted 10.00% Cumulative Redeemable Preference Shares ("CRPS") to Narendra Narayanan, Meera Narendra, Usha Prakash, S Prakash, Narayan HS. Our Company has redeemed these CRPS in the meeting of Board of Directors held on December 22, 2022.

- We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act, 1956 or under section 230-234 of the Companies Act, 2013.
- We have not issued any equity shares in last one year at price below Issue Price.
- Details of shareholding of Promoters:

Mr. Narendra Narayanan

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (₹)	Issue / Acquisition / Transfer price (₹)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
April 27, 2001	5,000	10.00	10.00	Subscription to MOA ⁽¹⁾	50.00%	0.04%	-	-
November 11, 2002	(3)	10.00	10.00	Transfer ⁽²⁾	Negligible	Negligible	-	-
January 28, 2004	30,003	10.00	10.00	Further Allotment ⁽³⁾	30.00%	0.24%	-	-
December 12, 2004	(2)	10.00	10.00	Transfer ⁽⁴⁾	Negligible	Negligible	-	-
February 08, 2008	5,000	10.00	10.00	Further Allotment ⁽⁵⁾	4.55%	0.04%	-	-
February 22, 2008	79,996	10.00	-	Bonus Issue ⁽⁶⁾	24.24%	0.64%	-	-
March 31, 2009	1,19,994	10.00	-	Bonus Issue ⁽⁷⁾	17.88%	0.95%	-	-
February 02, 2010	2,39,988	10.00	-	Bonus Issue ⁽⁸⁾	17.88%	1.91%	-	-
July 01, 2010	4,79,976	10.00	-	Bonus Issue ⁽⁹⁾	17.88%	3.81%	-	-
March 01, 2016	48,000	10.00	10.00	Transfer ⁽¹⁰⁾	1.28%	0.38%	-	-
April 04, 2023	(93,551)	10.00	280.60	Transfer ⁽¹²⁾	2.50%	0.74%	-	-
May 03, 2023	2,50,000	10.00	280.60	Further	5.39%	1.99%	-	-

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (₹)	Issue / Acquisition / Transfer price (₹)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
				Allotment ⁽¹¹⁾				
July 28, 2023	11,64,401	10.00	-	Bonus Issue ⁽¹³⁾	12.56%	9.25%	-	-
Total	23,28,802				25.12%	18.50%	-	-

- (1) Initial Subscribers to Memorandum of Association.
(2) Transferred to Mr. Usha Prakash and Mr. T R Srinivasan.
(3) Further Allotment of Equity shares
(4) Transferred to Mr. H S Raghvendra Rao.
(5) Further Allotment of Equity shares
(6) Issue of Bonus Shares
(7) Issue of Bonus Shares
(8) Issue of Bonus Shares
(9) Issue of Bonus Shares
(10) Transferred from Mr. Narayan HS.
(11) Issue pursuant to Preferential Allotment
(12) Transfer to Ms. Archana Bhat and M/s Baunwert Innoventures LLP
(13) Issue of Bonus Shares

Mrs. Meera Narendra

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (₹)	Issue / Acquisition / Transfer price (₹)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
April 27, 2001	5,000	10.00	10.00	Subscription to MOA ⁽¹⁾	50.00%	0.04%	-	-
November 11, 2002	(3)	10.00	10.00	Transfer ⁽²⁾	Negligible	Negligible	-	-
January 28, 2004	17,503	10.00	10.00	Further Allotment ⁽³⁾	17.50%	0.14%	-	-
February 08, 2008	5,000	10.00	10.00	Further Allotment ⁽⁴⁾	4.55%	0.04%	-	-
February 22, 2008	1,000	10.00	10.00	Further Allotment ⁽⁵⁾	0.30%	0.01%	-	-
February 22, 2008	57,000	10.00	-	Bonus Issue ⁽⁶⁾	17.11%	0.45%	-	-
March 31, 2009	85,500	10.00	-	Bonus Issue ⁽⁷⁾	12.74%	0.68%	-	-
February 02, 2010	1,71,000	10.00	-	Bonus Issue ⁽⁸⁾	12.74%	1.36%	-	-
July 01, 2010	3,42,000	10.00	-	Bonus Issue ⁽⁹⁾	12.74%	2.72%	-	-
July 28, 2023	6,84,000	10.00	-	Bonus Issue ⁽¹⁰⁾	7.37%	5.44%	-	-
Total	13,68,000				14.75%	10.87%	-	-

- (1) Initial Subscribers to Memorandum of Association.
(2) Transferred to Mr. Usha Prakash and Mr. T R Srinivasan.
(3) Further Allotment of Equity shares
(4) Further Allotment of Equity shares
(5) Further Allotment of Equity shares
(6) Issue of Bonus Shares
(7) Issue of Bonus Shares
(8) Issue of Bonus Shares
(9) Issue of Bonus Shares
(10) Issue of Bonus Shares

6. As on date of this Draft Red Herring Prospectus, our one of the Promoter Mr. Sumukh Narendra does not hold any Equity Share in the Company.
7. Our Promoter Group, Directors and their immediate relatives have not purchased/sold Equity Shares of the Company during last 6 (six) months from the date of this Draft Red Herring Prospectus except for transfer of 93551 Equity Shares at a price of ₹280.06 to Ms. Archana Bhat and M/s Baunwert Innoventures LLP.

8. Our Promoter has confirmed to the Company and the Book Running Lead Manager that the Equity Shares held by him has financed from his personal funds or his internal accruals, as the case may be, and no Loans or financial assistance from any bank or financial institution has been availed by him for this purpose.
9. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing offer document with the Stock Exchange.
10. Details of Promoter's Contribution locked in for three years:

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018 an aggregate of 20.00% of the post Issue capital, held by our Promoters shall be considered as Promoter's Contribution ("Promoter's Contribution") and locked-in for a period of three years from the date of commencement of commercial production or date of allotment, whichever is later. The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters i.e. Mr. Narendra Narayanan and Mrs. Meera Narendra has granted their consents to include such number of Equity Shares held by him as may constitute [•] of the post-issue Equity Share Capital of our Company as Promoter's Contribution and has agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this Draft Red Herring Prospectus until the commencement of the lock-in period specified above.

Date of allotment	Date when made fully paid up	No. of Shares	Face Value	Issue Price	Nature of Allotment	% of Post Issue Capital
[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total (A)						[•]

We further confirm that the aforesaid minimum Promoter's Contribution of 20.00% which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoter during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Initial Public Offer.
- The Equity Shares held by the Promoter and offered for minimum Promoter's Contribution are not subject to pledge with any creditor.
- Equity shares issued to our Promoter on conversion of partnership firm or limited liability partnership into Private limited company during the preceding one year, at a price lower than the price at which Equity Shares are being issued to public in the Initial Public Offer.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter's Contribution subject to lock-in.

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, 2018 the locked-in Equity Shares held by the Promoters, as specified above, can be pledged as a collateral security for a loan granted by a schedule commercial bank or a public financial institution or a systematically important non-banking finance company or a housing finance company, provided that the pledge of the Equity Shares is one of the terms of the 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 specified securities till the lock-in period stipulated in these regulations has expired.

The Equity Shares held by our Promoter may be transferred to and among the Promoter Group or to new Promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

Further, pursuant to Regulation 243 of the SEBI (ICDR) Regulations, 2018 the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person (including promoter and promoter group) holding the equity shares which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, along with the equity shares proposed to be transferred, provided that lock-in on such equity shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under the SEBI ICDR Regulations has ended and in compliance with the Takeover Code, as applicable.

11. Details of share capital locked in for one year

In addition to minimum 20.00% of the Post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), in accordance with regulation 238 (b) of SEBI (ICDR) Regulations, 2018, the entire pre-issue share capital of our Company shall be locked in for a period of one year from the date of Allotment in this Issue.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment, in accordance with regulation 239 of SEBI (ICDR) Regulations, 2018, in the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations.

12. The table below represents the current shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015:

A. Summary of Shareholding Pattern

Category Code	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 Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number 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)	Number of locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form	
								As a % of (A+B+C2)	No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (B)	No. (a)		As a % of total shares held (B)
									Equity Shares	Other Class	Total								
I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV	
(A)	Promoter and Promoter Group	2*	36,96,802	-	-	36,96,802	39.87%	36,96,802	-	36,96,802	39.87%	-	36,96,802	-	-	-	-	36,96,802	
(B)	Public	74	55,75,124	-	-	55,75,124	60.13%	55,75,124	-	55,75,124	60.13%	-	55,75,124	-	-	-	-	54,12,366	
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	76	92,71,926	-	-	92,71,926	100.00%	92,71,926	-	92,71,926	100.00%	-	92,71,926	-	-	-	-	91,09,168	

*Mr. Sumukh Narendra is the Promoter of the Company, but he does not hold any Equity Share in the Company. He will be categorized as Promoter with Nil Share in the Shareholding Pattern of the Company which will be filed with the Stock Exchange post listing of the Equity Shares of the Company. Hence, as on date of this of this DRHP, out of the three promoters only Mr. Narendra Narayana and Mrs. Meera Narendra are holding Equity Shares in the Company in Promoter Category

B. Shareholding of our Promoter and Promoter Group

The table below presents the current shareholding pattern of our Promoter and Promoter Group. (Individuals and company)

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
Promoters					
4)	Narendra Narayanan	23,28,802	25.12%	23,28,802	18.50%
5)	Meera Narendra	13,68,000	14.75%	13,68,000	10.87%
6)	Sumukh Narendra	Nil	N.A	Nil	N.A
	Total	36,96,802	39.87%	36,96,802	29.37%

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (₹)
Mr. Narendra Narayanan	23,28,802	19.02
Mrs. Meera Narendra	13,68,000	0.21
Mr. Sumukh Narendra	Nil	N.A

14. The List of the Shareholders of the Company holding 1.00% or more of the paid up share capital

As on the date of this Draft Red Herring Prospectus

Sr. No.	Name of the Shareholders	Number of Equity Shares	% of Pre-Issue Capital
1)	Narendra Narayanan	23,28,802	25.12%
2)	Meera Narendra	13,68,000	14.75%
3)	Prakash S	13,00,898	14.03%
4)	Usha Prakash	3,60,000	3.88%
5)	Anirudh Mohta	4,08,790	4.41%
6)	Prabha Mohta	3,58,590	3.87%
7)	Kishan Gopal Mohta	4,29,870	4.64%
8)	Tejas Sethi	1,80,400	1.95%
9)	Trina Vyas	1,15,300	1.24%
10)	Tanaisha Vyas	1,15,300	1.24%
11)	Glance Finance Limited	94,550	1.02%
12)	Baunwert Advisors Private Limited	1,49,680	1.61%
13)	Ginni Finance Private Limited	2,49,470	2.69%
14)	T R Srinivasan	96,000	1.04%
15)	Ranvir Shah	1,80,400	1.95%
16)	Archana Bhat	1,49,684	1.61%

Ten days prior to the date of this Draft Red Herring Prospectus

Sr. No.	Name of the Shareholders	Number of Equity Shares	% of Pre-Issue Capital
17)	Narendra Narayanan	23,28,802	25.12%
18)	Meera Narendra	13,68,000	14.75%
19)	Prakash S	13,00,898	14.03%
20)	Usha Prakash	3,60,000	3.88%
21)	Anirudh Mohta	4,08,790	4.41%
22)	Prabha Mohta	3,58,590	3.87%
23)	Kishan Gopal Mohta	4,29,870	4.64%
24)	Tejas Sethi	1,80,400	1.95%
25)	Trina Vyas	1,15,300	1.24%

26)	Tanaisha Vyas	1,15,300	1.24%
27)	Glance Finance Limited	94,550	1.02%
28)	Baunwert Advisors Private Limited	1,49,680	1.61%
29)	Ginni Finance Private Limited	2,49,470	2.69%
30)	T R Srinivasan	96,000	1.04%
31)	Ranvir Shah	1,80,400	1.95%
32)	Archana Bhat	1,49,684	1.61%

One Year prior to the date of this Draft Red Herring Prospectus

Sr. No.	Name of the Shareholders	Number of Equity Shares	% of Pre-Issue Capital
1)	Mr. Narendra Narayanan	10,07,952	26.94%
2)	Mrs. Meera Narendra	6,84,000	18.28%
3)	Mr. Prakash S	7,44,000	19.88%
4)	Ms. Usha Prakash	1,80,000	4.81%
5)	TR Srinivasan	48,000	1.28%
6)	Canbank Venture Capital Fund Limited	10,58,036	28.27%

Two Years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholders	Number of Equity Shares	% of Pre-Issue Capital
1)	Mr. Narendra Narayanan	10,07,952	26.94%
2)	Mrs. Meera Narendra	6,84,000	18.28%
3)	Mr. Prakash S	7,44,000	19.88%
4)	Ms. Usha Prakash	1,80,000	4.81%
5)	TR Srinivasan	48,000	1.28%
6)	Canbank Venture Capital Fund Limited	10,58,036	28.27%

15. There is no "Buyback", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Book Running Lead Manager for purchase of Equity Shares offered through this Draft Red Herring Prospectus.
16. There are no safety net arrangements for this Public Issue.
17. The Equity Shares, which are subject to lock-in, shall carry the inscription "non-transferable" and the non-transferability details shall be informed to the depository. The details of lock-in shall also be provided to the Stock Exchange before the listing of the Equity Shares.
18. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
19. Except, as otherwise disclosed in the chapter titled "Objects of the Issue" beginning on page 73 of this Draft Red Herring Prospectus, we have not raised any bridge loans against the proceeds of the Issue.
20. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in heading on "Basis of Allotment" beginning on page 199 of this Draft Red Herring Prospectus.
21. The Equity Shares Issued pursuant to this Issue shall be fully paid-up at the time of Allotment, failing which no allotment shall be made.
22. Our Company has not issued any Equity Shares at a price less than the Issue Price in the last one year preceding the date of filing of this Draft Red Herring Prospectus.
23. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018, as amended from time to time.

24. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and National Stock Exchange.
25. As per Regulation 268(2) of SEBI (ICDR) Regulations, 2018, an over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.
26. The Issue is being made through Book Building Method.
27. As on date of filing of this Draft Red Herring Prospectus with Stock Exchange, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid up.
28. On the date of filing of this Draft Red Herring Prospectus with Stock Exchange, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
29. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.
30. Book Running Lead Manager to the Issue viz. Sarthi Capital Advisors Private Limited and its associates do not hold any Equity Shares of our Company.
31. Our Company has not revalued its assets since incorporation.
32. Our Company has not made any Public Issue of any kind or class of securities since its incorporation.
33. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law.
34. Our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
35. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Draft Red Herring Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Issue have been listed.
36. Except as disclosed in this Draft Red Herring Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
37. Presently Our Company does have ESOS/ESPS scheme for our employees viz, “Vinyas Employee Stock Option Scheme, 2022” As on date no options are granted to any Employees pursuant to this scheme. As and when, options are granted to our employees under the “ESOP 2022” scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
38. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
39. As per RBI regulations, OCBs are not allowed to participate in this Issue.
40. Our Promoters and the members of our Promoter Group will not participate in this Public Issue.

41. Our Company shall ensure that transactions in the Equity Shares by the Promoters, Group companies and the Promoter Group between the date of filing the Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
42. For the details of transactions by our Company with our Promoter Group during financial years ended March 31 2022, 2021, and 2020 please refer to Restated Financial Statement under the section titled, 'Financial Statements' beginning on page 144 of this Draft Red Herring Prospectus.
43. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated above in this chapter and also in the chapter titled "Our Management" beginning on page 123 of this Draft Red Herring Prospectus.
44. Except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository.
45. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
46. Our Company has 76 (Seventy-Six) shareholders as on the date of filing of this Draft Red Herring Prospectus.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the NSE EMERGE.

The objects of the Issue are:

- 1) Working Capital requirements of our Company
- 2) General Corporate Purposes
- 3) To meet Issue Expenses

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

Fund requirements:

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure/repayment for a particular purpose from the planned expenditure/repayment.

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

(₹ In lakhs)

Sr. No.	Particulars	Amount
1)	Working Capital Requirements	[•]
2)	General Corporate Purposes	[•]
3)	Issue Expenses*	[•]
	Total	[•]

**As on date of this Draft Red Herring Prospectus, our Company has incurred a sum of ₹25.00 lakhs towards issue expenses.*

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 230(1)(e) and Clause 9 (C) of Part A of Schedule VI of SEBI (ICDR) Regulations, 2018 through verifiable means towards at least 75.00% of the stated means of finance, excluding the amount to be raised from the proposed public Issue or through existing identifiable internal accruals.

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure

from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.

Details of Utilization of Issue Proceeds

Working Capital Requirement

We fund a majority of our working capital requirements in the ordinary course of business from various banks, inter-corporate loans and internal accruals.

Our Company requires additional working capital for funding its incremental working capital requirements in Fiscals 2024, 2025 and 2026. The funding of the incremental working capital requirements of our Company will help lead to a consequent increase in our profitability and in achieving the proposed targets as per our business plan.

Basis of estimation of working capital requirement

The details of our Company's composition of net current assets or working capital as at March 31, 2023, March 31, 2022 and March 31, 2021, derived from the Restated Summary Statement, are as under:

(₹ in Lakhs)			
Particulars	March 31, 2021	March 31, 2022	March 31, 2023
Current Assets			
Inventory	9,800.11	11,259.99	10,679.92
Investment	-	-	-
Trade Receivables	2,907.79	5,707.18	2,095.11
Other Current Assets	1,309.40	641.30	4,343.42
Total Current Assets (A)	14,017.30	17,608.48	17,118.45
Current Liabilities			
Lease liabilities			
Trade Payables	3,828.14	5,950.65	4,410.00
Other Current Liabilities	1,567.87	3,181.51	3,544.62
Provisions	563.77	214.10	384.30
Total Current Liabilities (B)	5,959.79	9,346.27	8,338.92
Net Working Capital (C = A - B)	8,057.51	8,262.21	8,779.53
Working Capital Funding Pattern			
Funded Through Borrowings & Internal Accruals	8,057.51	8,262.21	8,779.53

As certified by K.S. Nagaraju & Associates, Chartered Accountants by a certificate dated August 25, 2023

Future working capital requirements

On the basis of the existing working capital requirements, management estimates and projected working capital requirements, the projected working capital requirements for the financial years ended March 31, 2024, March 31, 2025 and March 31, 2026 and the proposed funding of such working capital requirements, as set out below.

(₹ in Lakhs)			
Particulars	March 31, 2024 (Projected)	March 31, 2025 (Projected)	March 31, 2026 (Projected)
Current Assets			
Inventory	10,125.28	9,613.65	9,128.68
Investment	-	-	-
Trade Receivables	4,709.28	9,251.57	10,139.86
Other Current Assets	6,259.48	9,932.29	10,937.42
Total Current Assets (A)	21,094.04	28,797.51	30,205.96
Current Liabilities			
Lease liabilities			
Trade Payables	4,858.61	7,663.17	8,435.64
Other Current Liabilities	4,303.37	6,523.37	7,201.84
Provisions	694.24	1,481.71	1,706.77
Total Current Liabilities (B)	9,856.21	15,668.25	17,344.25

Particulars	March 31, 2024 (Projected)	March 31, 2025 (Projected)	March 31, 2026 (Projected)
Net Working Capital (C= A - B)	11,237.83	13,129.26	12,861.71
Working Capital Funding Pattern			
From Short Term Borrowing	8478.41	8518.56	8225.41
Balance Working Capital Requirement	2,759.42	4,610.69	4,636.31

As certified by K.S. Nagaraju & Associates, Chartered Accountants by a certificate dated August 25, 2023

Our Statutory Auditors have provided no assurance or services related to any prospective financial information.

Our Company proposes to utilize ₹[•] lakhs from the Net Proceeds towards funding our incremental working capital requirements.

Assumptions of our estimated working capital requirements

Provided below are details of the holding levels (days) considered and is derived from the audited financial statements for the Financial Years 2021, 2022, and 2023. Further, we have also provided estimated holding levels (days) for Financial Years 2023 and 2024:

Particulars	(No. of Days)		
	FY 2020-21 (Restated)	FY 2021-22 (Restated)	FY 2022-23 (Restated)
Inventories	236	255	166
Trade Receivables	31	54	21
Trade Payables	51	39	42

Particulars	(No. of Days)		
	FY 2023-24 (Estimated)	FY 2024-25 (Projected)	FY 2025-26 (Projected)
Inventories	123	75	64
Trade Receivables	46	58	58
Trade Payables	61	61	61

Note: Pursuant to the certificate dated August 29, 2023, issued by P Chandrasekar LLP, Chartered Accountants

Key Assumptions and Justification for Holding levels

The table below sets forth the key justifications for holding levels:

Particulars	Assumptions and Justifications
Inventories	With reduction in lead times and availability of material, the company expects the inventory holding level to reduce.
Trade Receivables	The expected and agreed net terms with customers is at an average of 30-90 days
Trade Payables	The expected credit terms with all vendors is considered to be at an average period of 60 days

General Corporate Purposes

The Net Proceeds will first be utilized for the Objects as set out above. Subject to this, our Company intends to deploy the balance Net Proceeds towards general corporate purposes and the business requirements of our Company, as approved by our Board, from time to time, subject to such utilisation for general corporate purposes not exceeding 25.00% of the Gross Proceeds from the Fresh Issue, in compliance with the SEBI ICDR Regulations.

Our Company will have the flexibility in applying ₹[•] Lakhs for general corporate purpose towards brand building exercises, financing normal capital expenditure, strategic initiatives, expanding into new geographies, preoperative expenses, funding routine working capital if any and strengthening our marketing capabilities. Our Management, in accordance with the policies of our Board, will have the flexibility in utilizing the proceeds earmarked for general corporate purposes.

Issue Related Expenses

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed ₹[•] Lakhs.

(₹ in Lakhs)

Expenses	Expenses (₹ in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Book Running Lead Manger Fees including Underwriting Commission	[•]	[•]	[•]
Fees Payable to Registrar to the Issue	[•]	[•]	[•]
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[•]	[•]	[•]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[•]	[•]	[•]
Fees payable to Peer Reviewed Auditor	[•]	[•]	[•]
Fees Payable to Market Maker (for Two Years)	[•]	[•]	[•]
Escrow Banker Fees	[•]	[•]	[•]
Total Estimated Issue Expenses	[•]	100.00%	[•]

Schedule of Implementation & Deployment of Funds

As estimated by our management, the entire proceeds from the Issue shall be utilized as follows:

(₹ in Lakhs)

Particulars	Total Funds	Amount incurred till FY 2023-24	Estimated Balance deployment till FY 2025-26
Funding Working Capital Requirement#	[•]	[•]	[•]
Issue Expenses*	[•]	[•]	[•]
General Corporate Purposes	[•]	[•]	[•]

* P Chandrasekar LLP Chartered Accountants, Statutory Auditor have vide certificate dated August 29, 2023, confirmed that the Company has incurred a sum of ₹25.00 lakhs towards issue expenses.

Note: The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds. The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue, subject to provisions of applicable laws. Our Board of Directors will monitor the proceeds of this Issue.

Means of Finance

The entire requirement of funds towards the Objects will be met from the Net Proceeds. Accordingly, as required under the SEBI ICDR Regulations, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75.00% of the stated means of finance, excluding the amount to be raised from the Net Proceeds or through existing identifiable internal accruals

Appraisal by Appraising Agency

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

Interim Use of Funds

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net

Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

Bridge Financing Facilities

Our Company has not raised any bridge loans or other financial arrangement from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

Monitoring Utilization of Funds

As the Net Proceeds of the Issue will be less than ₹10,000 Lakhs, under Regulation 262 of SEBI (ICDR) Regulations, 2018 it is not mandatory for us to appoint a monitoring agency. However, our Board may appoint Monitoring Agency for monitoring the utilization of issue proceeds in consultation with the BRLM.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (“Postal Ballot Notice”) shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

Special Tax Benefits

No special tax benefit is available to our Company and our shareholders under the applicable tax laws in India. For further details, please refer the “*Statement of Tax benefits*” on Page No. 86 of this Draft Red Herring Prospectus.

Other Confirmations

There are no material existing or anticipated transactions with our Promoter, our Directors, our Company’s key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or company promoted by the Promoter, except as may be required in the usual course of business.

BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company, in consultation with the Book Running Lead Manager on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10.00 each. Investors should refer to “Risk factors”, “Our Business”, “Financial Statements” and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on Pages 18, 97, 144 and 148, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors, which form the basis for computing the price are:

- Indigenous integrated and strategic defence and aerospace electronics solutions provider which is well positioned to benefit from the Make in India opportunity
- Innovation focussed business model
- Consistent track record of profitable growth due to a scalable business model
- Established and proven track record;
- Leveraging the experience of our Promoter;
- Experienced management team and motivated employees;
- Cordial relations with our customers.

For further details, refer to heading ‘*Our Strengths*’ under chapter titled ‘*Our Business*’ beginning on page 97 of this Draft Red Herring Prospectus.

Quantitative Factors

The information presented below relating to the Company is based on the consolidated restated financial statements of the Company for Financial Year 2019-20, 2020-21 and 2021-22 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1) Basic Earnings per Share (EPS) as per Accounting Standard 20:

Year ended	EPS (₹)	Weight
March 31, 2021	3.29	1
March 31, 2022	2.70	2
March 31, 2023	19.62	3
Weighted Average	11.26	

Note: The EPS has been computed by dividing net profit as restated in financials, attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

2) Price to Earnings (P/E) ratio in relation to Issue Price of ₹[•] per Equity Share of face value of ₹10.00 each.

Particulars	P/E at Floor Price	P/E at Cap Price
P/E ratio based on Basic EPS for FY 2021-22	[•]	[•]
P/E ratio based on Weighted Average EPS	[•]	[•]

3) Average Return on Net worth (RoNW) for the preceding three years.

Year ended	RoNW (%)	Weight
March 31, 2021	4.01%	1
March 31, 2022	3.21%	2
March 31, 2023	16.13%	3

Year ended	RoNW (%)	Weight
Weighted Average	9.80%	

Note: The RoNW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year excluding miscellaneous expenditure to the extent not written off.

4) Net Asset Value (NAV)

Particulars	Amount (₹)
As at March 31, 2023	121.67
After the Issue	
- At the Floor Price	[•]
-At the Cap Price	[•]
-At Issue Price	[•]

**NAV per Equity Share has been calculated as Net Worth as divided by number of Equity Shares.*

5) Comparison with other listed Company/Industry peers

Companies	Face Value	Sales (₹ in lakhs)	PAT (₹ in lakhs)	EPS (₹)	P/E Ratio	CMP (₹)
Vinyas Innovative Technologies Limited	10.00	23,452.40	734.34	19.62	-	-
Peer Groups:*						
Cyient DLM Limited	10.00	83,203.30	3,172.70	-	-	556.70
Centum Electronics Limited	10.00	50,055.40	1,939.90	20.59	85.73	1624.60

**Source for Peer Group information: www.nseindia.com*

- ✓ The figures of Our Company are based on the restated results for the year ended March 31, 2023.
- ✓ The figures for the Peer group are based on audited results for the Financial Year ended March 31, 2022.
- ✓ Current Market Price (CMP) is the closing prices of respective scrips as on August 29, 2023.

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

For further details, see “Risk factors” beginning on page 18 of this Draft Red Herring Prospectus and the financials of the Company including profitability and return ratios, as set out in the “Financials Statements” beginning on page 144 of this Draft Red Herring Prospectus.

Key Performance Indicators of the Company

In evaluating our business, we consider and use certain KPIs as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to IGAAP or Ind AS measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with IGAAP or Ind AS.

Investors are encouraged to review the financial measures and to not rely on any single financial or operational metric to evaluate our business.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 28, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company.

Further, the members of the Audit Committee have confirmed that the verified details of all KPIs pertaining to the Company that have been disclosed to investors at any point of time during the three years' period prior to the date of filing of the Draft Red Herring Prospectus have been disclosed in this section. Further, the KPIs herein have been certified by P Chandrasekar LLP, Chartered Accountants, by their certificate dated August 29, 2023. The KPIs of our Company have been disclosed in the sections "Our Business" on page 97.

Set forth below are the KPIs pertaining to the Company that have been disclosed to its investors at any point of time during the three years preceding the date of the Draft Red Herring Prospectus:

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations ¹	23,452.40	20,773.76	20,502.91
Total Revenue ²	23,885.41	21,216.30	20,780.50
EBITDA	2,490.41	1,630.74	1,333.21
EBIT	2,269.26	1,371.36	1,033.65
EBT	1,008.94	251.65	172.12
PAT	734.34	100.88	123.15
EBITDA Margin ³	10.43%	7.69%	6.42%
EBIT Margin ⁴	9.50%	6.46%	4.97%
EBT Margin ⁵	4.22%	1.19%	0.83%
PAT Margin ⁶	3.07%	0.48%	0.59%
Share Capital	374.20	374.20	374.20
Reserves & Surplus	4,178.79	2,770.54	2,695.17
Net Worth	4,552.99	3,144.74	3,069.38
Short Term Borrowing	6,676.95	7,363.09	8,141.15
Long Term Borrowing	1,894.06	2,179.49	1,224.74
Total Borrowing	8,571.01	9,542.58	9,365.89
Debt / Equity ⁷	1.88	3.03	3.05
RoE ⁸	16.13%	3.21%	4.01%
RoCE ⁹	35.20%	25.76%	24.07%
Net Debt / EBITDA ¹⁰	3.26	5.45	6.65
Current Ratio ¹¹	1.17	1.09	1.03
NAV	121.67	84.04	82.02
Cash & Equivalents	445.78	656.56	494.93
Current Assets	17,564.23	18,265.04	14,512.22
Current Liabilities	15,015.87	16,709.36	14,100.94

Explanation for Key Performance Indicators

1. Revenue from operations refers to revenue from sales of product and services and other operating income.
 2. Total Revenue refers to Revenue from operations plus Other Income.
 3. EBITDA Margin is an indicator to measure efficiency of generating core profitability of company.
 4. EBIT Margin is an indicator use to measure the efficiency of company to generate operating profits.
 5. EBT Margin used as indicator to calculate profitability before tax as percent of Total Revenue.
 6. PAT Margin used as measure of calculation profit available to shareholders as percent of Total Revenue.
 7. Debt / Equity ratio measures leverage of company, it is also a measure of capital structure that provides relative proportion of Shareholders equity and debt used to finance the assets of company.
 8. RoE measure the ability to gauge how much shareholders are earning on their investments. It exhibits how well the company has utilized the shareholder's money.
 9. RoCE indicates how efficiently capital is being used in the business. It provides the ability of the company to generates the returns against the capital it put to use.
 10. Net Debt / EBITDA ratio is a financial leverage metric used to measure a company's ability to pay off its debt obligations with available earning. It is also used as proxy for payback period assuming the company operates at current level to become debt-free.
 11. Current Ratio indicates the short term liquidity and measures the ability of the company to pay off its short term obligations.
- EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization) is calculated as sum of Profit Before Tax, Finance Cost & Depreciation and Amortization
 - EBIT (Earnings Before Interest & Tax) is calculated as EBITDA less Depreciation
 - EBT (Earning Before Tax) is calculated as EBIT less Finance Cost

- PAT (Profit After Tax) is calculated as EBT less Tax
- EBITDA Margin is calculated as EBITDA divided by Total Revenue
- EBIT Margin is calculated as EBIT divided by Total Revenue
- EBT Margin is calculated as EBT divided by Total Revenue
- PAT Margin is calculated as PAT divided by Total Revenue
- Net Worth or Total Equity or Shareholders Fund is calculated as Share Capital plus Reserves & Surplus/Other Equity
- Debt / Equity is calculated as Total Debt (Short Term + Long Term Borrowing) divided by Equity (Net Worth)
- Capital Employed is calculated as Net Worth Plus Long Term Borrowings
- RoE (Return on Equity) is calculated as PAT divided by Net worth
- RoCE (Return on Capital Employed) is calculated as EBIT divided by Capital Employed
- Net Debt is calculated as sum of Short Term and Long Term borrowings less Cash & Equivalents
- Current ratio is calculated as Current Assets divided by Current Liabilities
- NAV or BV (Net Asset Value or Book Value Per Share) is calculated as Net worth divided by Total Outstanding number of shares
- P/E is calculated as market capitalisation divided by PAT
- P/BV is calculated as market capitalisation divided by Net Worth

Comparison of Our Company with peers with respect to Fiscal year 2022-23

(₹ in lakhs)

Particulars	Vinyas Innovative Technologies Limited	Peers	
		Cyient DLM Ltd.	Centum Electronics Ltd.
Revenue from Operations	23,452.40	83,203.30	50,055.40
Total Revenue	23,885.41	83,834.40	50,523.00
EBITDA	2,490.41	9,409.10	5,835.80
EBIT	2,269.26	7,467.60	4,212.40
EBT	1,008.94	4,316.00	2,637.80
PAT	734.34	3,172.70	1,939.90
EBITDA Margin	10.43%	11.22%	11.55%
EBIT Margin	9.50%	8.91%	8.34%
EBT Margin	4.22%	5.15%	5.22%
PAT Margin	3.07%	3.78%	3.84%
Share Capital	374.20	5,286.60	1,288.50
Reserves & Surplus	4,178.79	14,500.60	26,975.80
Net Worth	4,552.99	19,787.20	28,264.30
Short Term Borrowing	6,676.95	21,491.10	10,592.20
Long Term Borrowing	1,894.06	9,956.30	-
Total Borrowing	8,571.01	31,447.40	10,592.20
Debt / Equity	1.88	1.59	0.37
RoE	16.13%	16.03%	6.86%
RoCE	35.20%	25.11%	14.90%
Net Debt / EBITDA	3.26	1.56	1.46
Current Ratio	1.17	1.13	1.22
NAV	121.67	37.43	219.36
Cash & Equivalents	445.78	16,760.10	2,068.40
Current Assets	17,564.23	83,968.80	48,354.50
Current Liabilities	15,015.87	74,486.80	39,690.80

Comparison of Our Company with peers with respect to Fiscal year 2021-22

(₹ in lakhs)

Particulars	Vinyas Innovative Technologies Limited	Peer	
		Cyient DLM Ltd.	Centum Electronics Ltd.
Revenue from Operations	20,773.76	72,053.30	34,801.10
Total Revenue	21,216.30	72,848.40	35,381.70
EBITDA	1,630.74	9,199.10	4,860.90
EBIT	1,371.36	7,270.50	3,212.10
EBT	251.65	5,073.00	1,537.60
PAT	100.88	3,679.50	1,176.60

Particulars	Vinyas Innovative Technologies Limited	Peer	
		Cyient DLM Ltd.	Centum Electronics Ltd.
<i>EBITDA Margin</i>	7.69%	12.63%	13.74%
<i>EBIT Margin</i>	6.46%	9.98%	9.08%
<i>EBT Margin</i>	1.19%	6.96%	4.35%
<i>PAT Margin</i>	0.48%	5.05%	3.33%
Share Capital	374.20	136.70	1,288.50
Reserves & Surplus	2,770.54	7,574.50	25,163.80
Net Worth	3,144.74	7,711.20	26,452.30
Short Term Borrowing	7,363.09	19,363.00	9,794.50
Long Term Borrowing	2,179.49	9,956.30	-
Total Borrowing	9,542.58	29,319.30	9,794.50
Debt / Equity	3.03	3.80	0.37
RoE	3.21%	47.72%	4.45%
RoCE	25.76%	41.15%	12.14%
Net Debt / EBITDA	5.45	1.86	1.52
Current Ratio	1.09	1.14	1.26
NAV	84.04	564.10	205.30
Cash & Equivalents	656.56	12,180.80	2,428.60
Current Assets	18,265.04	59,189.80	33,395.90
Current Liabilities	16,709.36	51,916.60	26,529.30

Comparison of Our Company with peers with respect to Fiscal year 2020-21

Particulars	Vinyas Innovative Technologies Limited	Peer	
		Cyient DLM Ltd.	Centum Electronics Ltd.
Revenue from Operations	20,502.91	62,802.80	42,452.70
Total Revenue	20,780.50	63,691.10	42,838.70
EBITDA	1,333.21	5,482.70	6,632.70
EBIT	1,033.65	3,636.50	5,050.60
EBT	172.12	1,559.50	3,312.50
PAT	123.15	1,181.40	2,397.90
<i>EBITDA Margin</i>	6.42%	8.61%	15.48%
<i>EBIT Margin</i>	4.97%	5.71%	11.79%
<i>EBT Margin</i>	0.83%	2.45%	7.73%
<i>PAT Margin</i>	0.59%	1.85%	5.60%
Share Capital	374.20	136.70	1,288.50
Reserves & Surplus	2,695.17	3,628.50	24,178.50
Net Worth	3,069.38	3,765.20	25,467.00
Short Term Borrowing	8,141.15	13,420.20	11,965.50
Long Term Borrowing	1,224.74	6,400.00	1,139.80
Total Borrowing	9,365.89	19,820.20	13,105.30
Debt / Equity	3.05	5.26	0.51
RoE	4.01%	31.38%	9.42%
RoCE	24.07%	35.77%	18.98%
Net Debt / EBITDA	6.65	2.99	1.54
Current Ratio	1.03	0.89	1.25
NAV	82.02	275.44	197.65
Cash & Equivalents	494.93	3,417.60	2,916.10
Current Assets	14,512.22	44,322.70	32,326.70
Current Liabilities	14,100.94	49,799.90	25,798.30

Comparison of Our Company with Listed Industry Peers based on Fiscal 2022-23

Particulars	Vinyas Innovative Technologies Limited	Cyient DLM Ltd.	Centum Electronics Ltd.
Face value	10.00	5.00	10.00
P/E*	-	142.13	117.36
P/BV*	-	22.79	8.05
Net Debt / EBITDA	3.26	1.56	1.46
Debt / Equity	1.88	1.59	0.37
Current Ratio	1.17	1.13	1.22
RoE	16.13%	16.03%	6.86%
RoCE	35.20%	25.11%	14.90%

*Market Capitalization used for P/E, P/BV is taken from the website of NSE as on August 24, 2023

Weighted average cost of acquisition

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

There has been no issuance of Equity Shares or convertible securities, excluding the shares issued under the Preferential Allotment and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5.00% of the fully diluted paid-up share capital of the Company (calculated based on the Pre-Issue capital before such transaction(s), in a single transaction or multiple transactions combined together over a span of 30 days.

- b) *The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)*

There have been secondary sale / acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, or Shareholder(s) having the right to nominate director(s) on the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5.00% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Primary transactions:

Except as disclosed below, there have been no primary transactions in the last 18 months preceding the date of this Draft Red Herring Prospectus:

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total consideration (in ₹ lakhs)
May 03, 2023	8,93,927	10.00	280.60	Preferential Allotment	Cash	2,508.36
July 28, 2023	46,35,963	10.00	N.A	Bonus	N.A	N.A
Total	55,29,890					2,508.36
Weighted Average Cost of Acquisition						45.36

Secondary transactions:

Except as disclosed below, there have been no Secondary transactions in the last 18 months preceding the date of this Draft Red Herring Prospectus

Date of transfer	Name of Transferor	Name of Transferee	Number of Equity Shares transferred	Face Value (₹)	Price Per Equity Share	Nature of consideration	Total consideration (in ₹ lakhs)
October	Canbank	Anirudh Mohta	1,35,300	10.00	221.73	Cash	2,345.98

29, 2022	Venture Capital Fund Limited	Bhanwar Lal Chandak	22550			
		Jesh Krishna Murthy	22550			
		Prabha Mohta	90200			
		Namrata Prakash Lodha	11275			
		Madhu Rathi	11275			
		Ranvir Ranjit Shah	90200			
		Pratham R Shah	22550			
		Kiran Veagapudi	22550			
		Sunita Madhusudan Sarda	11275			
		Kishan Gopal Mohta	90200			
		Kishor Shah	4510			
		Vinod Sethi HUF	45100			
		Vinod Sethi	45100			
		Vijaya Kumar Chokhany	4510			
		Pankaj Ramsukh Gelra HUF	3600			
		Glance Finance Limited	11275			
		Monika Gupta	11275			
		Vijay Manohar Vij	4510			
		Rajesh Bhanshali	4500			
		Sushil Kumar Jain	2000			
		Shrenik Mahendra Khasgiwala	11275			
		Sethi Funds Management Private Limited	22550			
		Rachna Mimani	4510			
		Atik Girish Luthria	2250			
		Natasha Nikhil Gowani	4500			
		Suman Agal	4500			
		Vishwanshu Vijayakumar Agarwal	13500			
		Paritosh Devesh Ajmera	4735			
		PKP Family Trust	13500			
		Varun Ravindra Fotedar	2250			
		Priyankar Sarkar	4285			
		Devendra Chawala	18040			
		Tejas Sethi	90200			
Manish Vinod Shah	16,500					
Neelam Mohta	11,275					
Trina Vyas	67,650					
Tanaisha Vyas	67,650					
Jitendra Mehta	2,255					
S B Aggarwal HUF	30,306					
Total		10,58,036			2,345.98	
Weighted Average Cost of Acquisition					221.73	

Weighted average cost of acquisition, floor price and cap price

Past transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Floor Price is ₹[•]	Cap Price is ₹[•]
I. Weighted average cost of acquisition for last 18 months for primary/new issue of shares (equity/convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Daft Red Herring Prospectus, where such issuance is equal to or more than 5.00% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions	45.36	[•]	[•]

Past transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Floor Price is ₹[•]	Cap Price is ₹[•]
combined together over a span of rolling 30 days			
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares (equity/convertible securities), where Promoter / Promoter Group entities or Selling Shareholders or Shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Prospectus, where either acquisition or sale is equal to or more than 5 per cent of the fully diluted paid-up share capital of our 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	221.73	[•]	[•]

The Issue price is [•] times of the Face Value of the Equity Shares

The Issue Price of ₹[•] has been determined by our Company in consultation with the BRLM, on the basis of market demand from investors for Equity Shares through the Book Building Process.

Investors should read the abovementioned information along with “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements” on pages 18, 97, 148 and 144, respectively, to have a more informed view.

STATEMENT OF TAX BENEFITS

Statement of Special Tax Benefits available to the Company and its shareholders

To,

The Board of Directors

Vinyas Innovative Technologies Limited

(Formerly known as Vinyas Innovative Technologies Private Limited)

Plot No. 19, Survey No. 26 & 273-P,

3rd Phase Koorgalli Industrial Area,

Ilawala Hobali, Mysore-570018, Karnataka

Sub : Statement of Special Tax Benefits (“Statement”) available to Vinyas Innovative Technologies Limited (“Company”) and its shareholders prepared in accordance with the requirement in Schedule VI of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018 (“The Regulation”).

We refer to the proposed Issue of the shares of **Vinyas Innovative Technologies Limited**, formerly known as Vinyas Innovative Technologies Private Limited (‘Company’). We enclose herewith the statement showing the special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 (‘Act’), as applicable to the Assessment Year 2024-25 relevant to the Financial Year 2023-24 for inclusion in the Draft Red Herring Prospectus (“**Offer Document**”) for the proposed Issue of shares.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-Tax Act, 1961. Hence, the ability of the Company or its shareholders to derive these direct and indirect tax benefits are dependent upon their fulfilling such conditions, which is based on the business imperatives, the company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide 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 their own tax consultant with respect to specific tax implications arising out of participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

- the Company or its shareholders will continue to obtain these benefits in future;
- the conditions prescribed for availing the benefits, where applicable have been/would be met;
- the revenue authorizes/courts will concur with the views expressed herein.

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VINYAS INNOVATIVE TECHNOLOGIES LIMITED (“COMPANY”) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

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

1. Special Direct & Indirect Tax Benefits available to the Company

There are no special direct & indirect tax benefits available to the Company.

2. Special Direct & Indirect Tax Benefits available to the shareholders of the Company

There are no special direct & indirect tax benefits available to the shareholders of the Company.

Notes:

- 1) All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
- 2) The above statement covers only certain relevant direct & indirect tax law benefits.
- 3) 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

You should consult your own Tax Advisors concerning the Indian Tax implications and consequences of purchasing, owning and disposing of equity shares in your particular situation.

For P Chandrasekar LLP
Chartered Accountants
Firm Reg. No. 000580S/S200066

Sd/-
Arun R
Partner
Membership No. 208425
UDIN: 23208425BGBLPM9091

Date: August 25, 2023
Place: Bangalore

SECTION V-ABOUT THE COMPANY

OUR INDUSTRY

Introduction:

India, a South Asian nation, is the seventh-largest country by area, the second-most populous country with over 1.34 billion people, and the most populous democracy in the world. India boasts of an immensely rich cultural heritage including numerous languages, traditions, and people. The country holds its uniqueness in its diversity, and hence has adapted itself to international changes with poise and comfort. While the economy has welcomed international companies to invest in it with open arms since liberalisation in the 1990s, Indians have been prudent and pro-active in adopting global approach and skills. Indian villagers have proudly taken up farming, advanced agriculture and unique handicrafts as their profession on one hand, while modern industries and professional services sectors are coming up in a big way on the other.

The economy of India is characterised as a middle income developing market economy. It is the world's fifth-largest economy by nominal GDP and the third-largest by purchasing power parity (PPP). According to the International Monetary Fund (IMF), on a per capita income basis, India ranked 142nd in terms of Nominal GDP and 124th rank in GDP in terms of Purchasing Power Parity in 2020.

In 2020, India's ten largest trading partners were USA, China, UAE, Saudi Arabia, Switzerland, Germany, Hong Kong, Indonesia, South Korea and Malaysia.

Key Economic Indicator:

National Income:

Gross Domestic Product (GDP) for FY2020-21 is reported at Rs 135.13 Lakh crore as compared to Rs 145.69 lakh crore in FY2019-20, growth declining by -7.3% as compared to 4.0% in FY2019-20. Gross Value added for (GVA) has registered the decline of 6.3% in FY2020-21, GVA is reported at Rs 124.53 lakh crore as compared to Rs 132.71 Lakh crore in FY2019-20.

In the component of GVA for FY2020-21, as result of pandemic and the its impact on the economy, Agriculture, Forestry & Fishing declined by 3.6%, Mining & Quarrying declined by 8.5%, Manufacturing was down by 7.2%, Electricity, Gas, Water Supply and Other Utility Services grown by 1.9%, Construction slipped by 8.6%, Trade, Hotels, Transport, Communication and Services Related to Broadcast was down by 18.2%, Financial, Real Estate and Professional Services plunged by 1.5%, Public Administration, Defence and Other Services saw a negative growth of 4.6%.

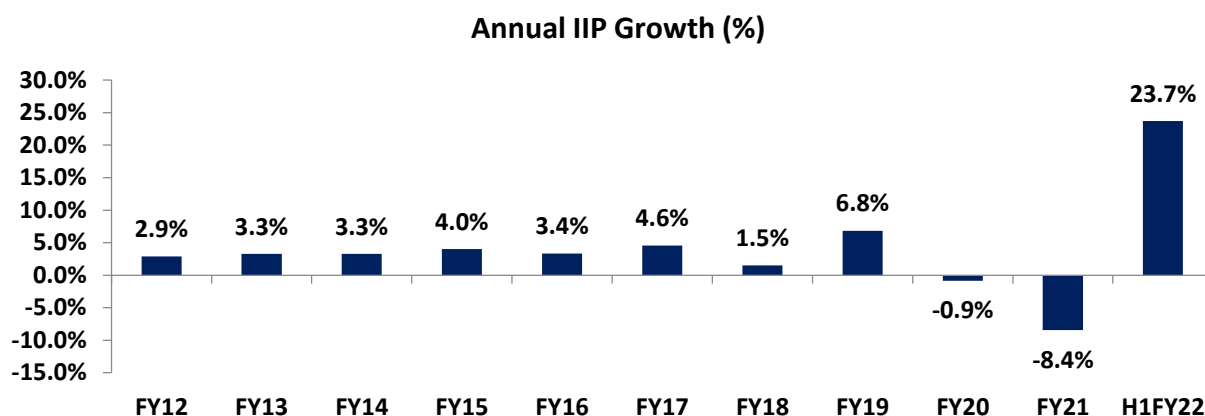
Component of GVA	FY2019-20 (Rs lakh Cr)	FY2020-21 (Rs lakh Cr)	Growth YoY
Agriculture, Forestry & Fishing	19.68	20.40	-3.6%
Mining & Quarrying	3.22	2.95	-8.5%
Manufacturing	22.69	21.07	-7.2%
Electricity, Gas, Water Supply and Other Utility Services	3.00	3.07	1.9%
Construction	10.36	9.46	-8.6%
Trade, Hotels, Transport, Communication and Services Related to Broadcast	26.99	22.08	-18.2%
Financial, Real Estate and Professional Services	29.17	28.73	-1.5%
Public Administration, Defence and Other Services	17.59	16.78	-4.6%
GVA (Gross Value Added)	132.71	124.53	-6.2%

Gross value added for H1FY22 is reported at Rs 63.36 lakh crores compared to Rs 55.98 lakh crores in H1FY21, showing growth of 13.2% year on year basis.**Error! Not a valid link.Error! Not a valid link.**

Industrial Production:

Index of Industrial Production (IIP) for FY2020-21 stood at 118.1 compared to 129.0 in FY2019-20, showing the plunge of 8.4% compared to the previous year. In FY2019-20 IIP declined by 0.86%. As per Used Based Classification, Primary goods grew by -7.1%, Capital Goods declined by 18.8%, Intermediate goods grew by -

9.3%, Infrastructure and Construction Goods declined by 8.7%, Consumer Durables plunged by 15.2%, and Consumer Non-Durables declined by 2.1% in FY2020-21 compared to FY2019-20.



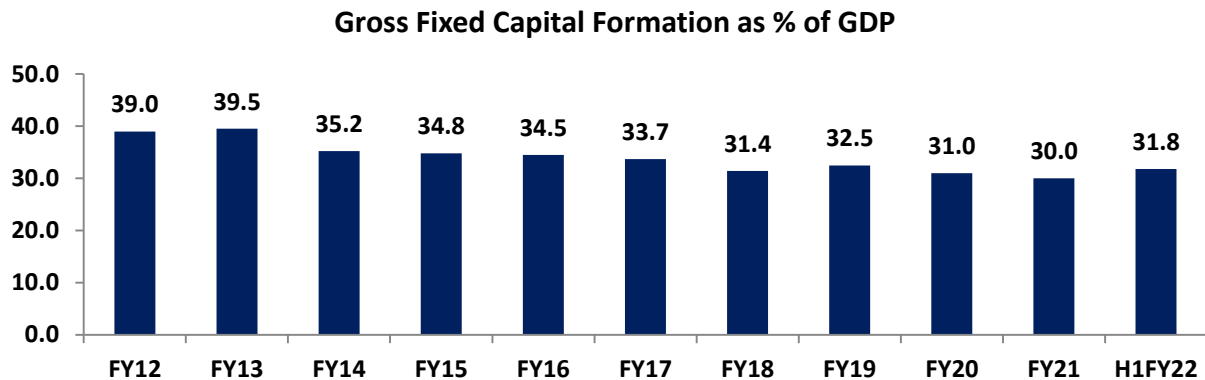
Inflation:

Consumer Price Index (CPI) which measures the retail Inflation in the economy, grew at 6.2% in FY2020-21 compared to 4.8% in FY2019-20.

Wholesale Price Index (WPI) rose to 123.4 for the FY2020-21 compared to 121.8 in FY2019-20, showing the surge of 1.3% in wholesale inflation.

Gross Fixed Capital Formation:

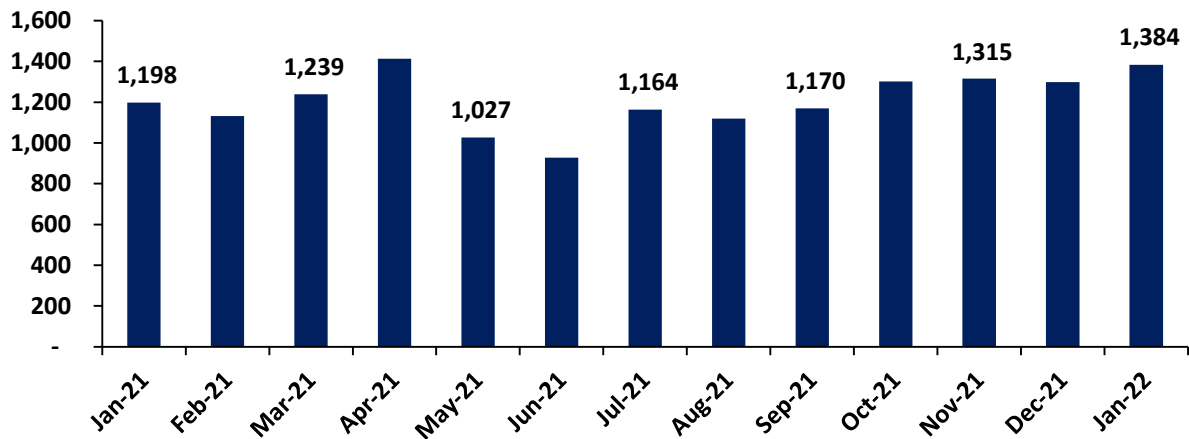
Gross Fixed Capital Formation (GFCF) for the financial year FY2020-21, reported at Rs 42.21 lakh crore as compared to Rs 47.30 lakh crore in FY2019-20. As a percent of GDP it was reported at 31.2% of FY21 GDP which was 32.5% of the GDP in FY20. GFCF for H1FY22 is 31.8% of half year GDP.



Monthly GST collection:

Monthly GST revenues has witnessed good collections during the past 6 month as the revenue has remained over Rs 1.1 trillion. Average Annual GST revenue for FY21 was Rs 947 billion compared to Rs 1,018 billion in FY20.

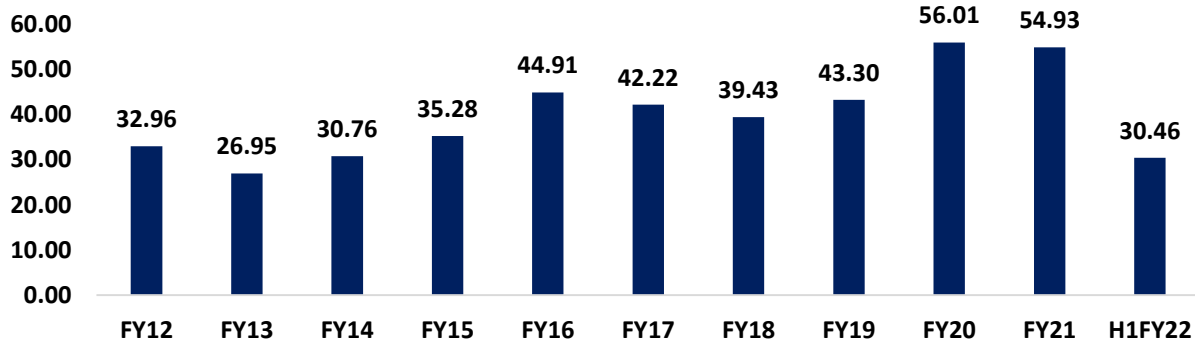
Total GST collection (Rs billion)



FDI Inflows:

During the financial year FY2020-21, India has received the FDI of \$ 54.93 billion as compared to \$ 56.01 billion in FY2019-20. FDI in FY21 registered the growth of -2% compared to 29% in FY20. On cumulative basis, from FY12 to FY20 India has received the total FDI of \$ 406.7 billion. FDI flow for H1FY22 is \$ 30.46 bn compared to \$ 29.18 bn in the same period last year.

FDI in \$ bn



Source: RB, MOSPI, IBEF

Current State of the Economy:

GDP for Q2FY22 is reported at Rs 35.73 lakh crore compared to Rs 32.97 lakh core in FQ2FY21 which has grown by 8.37% year on year. For the half year FY22, GDP is reported at Rs 68.11 lakh crore which has grown by 13.67% year on year compared to Rs 59.92 lakh crore in half year FY21.

Retail inflation, measured by CPI is 5.59% for the month of December 2021 compared to 4.91% in November 2021 and 4.59% in December 2020 on year on year basis.

Wholesale Price in Index for the month of December 2021 was 13.56% compared to 14.23% in November and 13.83% in October 2021.

Index of Industrial Production (IIP) for the month of November 2021 was at 128.5 compared to 134.8 in October 2021 and 126.7 in November 2020. IIP for the November 2021 grew by 1.42% on year on year, while in October 2021 it grew by 4.01% on year on year basis.

Global Economic Outlook:

COVID 19 had adversely impacted the global economy and human life severely. Lockdowns implemented across the globe from time to time had impacted the business activity and earning capacity, it has created the large unemployment due to shut downs and migration. There was complete meltdown till the first half of the year 2020. Recovery across the globe is witnessed post the lifting of lockdowns and industrial activity has started picking up but there is again, the concern of new Covid spread in various part of the world.

New Omicron variant has emerged as the fast spreading virus and has shocked the countries like US, Germany, France, Hong Kong and many more by surge in daily new cases, though it is considered to be less infectious compared to the previous variants. However, there has been full or partial lockdowns, travel ban implemented by many counties posing new threat to the global economic recovery and global supply chain. This has resulted in sharp surge in inflation across the globe and interest rate hike is very likely sooner or later.

Vaccination rollout is running at good pace in Western countries and Asian countries have also on strong footing. In India more than 91 cr of population has received at least one dose of the vaccine and total doses count is 157 cr. Economic activity across the globe is picking up very fast amid the detection of new variants of the COVID in Europe and in other parts of the world, which is a bit troublesome.

Growth Outlook:

Global growth is expected to moderate from 5.9% in 2021 to 4.4% in 2022 half a percentage point lower for 2022 than in the October World Economic Outlook (WEO), largely reflecting forecast markdowns in the two largest economies. A revised assumption removing the Build Back Better fiscal policy package from the baseline, earlier withdrawal of monetary accommodation, and continued supply shortages produced a downward 1.2 percentage-points revision for the United States. In China, pandemic-induced disruptions related to the zero-tolerance COVID-19 policy and protracted financial stress among property developers have induced a 0.8 percentage-point downgrade. Global growth is expected to slow to 3.8% in 2023.

*Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.
1. Indonesia, Malaysia, Philippines, Thailand, Vietnam
Source: <https://www.imf.org/en/Publications/WEO/Issues/2022/01/25/world-economic-outlook-update-january-2022>*

Indian strategic Electronics Industry Overview

Overview

India has the second largest armed force in the world, and is considered the seventh largest aerospace and defence (A&D) market globally with a sizeable budget to cover the needs of the country's Army, Navy and Air Force. The large scale modernization of the defence forces and the drive to manufacture locally have become focus areas of the government. Emerging technologies are going to reshape modern day warfare, and will harness the power of electronics to do so. This will make the Indian strategic electronics (SE) sector, mainly comprising aerospace and defence, a vibrant industry over the next decade.

India's defence manufacturing sector has been witnessing a CAGR of 3.9% between 2016 and 2020. The Indian government has set the defence production target at US\$ 25.00 billion by 2025 (including US\$ 5 billion from exports by 2025). Defence exports in India were estimated to be at US\$ 1.29 billion in 2019-20. India's defence import value stood at US\$ 463 million for FY20 and is expected to be at US\$ 469.5 million in FY21. Defence exports in the country witnessed strong growth in the last two years. India targets to export military hardware worth US\$ 5 billion (Rs. 35,000 crore) in the next 5 years. As of 2019, India ranked 19th in the list of top defence exporters in the world by exporting defence products to 42 countries.

Defence production in India is gradually heading towards private sector participation. As per the 'India's Defence Market Outlook 2019-2025' report, published by Market Research, between 2015-16 and now, out of 188 contracts, 121 have been signed with Indian vendors including DPSUs (defence PSUs), PSUs, OFBs (Ordinance Factory Boards) and private vendors to procure defence equipment.

Source: <https://www.electronicstb2b.com/industry-buzz/indias-strategic-electronics-sector-must-grow-faster/>

Strategic Electronics:

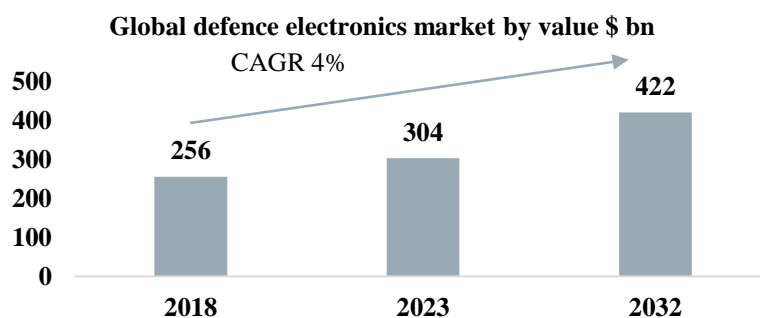
Strategic Electronics is the primary capability driver in modern warfare systems with value contribution being more than 40% across leading platforms. The global market for strategic electronics is expected to be USD 256 bn in 2018 and estimated to grow at a CAGR of 4% to reach USD 422 bn by 2032 with US occupying the largest market share.

The electronics system design community in India, one of the largest globally are working on cutting edge technologies which have direct impact on the strategic electronics need of our country, be it design of nano satellites, robots that can roam in moon & Mars or swarm robots for defence applications, AI enabled intelligent electronics systems for intrusion detection, software defined radios for building secured communication network, wearable devices for soldiers etc. History shows that Government supported strategic electronics outsourcing has built the strong ESDM ecosystem & global MNCs in Electronics in countries like USA and Israel. Today we are at the inflexion point where government with its strong focus on indigenization in Defence and Space and the matured ESDM industry can make India not only be self-sufficient in our need but also a global leader in Strategic Electronics to address the ~USD 542 bn opportunity by 2032.

The Growth in demand for electronics in Indian Aerospace & Defence is driven by modernization of weapon platforms, introduction of state-of-art weapons by the three armed forces, impact of indigenization and Make in India initiative. The demand pool is highly dispersed emanating from more than 45 individual entities operating through more than 100 institutions. It is primarily led by Ministry of Defence, Ministry of Home Affairs & Civil Avionics. Strategic electronics market size in India is expected to be ~USD 6 bn in 2019 and based on already classified plans and orders across various programs, it is estimated to grow at a CAGR of 7% to reach USD 15 bn by 2032. Civil avionics which has traditionally been untouched by Indian players is expected to generate demand worth USD 10 bn over the next 12 years.

Key Highlights:

- Global Strategic electronics market is expected to grow at a CAGR of 4% over next 12-15 years driven by technology, integration & Industry 4.0
- Strategic electronics is the primary capability driver in modern warfare systems with value contribution being more than 40% across leading platforms
- The global market for strategic electronics is expected to be USD 256 bn in 2018 and estimated to grow at a CAGR of ~4% to reach ~USD 422 bn by 2032 with US occupying the largest market share
- It is expected to be driven by a set of factors including technology, integration, industrial aggregation and Industry 4.0
- Growth in demand for electronics in Indian A&D is driven by modernization of weapon platforms, introduction of state of art weapons by the three armed forces, impact of indigenization and Make in India initiative
- The demand pool is highly dispersed emanating from more than 45 individual entities operating through more than 100 institutions. It is primarily led by Ministry of Defence, Ministry of Home Affairs & Civil Avionics
- Strategic electronics market size in India is expected to be ~USD 6 bn in 2019 and based on already classified plans and orders across various programs, it is estimated to grow at a CAGR of ~7% to reach ~USD 15 bn by 2032
- Civil avionics which has traditionally been untouched by Indian players is expected to generate demand worth USD 10 bn over the next 12 years (cumulatively)



Demand generating applications:

- Tactical communication systems
- Battlefield management systems
- Network-centric warfare systems

- Future infantry soldiers as systems
- Tank electronics
- Air Defence systems
- Avionics, navigation equipment, radar and sonar equipment
- Night-vision devices
- A host of associated and embedded electronics

Identifying areas where demand will grow:

- In spite of huge opportunities, there is a demand-supply gap with respect to the availability of indigenous components, products and solutions, most of which are still imported. Indian companies are not able to cater to requirements that involve low volumes, high technology and high investments.
- Electronic products and solutions required in large volumes will be in the areas of:
 - EMS, build to print (which in the context of defence production, includes firmware updates, test-jig development, manufacturing software development, component procurement, systems integration, software upgrades/enhancement, verification and validation, system deployment, HW qualification, ESS (Environmental Stress Screening), maintenance support, etc.), line replaceable units for Indian programmes like LCA, LCH, drones, Kamov helicopters, etc.
 - Rugged displays, PDAs, laptops, etc., for the BMS (battlefield management system) project.
 - Electronic components, products and solutions used in vehicles for projects like the FICV (Futuristic Infantry Combat Vehicle), self-propelled guns, etc.

In addition to that, single board computers (new technology), advanced PCB design technology, cables and harnesses to meet aerospace standards, etc., are also in demand. Security is a key concern for any defence application. Therefore, there is a huge demand for a holistic security network and indigenously developed security devices. Domestic capabilities are in demand to sustain and upgrade existing systems through innovative maintenance, repair and operational (MRO) solutions.

Strategic Electronics Market in India:

The total market opportunity for strategic electronics in India is expected to range from USD 135 to 137 bn till 2032 (cumulatively).

<p><u>Ministry of Defence (MoD)</u> The opportunity in electronics via MoD is \$ 68 bn</p>	<p><u>Ministry of Home Affairs (MoHA)</u> The opportunity in electronics via MoHA is \$ 40 bn</p>	<p><u>Intelligence Under (MoHA)</u> The opportunity in electronics for Intelligence is \$ 18 bn</p>	<p><u>Civil Aviation</u> The opportunity in civil aviation is \$ 10 bn</p>
<p>Land-systems: ~USD 18 bn Naval electronics: ~USD 26 bn Airborne electronics: ~USD 13 bn Network electronics: ~USD 11 bn</p>	<ul style="list-style-type: none"> • The demand arising from Ministry of Home Affairs (except Intelligence Systems) is expected to decrease at ~CAGR 4% till 2025 and stabilize beyond that. • Uri attacks has resulted in a reprioritization of critical infra. protection (a large part of which is electronics based security) 	<ul style="list-style-type: none"> • Information, Surveillance, Networks & Forensics Constitute ~45% of the total demand from Ministry by Home Affairs • This is driven by implementation of tech-based solutions in security networks. 	<ul style="list-style-type: none"> • Assuming India needs to buy 700-800 aircrafts in the next 10-12 years, avionics market size is expected to be ~USD 10 bn. • This demand is driven by domestic industrial growth, growth of LCCs (Low Cost Carriers), increase in customer segment of middle class flyers and increased policy support in the form of removal of FDI limits in key aviation sub-sectors.

‘Design in India’ in focus:

All experts feel that in spite of the huge opportunities, the Indian strategic electronics sector is still far from achieving self-reliance due to the absence of integration between R&D and manufacturing. In the last one year, the defence sector got a policy boost through the amendment of the defense procurement policy (DPP 2016). This includes a special category called ‘Buy (Indian – Indigenously Designed, Developed and Manufactured)’ or ‘Buy (Indian-IDDMM)’ that will get the highest priority in the defense procurement process. Buy (Indian-IDDMM) ranks higher in the procurement process than the ‘Buy and Make (Indian)’, ‘Buy and Make’ and ‘Buy (Global)’, in that order. Inclusion of this new procurement category will provide a greater thrust to the ‘Make in India’ initiative in defence production, focusing on products and solutions designed in India.

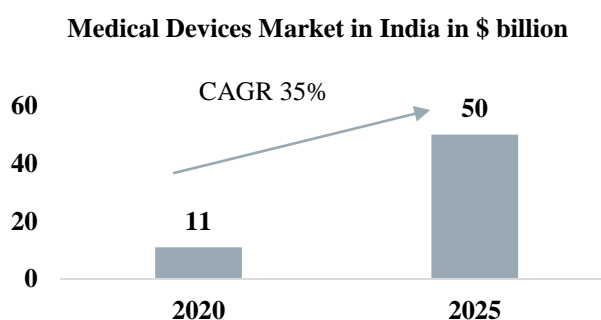
The Union budget for 2022-23 indicated that 68% of capital procurement budget in defense will be earmarked for domestic industry in 2022-23 (up from the 58% last fiscal).

This would promote in-house design capabilities and higher localization, strengthening the domestic industry, especially the private sector, in defence production. However, it is to be noted that the responsibility to prove that a design is indigenous rests with the company, while the final approval would come from the government. This in turn offers unique opportunities to companies that are operating or would like to enter the defense industry specifically in the areas of electronic system design, original design manufacturing (ODM), etc.

The government has already launched some programmes and schemes to facilitate R&D activities in this field. The Technology Development Fund (TDF) and the recently opened Army Design Bureau are worth mentioning here.

Indian Medical Devices Market Overview:

India is among the top 20 markets for medical devices worldwide. India's medical device market is the 4th largest in Asia, following Japan, China and South Korea. However, it has the potential to surpass its peers in terms of size and scale; this based on the government's support the sector has received over the past several years. The market is expected to increase at a 37% CAGR to reach US\$ 50 billion in 2025, from Rs. 75,611 crores (US\$ 10.36 billion) in 2020. Rising number of medical facilities and introduction of the Medical Devices (Amendment) Rules 2020 will boost the demand for medical devices in the market. The FY22 medical devices market is expected to reach US\$ 11.86 billion.

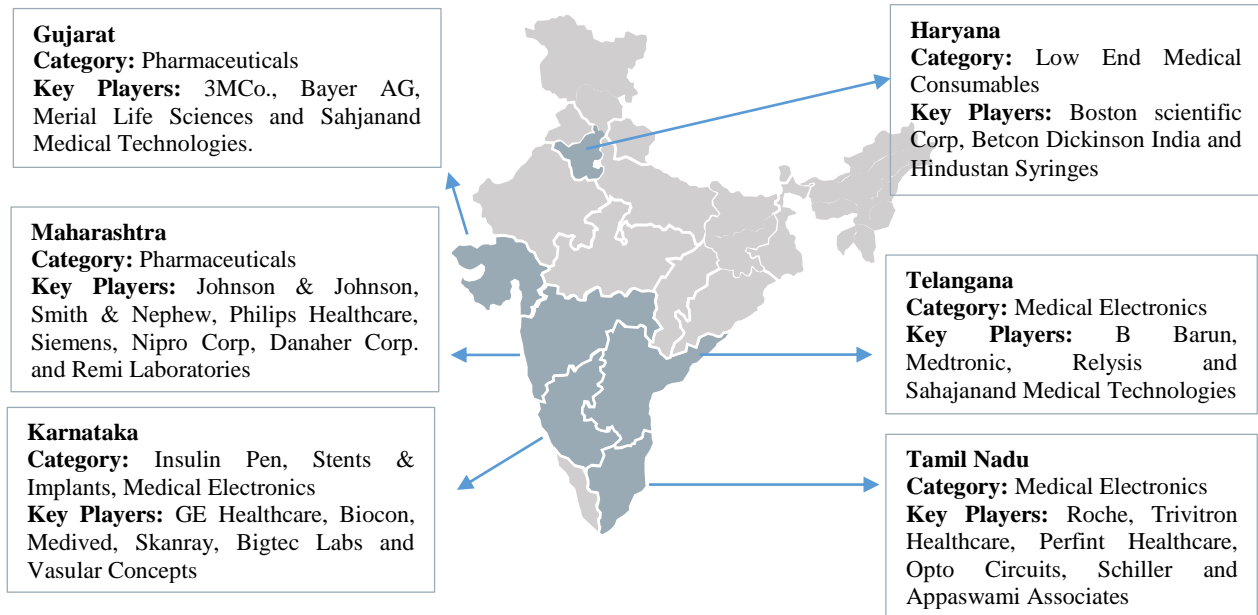


India has an overall 75%-80% import dependency on medical devices, with export at Rs 14,802 crore (US\$ 2.1 billion) in 2019 and is expected to rise at CARG of 29.7% to reach Rs 70,490 (US US\$ 10 billion) in 2025.

Between 2020 and 2025, diagnostic imaging is likely to expand at a CAGR of 13.5%. India has approved 100% FDIs—under the automatic route for both brownfield and greenfield setups in the sector. This is expected to boost the industry. Strong FDI inflow also reflects confidence among global players on the Indian medical devices market. Over the last five years (2015-20), India received US\$ 600 million with key investments from countries such as Singapore, the US, Europe and Japan. Categories such as equipment & instruments and consumables & implants have attracted the most FDIs. FDI inflow in the medical and surgical appliances sector stood at US\$ 2.23 billion between April 2000 and June 2021.

To boost domestic manufacturing of medical devices and attract huge investments in India, the department of pharmaceuticals launched a PLI scheme for domestic manufacturing of medical devices, with a total outlay of funds worth Rs. 3,420 crores (US\$ 468.78 million) for the period FY21-FY28.

Major Clusters of Medical Devices Manufacturing:



Indian Automotive Electronics Market Overview:

Continuous innovation and development in the automotive industry have made electronics an inevitable part of the transition from conventional mechanical systems to electronic systems. Automotive electronics development for different vehicular applications such as body electronics, safety, entertainment, electrification, and driver assistance contribute to rapid market growth. The current automotive industry trends toward connected, autonomous, shared, and electric (CASE) convergence have automotive electronics as the primary enabler.

India's automotive electronics market is expected to cross USD 18 billion by 2027 with a compound annual growth rate (CAGR) of 17%, driven by rising income levels and increasing customer preference for in-vehicle digital experience.

The automotive electronics sales are expected to triple during the period (from USD 6 billion in 2020). Passenger vehicles are expected to capture nearly two-thirds of the Indian automotive electronics market driven by the rising usage of telematics control unit (TCU), infotainment and other electronic components such as on-board diagnostics (OBD), electronic control unit (ECU) and anti-lock braking systems (ABS).

Telematics penetration in India remains low compared to global standards. However, rising awareness among people about advanced safety and communication services, coupled with more embedded connectivity service offerings by automakers, will drive this market in the future.

Head-up display (HUD), blind-spot monitoring system, auto-dimming mirror, advanced driver assistance systems (ADAS) and automatic transmission features remain mainstream features for premium segment cars (cars with an ex-showroom price of more than Rs 11 lakh).

The average electronic component cost per passenger vehicle is projected to reach nearly Rs 2 lakh (USD 2,685) by 2027. Stringent regulations like Corporate Average Fuel Efficiency II (CAFE II) and Bharat Stage-VI (BS-VI) are also among the key drivers for rising electronic content in a car.

India's two-wheeler market will also see growing adoption of automotive electronics. In the three-wheeler category, electronics penetration is slower compared to passenger vehicles and two-wheelers. Embedded telematics and infotainment offerings are rare in three-wheelers considering this segment has the highest EV penetration among all vehicle categories.

E-commerce will drive the telematics market, transporting specific products like groceries and home appliances during the forecast period.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 13 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors”, “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 18, 144 and 148, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

OVERVIEW

Incorporated in 2001, Vinyas Innovative Technologies Limited is a leading provider of design, engineering and electronics manufacturing services catering to global Original Equipment Manufacturers and Original Design Manufacturers in Electronic Industry. As an integrated electronic manufacturing services provider, Our Company offers a broad range of products and services across multiple industry segments for about 20 years. With wide industry knowledge, cutting-edge technologies & state-of-the-art infrastructure, Vinyas supports its Global partners from conceptualizing the design, engineering, manufacturing to turnkey requirements for mission-critical applications.

We leverage the design capabilities of with over three decades of domain expertise providing engineering and design solutions globally with a focus on multiple industries. Our Electronic Manufacturing Services are provided as Build to Print (“B2P”) and Build to Specification (“B2S”) services to our clients. Our B2P solutions involve our client providing the design for the product for which we provide agile and flexible manufacturing services. Our B2S services involve utilising our design capabilities to design the relevant product based on the specifications provided by the client and manufacturing the product. Our solutions primarily comprise: (i) printed circuit board (“PCB”) assembly (“PCBA”), and (ii) box builds which are used in safety critical systems such as cockpits, inflight systems, landing systems, and medical diagnostic equipment.

Continuously investing in strengthening its design & manufacturing expertise, Our Company is identified as a game changer in EMS industry for its innovative and in-house path breaking solutions to complex manufacturing processes. Focusing on quality, integrity and hard work, we have not only established a Global network of suppliers and customers but also created a long-lasting partnership to accelerate One-stop-shop solution to all its customer worldwide.

Our Company is the preferred partner for the Global OEMs and ODMs by offering end-to-end solutions ranging from Design for Manufacturability, Supply Chain Management, PCB assembly, advanced test solutions, Product Integration and after-market support.

STRENGTHS

Among the preferred Indian Partners for the defence and aerospace industry with global accreditations

We are a preferred IOP for foreign OEMs for executing defence manufacturing projects. We undertake “build-to-print” and “build to specification” system integration and manufacture Printed Circuit Board Assembly (PCBA) and complete box build for both domestic and international OEMs. We hold a number of key certifications that include AS 9100D and ISO 9001:2015 certification for quality management systems for aerospace and defence products manufacturing and our Defence Industrial License from the Ministry of Commerce and Industry, Government of India for the manufacture of defence subsystems that includes modules for Radar and Imaging or Countermeasure Equipment like Infrared or Thermal Imaging Equipment for military use. We also adhere to global standards and have obtained various global certifications. These certifications ensure that our processes comply with customer specific, industry specific, statutory health and safety, as well as environmental and social and governance requirements. Certain of these standards also require us to undergo audits. Our global certifications help us serve our customers’ stringent quality specifications and assists in new customer acquisition.

Technology enabled and scalable end-to-end capabilities

Our system integration services are a part of an array of electronic, electro-mechanical and PCB assemblies, and full-system integration services, which can be configured as per our customers' requirements. As part of our system integration services, we also do in-house testing to ensure the quality of our final products, and reliability of our products' functioning under varying environmental conditions. We also specialise in manufacturing products that are used in applications for Medical, Telecom, Automotive and Industrial segment. We possess the skillset and technology to manufacture PCBA according to customer requirements. In addition, our products are also subjected to various quality assurance tests.

Our manufacturing process allows us to manufacture our products according to the specific requirements and quality expectations of our customers maintaining the required quality standards. Most of the products are manufactured by our skilled workforce and checked by the test equipment to handle manufacturing of proprietary and classified products, the designs of which are provided to us by our OEM customers. We also conduct training programs for our employees with a view of skill enhancement.

We have developed our supply chain for sourcing raw materials used to manufacture our products. Essential raw materials required to manufacture PCBAs and system integration are majorly in the form of electronic assemblies and sub-systems such as cables and wires, bare PCB, Mechanical Parts, Cable Harness. We typically source our raw materials from suppliers approved by our customers. We believe we have maintained strong relationships with our suppliers by working closely with them to meet customer schedules, inventory management to minimize dead inventories and discussions to improve the quality of raw materials supplied.

Business model with visibility of cash flows and ability to mitigate operational and technology risk

We believe our competitive advantages include efficiency in operations resulting in timely delivery to customers, maintaining quality control and product security. This has enabled our Company to develop long term and entrenched relationships with OEM customers that has resulted in growth in our operations and sizeable order book.

Our manufacturing activity is obsolescence-proof as the technology coupled with intellectual property rights, both vest with our OEM customers. Further, our in-house team monitors the obsolescence factor and provides feedback to our OEM customers for suitable action including drop-in replacements. Our OEM customers also provide training at their facilities to our employees. In our system integration projects that are high value, intellectual property-sensitive and classified, we perform risk mitigation including handling of our finished goods under special standard operating procedure provided by customers which includes a dedicated vehicle with freight forwarders to escort the consignment from our premises to dedicated area in airport. This enables security of classified products till they reach the end-customer in various locations. For certain products which do not meet the required specification after subjecting them for the defined testing processes, we are able to rectify the failure based on available technical data and our expertise. For products where the failure cannot be identified with available technical data and those that require core design data for further analysis, our OEM customers permit us to ship the product in an as-is condition which improves our inventory position and ensures cash flows. Our capital expenditure requirement on such projects significantly reduces as our customers provide us with equipment required for testing and qualifying the customised products. Our customers typically reimburse us for costs incurred to maintain all buyer furnished equipment to use in manufacturing and qualifying the products in serviceable condition. Our Company and our customer jointly monitor and ensure the quality of items. Our customers also provide technical training to our employees to ensure efficient project execution.

Track record of consistent financial performance

We have been delivering consistent financial performance, despite the impact of the COVID-19 pandemic on our business operations. In Fiscal 2021, 2022 and 2023, our revenue from operations were ₹20,502.91 lakhs, ₹20,773.76 lakhs and ₹23,452.40 lakhs, respectively. We have witnessed consistent improvement in our balance sheet position in the last Fiscal.

The following table sets forth certain key financial performance indicators as of and for the periods indicated:

(₹ in lakhs)			
Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations ¹	23,452.40	20,773.76	20,502.91
Total Revenue ²	23,885.41	21,216.30	20,780.50
EBITDA	2,490.41	1,630.74	1,333.21
EBIT	2,269.26	1,371.36	1,033.65
EBT	1,008.94	251.65	172.12
PAT	734.34	100.88	123.15
<i>EBITDA Margin</i> ³	10.43%	7.69%	6.42%
<i>EBIT Margin</i> ⁴	9.50%	6.46%	4.97%
<i>EBT Margin</i> ⁵	4.22%	1.19%	0.83%
<i>PAT Margin</i> ⁶	3.07%	0.48%	0.59%
Share Capital	374.20	374.20	374.20
Reserves & Surplus	4,178.79	2,770.54	2,695.17
Net Worth	4,552.99	3,144.74	3,069.38
Short Term Borrowing	6,676.95	7,363.09	8,141.15
Long Term Borrowing	1,894.06	2,179.49	1,224.74
Total Borrowing	8,571.01	9,542.58	9,365.89
Debt / Equity ⁷	1.88	3.03	3.05
RoE ⁸	16.13%	3.21%	4.01%
RoCE ⁹	35.20%	25.76%	24.07%
Net Debt / EBITDA ¹⁰	3.26	5.45	6.65
Current Ratio ¹¹	1.17	1.09	1.03
NAV	121.67	84.04	82.02
Cash & Equivalents	445.78	656.56	494.93
Current Assets	17,564.23	18,265.04	14,512.22
Current Liabilities	15,015.87	16,709.36	14,100.94

Note: As certified by Chartered Accountant vide Certificate dated August 29, 2023

Explanation for Key Performance Indicators

12. Revenue from operations refers to revenue from sales of product and services and other operating income.
13. Total Revenue refers to Revenue from operations plus Other Income.
14. EBITDA Margin is an indicator to measure efficiency of generating core profitability of company.
15. EBIT Margin is an indicator use to measure the efficiency of company to generate operating profits.
16. EBT Margin used as indicator to calculate profitability before tax as percent of Total Revenue.
17. PAT Margin used as measure of calculation profit available to shareholders as percent of Total Revenue.
18. Debt / Equity ratio measures leverage of company, it is also a measure of capital structure that provides relative proportion of Shareholders equity and debt used to finance the assets of company.
19. RoE measure the ability to gauge how much shareholders are earning on their investments. It exhibits how well the company has utilised the shareholder's money.
20. RoCE indicates how efficiently capital is being used in the business. It provides the ability of the company to generates the returns against the capital it put to use.
21. Net Debt / EBITDA ratio is a financial leverage metric used to measure a company's ability to pay off its debt obligations with available earning. It is also used as proxy for payback period assuming the company operates at current level to become debt-free.
22. Current Ratio indicates the short term liquidity and measures the ability of the company to pay off its short term obligations.

Experienced and qualified Promoters and senior management team supported by a committed employee base

We possess a qualified senior management team with considerable industry experience. Our Promoter, and Managing Director, Mr. Narendra Narayanan, is an industry veteran with over 3 decades of experience in electronic manufacturing and in the defence and aerospace sectors. Our Whole-Time Director, Mr. Sumukh Narendra, has over 8 years of Experience in Design Engineering and brings in a strong focus on developing cutting edge and innovative technologies in a diagnostic and digital health care domain. Our Whole-time Director, T.R Srinivasan, possesses more than 2 decades of experience in the Electronics Manufacturing as well as Electronics Hardware Industry. Our Key Managerial Personnel team includes a combination of management executives who bring in significant business expertise including in the areas of finance and accounts, supply

chain management, logistics, production, quality, and human resources, which positions us well to capitalize on the current and future growth opportunities.

Market Leadership Position

Our Company has a strong market leadership position in the Aerospace, Defence & other Electronic segment in the industry. It has helped the company to rapidly scale new products successes. Achieving market leadership in the ESDM industry requires a combination of factors such as innovation, quality, customer service, competitive pricing, and effective marketing.

One of the key drivers of market leadership in the ESDM industry is the ability to innovate and offer unique and superior products and services. Innovation can be achieved by investing in research and development to develop new technologies, products, and services that meet the changing needs of customers. Quality is also critical for ESDM companies seeking to establish market leadership. Customers demand high-quality products and services that are reliable and meet their expectations. Our Company invest in quality control measures and processes to ensure that products meet or exceed customer expectations. Another important factor for market leadership in the ESDM industry is providing excellent customer service. This includes providing timely and responsive customer support, ensuring quick turnaround times, and offering customized solutions to meet customer needs.

Strong Market recognition

Our Company being into the field for more than 2 decades and a strong Promoter having experience of more than 3 decades, have strong Market recognition in the ESDM industry. This has enabled the company to be a premium player compared to its competitors in ESDM industry. In the ESDM industry, strong market recognition refers to a company's ability to establish a strong brand reputation and customer loyalty in the market. This recognition is achieved through various factors such as product quality, innovation, reliability, customer service, and effective marketing. Strong market recognition is important in the ESDM industry as it helps companies to differentiate themselves from their competitors and attract new customers. It also helps to create a positive perception of the company and its products in the minds of existing and potential customers, which can lead to increased sales and revenue.

STRATEGIES

Strengthen our system integration operations and further expand our PCB assembly and system integration business

To expand within our existing verticals, we intend to collaborate with OEMs in India, Israel and United States that possess high-end technologies in areas such as radars, electronic warfare, missile systems, sensors and communication systems. Another driver of defence electronics and associated integration opportunities in India is the proliferation of more advanced intelligence, surveillance and reconnaissance solutions and in particular, radar systems. Several Indian combat aircraft continue to use passive radar solutions. Moving forward, passive radars will be replaced with indigenous active electronically scanned array radar systems. The shift from passive to active radar solutions will thus provide opportunities for the manufacture, assembly, and integration of electronic radar modules. This is another opportunity that we intend to capitalize on based on our existing capabilities.

We also intend to expand our existing PCB assembly and system integration operations to better serve the requirements for our global customers. The domain experience of our senior management team and our Promoter and Managing Director, Mr. Narendra Narayanan, extends beyond electronic manufacturing services (“EMS”) in the aerospace and defence sectors and we intend to leverage such experience to further expand our existing operations in telecom, medical, power, industrial and automotive, amongst others as they result in high volume business along with high EBITDA and profit after tax margins.

Strengthen relationships with our existing customers and expand customer base

We have established long-term relationships with our customers, which has led to recurring business engagements with such customers. We have a comprehensive business model with strict adherence to quality standards and timeline based deliveries which in our experience enables us to offer end-to-end solutions to OEMs. We plan to continue to focus on strengthening our existing relationships with our customers with a view

of entering into more sophisticated, higher value projects with them. We are in the process of evaluating options for the transfer of technology especially from key markets that we serve.

We believe that our quality product offerings, and our leadership in key product segments will enable to us to increase our share of business amongst our existing customers as well as increase our customer base. We intend to acquire customers that can provide higher value contracts, increase the wallet share with our existing customers through a combined means of marketing strategies and improvement of our manufacturing facility.

BUSINESS OPERATIONS

INTEGRATED ELECTRONICS MANUFACTURING SOLUTIONS

Test & Inspection Capabilities

The ultimate realization of all the manufacturing process or product depends on following the accurate and specific testing methodologies. We offer advanced test solutions both at the CCA and system level assembly. We can perform testing developed by the customer or as well develop a complete product-specific test strategy based on customer requirements to deliver a fully working, quality product with increased reliability and optimized yields.

- In-line Automated Optical Inspection (AOI)
- In-Circuit Test (ICT – Agilent & Teradyne platforms)
- Environmental Stress Screening (ESS)
- High Voltage Testing
- Functional Testing
- 2D and 3D Solder Paste Inspection (SPI)
- 3D Automated X-ray Inspection (AXI)
- Ionic Contamination Testing
- Medical Device Simulators

Strategic Sourcing

- Dedicated teams for volume production & NPI / Proto Sourcing
- Stringent supplier qualification process to maintain industry-specific quality standards with best pricing
- Expert material planning team to ensure zero gap between production forecasts and customer delivery
- Ability to source from Global Supplier Database
- Dedicated Component Engineering team to optimize Bill of Material
- Strategic partnerships with suppliers to support consolidated component purchases
Obsolescence management

EMS CAPABILITIES

Design-For-Excellence

- Strong Engineering team for Design & Engineering services
- Expertise in Design for Manufacturability (DFM) for minimizing the cost, complexity, defects and production time
- Proficiency in Design for Testability (DFT) for optimizing testing strategy to ensure a seamless integration between testing and manufacturing work-flows.
- Design Solution at Component, Board and Product Level

Prototyping & New Product Introduction

- Distinct manufacturing line with well-established quality system and process engineering
- Quick-Turn around from concept to product realization
- Focused supply chain management to support product launch and production ramp while minimizing liabilities

Complex Printed Circuit Board Assembly

- State-of-the-art PCB assembly lines – both SMT & PTH
- Capability to handle multi-layer, flexible and rigid PCBs with a wide range of components
- Supports Low/Medium/High Mix and Volume production requirements
- RoHS compliant manufacturing processes
- Flexibility to handle volumes from 1 to any required number as per customer's business needs
- Advanced conformal coating capabilities

System Integration

Also known as Build Box, System Integration can be anything from a simple PCBA housed in a small enclosure, to a cabinet housing a complex electromechanical system. The box build process involves enclosure fabrication, assembling the various PCBAs and cables harness assemblies, installation of sub-assemblies and components and routing of cabling or wire harnesses. Our Company has the following benefits:

- High-tech facility for Box-Build / Product Integration
- Domain expertise in value engineering and localization for cost optimization
- Strong vendor base development & vendor quality management programs
- Established vendor network for mechanical supplies
- Cable & wire routing / installation
- Customized product level testing
- In-house ESS & HASS capabilities
- Test capabilities

MRO

- Cross functional and customer focus team to establish linearity with customers throughout the manufacturing process
- Tailored aftermarket support to constantly maximize manufacturing value, including in-depth warranty, product information management, logistics, repair and rework services.
- Strategic forecasting and planning for the end of life stage to determine the best use of inventories

OFFERINGS AND SERVICES

Our world class manufacturing services pivots on our state-of-the-art infrastructure & equipment, best quality system, capable team, domain expertise and a clear focus on customer needs. Our manufacturing facility is located in Mysore, India. We Offer the following services:

- Engineering Services
- Manufacturing Service in PCB Assembly
- Build to Specification
- After Sales Support

Build-to-print (B2P)

In our B2P model, the design for the project is provided to us by the client, and we manufacture the product based on the provided design and according to the customer's specifications. Typically, the customer provides the bill of materials and drawings and we are responsible for producing the part to the specifications defined by the said customer.

Build-to-specification (B2S)

In the B2S model, the client provides us with its requirements and specifications for the product or project, which our Promoter's design team designs and we proceed to develop based on such requirements and specifications. We also provide inputs in terms of 'design for manufacturability' and 'design for testing' to our Promoter's design team. Once the design is approved by the client, we proceed to manufacture the product based on the approved design. In this model, we, together with our Promoter, offer engineering design and build services, from concept to qualification, with system-level ownership in our respective domains.

Set out in the table below is the revenue from operations generated by the key industries we cater to:

(₹ in lakhs)

Industry	FY 2022-23		FY 2021-22		FY 2020-21	
	Revenue from Operations	% Revenue from Operations	Revenue from Operations	% Revenue from Operations	Revenue from Operations	% Revenue from Operations
Defence & Aerospace	19,303.94	82.31%	17984.69	86.57%	13,596.06	66.31%
Industrial	2,326.24	9.92%	1,352.83	6.51%	668.43	3.26%
Medical	292.63	1.25%	236.45	1.14%	415.14	2.02%
Telecom	96.86	0.41%	281.67	1.36%	4,559.17	22.24%
Others	1,432.73	6.11%	918.12	4.42%	1,264.11	6.17%
Total	23,452.40	100.00%	20,773.76	100.00%	20,502.91	100.00%

Our Geographical Presence and Revenue break-up:

(₹ in lakhs)

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
India	21,612.06	20,062.71	18,994.39
Canada	18.95	2.72	637.77
United States of America	695.69	383.00	472.75
Israel	1,039.28	302.13	87.58
Singapore	-	-	59.54
France	-	0.33	-
Germany	0.95	-	3.55
Japan	-	-	38.19
Netherland	-	-	1.99
Norway	-	-	1.06
United Kingdom	0.44	67.81	11.21
Switzerland	-	129.61	135.35
Denmark	-	-	35.64
Australia	-	-	2.90
Italy	-	-	20.99
China	46.97	42.17	-
Poland	38.08	-	-

Manufacturing Process

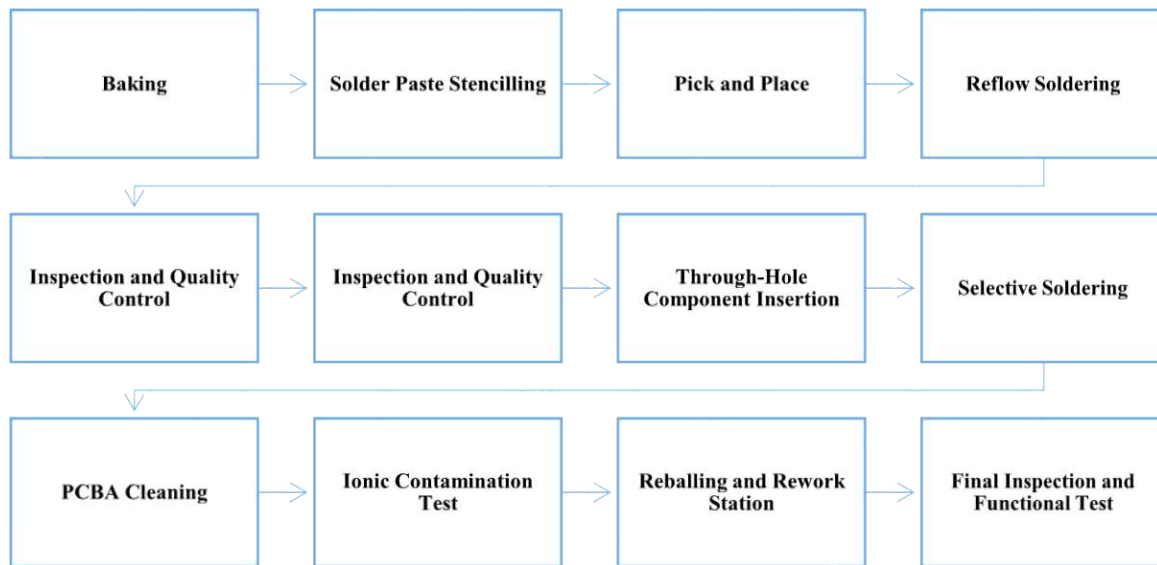
Our Company is equipped with high-tech, RoHS-compliant PCB assembly lines both SMT & PTH with the capability to handle multi-layer, flexible and rigid PCBs with a wide range of components. Following is the manufacturing process of our core products i.e. Printed Circuit Board (PCB):

Electronic System Design and Manufacturing: (PCB Pre-assembly process)

A few preparatory steps have to be taken care of before the real PCB Assembly process begins to help in assessing the functionality and manufacturability of the PCB design and primarily includes a DFM check. Firstly, the design file of the PCB is checked along with any other design notes and specific requirements for carrying out the assembly process.

The DFM check looks at specifically for any missing, redundant or potentially problematic features, which severely and negatively influence the functionality of the final project by causing shorts and other malfunctions. By identifying potential problems before manufacturing begins, DFM checks can cut manufacturing costs and eliminate unforeseen expenses.

As part of our commitment to quality at a low cost, we offer DFM, DFT and DFA checks as a standard process.



PCB Assembly Process

Step 1: Baking

The first process of SMT production line is baking of PCB & specific MSL Components. This process removes moisture content from the surface of the PCB and from the components.

Step 2: Solder Paste Stencilling

The first step of PCB assembly is applying a solder paste to the board. Solder paste appears as a grey paste and must be applied to the board at exactly the right places and in precisely the right amounts. This process is also called screen-printing where a thin, stainless-steel stencil is placed over the PCB and solder paste is applied only to specified parts of the PCB. These parts are where components will sit in the finished PCB.

In an automated PCBA line, a mechanical fixture holds the PCB and solder stencil in place. An applicator then places solder paste on the intended areas in precise amounts. The machine then spreads the paste across the stencil, applying it evenly to every open area. After removing the stencil, the solder paste remains in the intended locations.

Step 3: Pick and Place

After applying the solder paste to the PCB board, the PCBA process moves on to the pick and place machine, a robotic device places surface mount components, or SMDs, on a prepared PCB. The components are placed on top of the soldering paste in pre-programmed locations and are then soldered on to the surface of the board in the next step of PCBA process.

On the other hand, the components that cannot be loaded onto a pick and place machine are done manually. Traditionally, this manual process was done with a pair of tweezers, in which assemblers pick and place components by hand. At Vinyas, this step is an automated process and the results are more accurate and more consistent.

Step 4: Reflow Soldering

Once the solder paste and surface mount components are all in place, the PCB board is transferred to a conveyor belt. This conveyor belt moves through a large reflow oven, which consists of a series of heaters that gradually heat the board to temperatures around 250 degrees Celsius, or 480 degrees Fahrenheit. Once the solder melts, the PCB continues to move through the oven and passes through a series of cooler heaters, which allows the

melted solder to cool and solidify in a controlled manner. This creates a permanent solder joint to connect the components to the PCB.

Step 5: Inspection and Quality Control

At Vinyas, we follow different inspection methods to check for issues like nodules, scratches, stains, open circuits, shorts, thinning of the solder, incorrect, missing and skewed components, insufficient paste area, smearing, and bridging, missing or offset chips, skewed chips and chip-orientation defects and misalignments. The most common inspection methods include:

- **In-line AOI (Automated Optical Inspection):** Once the surface mount components are soldered in place after the reflow process, the board enters the in-line AOI (Automated Optical Inspection) machine where it is tested for its functionality. This is a more appropriate inspection method for larger batches of PCBAs. It uses a series of high-powered cameras at different angles to view solder connections. Different quality solder connections reflect light in different ways, allowing the AOI to recognize a lower-quality solder. The AOI does this at a very high speed, allowing it to process a high quantity of PCBs in a relatively short time.
- **Manual Checks:** For smaller batches, an in-person visual inspection is an effective method to ensure the quality of a PCB after the reflow process.
- **X-ray Inspection:** Yet another method of the inspection involves x-rays. This is used most often for more complex or layered PCBs. The X-ray allows a viewer to see through layers and visualize lower layers to identify any potentially hidden problems.
- **Inspection under magnifiers and microscopes:** Boards are inspected under magnifiers as well as under microscopes to find any potential defect.

Step 6: Through-Hole Component Insertion

Depending on the type of board under PCBA, the board may include a variety of components beyond the usual SMDs. These include plated through-hole components or PTH components, which require a manual process for inserting these components through the Printed Circuit Board. PCB components use these holes to pass a signal from one side of the board to the other. In this case, soldering paste won't do any good, as the paste will run straight through the hole without a chance to adhere. Instead of soldering paste, PTH components require a more specialized kind of soldering method in later PCB assembly process. At Vinyas, we have:

- **Manual Soldering:** A dedicated skilled person is given the responsibility to solder each component using the solder gun. Besides, our operators are well trained to perform soldering under 40x microscopes.
- **Wave Soldering:** Once the PTH component is put in place, the board is put on yet another conveyor belt which runs through a specialized oven where a wave of molten solder washes over the bottom of the board. This solders all of the pins on the bottom of the board at once.
- **Dip Soldering:** This is a specialized process involving specific requirements as DIP soldering connectors which are not wave soldered. Components with Pin through holes are placed on the PCB & dipped, just on the surface of the molten solder for soldering the projected lead.
- **Robotic Soldering:** The PCB with SMD & PTH Components are soldered using Robots programmed to solder required joints selectively.
- **Selective Soldering:** The PCB with PTH components placed are moved on a XY table, which moves as per NC Co-ordinates programmed for each point soldering. The Solder nozzle below the PCB, solders the Points as per Program selectively.

Step 7:

After the soldering process, Printed circuit assemblies are cleaned to ensure the flux residue which is left after the soldering process is removed. **Vapour Degreaser** machine is used to automatically clean the PCBA with cold, hot & vapour states to remove the flux residue.

Step 8:

Ionic contamination Test: Dip cleaning solvents are tested for contamination by an Ionic test method. Ionic testing equipment is used to measure the Ionic contamination of Dip cleaned PCBA to ensure the solvent used for cleaning is not contaminated.

Step 9:

After the assembly process, the malfunctioning board will be sent back to be cleared and reworked at the **BGA Reballing and Rework Station**. This is specialized equipment used for the placement of individual components / BGA with specific temperature profiles & also used to remove individual BGA with localized controlled temperatures. On specific requirements, BGA's are replaced with the lead-free ball to leaded balls or vice versa.

Step 10: Final Inspection and Functional Test

After the PCBA process is finished, a final inspection will test the PCB for its functionality. Testing is the final and most important step in PCB assembly process, as it determines the success or failure of the process. The test puts the PCB through its paces, simulating the normal circumstances in which the PCB will operate. Power and simulated signals run through the PCB in this test while testers monitor the PCB's electrical characteristics.

Product Integration

Besides having the capability of offering PCB Assembly and advanced test solutions to our customers, we also have a high-tech facility for Box-Build and offer customized product-level testing backed by an established vendor network for mechanical supplies.

Packing & Dispatch

All PCBAs are packed using Vacuum sealing process, which helps in prolonged storage after delivery. Packing boxes are determined by the customer based on the project's needs. Vinyas has the capability to carry out packing based on industry standards. We also have an in-house logistics team who takes care of Domestic & Export shipments, and also freight or sea shipments based on customer requirement.

TARGET SEGMENTS

Aerospace & Defence

Our Company has been partnering with world's best OEMs of aerospace & defence industry for over two decades and is successfully catering to the mission-critical electronics manufacturing requirements as well as military supply chain needs in land, sea and air. We have established an efficient ecosystem to mitigate risk in supply chain management, obsolescence management, reduce time to market while being cost effective and never compromising on industry quality standards.

The distinguished value proposition by our Company includes:

- An integrated manufacturing approach to ensure safety and security of critical applications
- AS 9100-D certified facility
- Compliant to Indian offset procedures
- Assembly of high complex Printed Circuit Boards
- Advanced environmental and functional test solutions
- Integrating high-end sub-systems and modules
- MRO and after-market support
- Defence Industry License

Our Products in Aerospace & Defense include:

Ground Handling Equipment | Display Systems | Navigation Systems | Communication Systems | Surveillance Systems | Control Systems | Imaging Systems

Medical

Our Company has been teaming up with top-notch Medical device companies and is consistently looking forward to adopt advanced technologies to cater to the increasing demand for patient-centric care. We cater to the Build-to-Specification requirements by offering tailored services specific to the customer's business needs. Our skilled engineering and manufacturing teams have not only worked on a variety of medical devices and equipment, but also can transform your design into an accurate and reliable product. While offering integrated electronics manufacturing services to medical industry, Vinyas strives hard to gain competitive edge, optimize cost and speed time to market while deepening partnerships with its customers.

Key highlights which enables our Company to stand as a differentiator in ESDM industry:

- Globally certified for Medical device manufacturing (OEM) in critical healthcare segment
- 40,000 sq. ft. dedicated production area for Medical equipment manufacturing
- Medical devices manufactured are compliant to CE, ISO 13485 and ISO 9001 quality standards
- Electronic capabilities include design & development, DFM and DFT, PCB assembly, end of line test development, functional tests, verification & validation, product integration and after sales support
- Mechanical capabilities include plastic injection moulding and tool development
- Proficiency in Mechanical Supplier Selection and Tool Room Evaluation
- Critical profile development using 3 Axis & 5 Axis machining

Our Products in Medical include:

Patient Monitoring Systems | ICU Equipment | Surgical Devices | Diagnostic Devices | Health Tracking & Wearables | Syringe & Infusion Pumps | Ventilators | Hemo-Dialysis Machines | Laboratory Specimen Analysis Equipment | Hospital Management Sensors | Digital Stethoscope

Industrial

With new trends in industrialization raising its head, our Company offers an integrated electronics system design and manufacturing solution for every level of industrial product life cycle. Our flexible engagement model supports our customers to meet dynamic market demands and address challenges in the fast evolving industrial sector. With a rich portfolio of capabilities and 20 years of manufacturing experience, our Company has adapted from low volume-low mix to high volume-high mix by scaling up its manufacturing capabilities. We have built a strong reputation among Industrial OEMs through its agile operations, localization and after-market deliverables. As a preferred solutions partner, our Company helps Industrial OEMs to increase productivity and reduce cost by providing value added engineering and manufacturing services.

Our end-to-end capabilities in the value chain include:

- PCB Assembly, sub-assembly and complete product integration
- Design for manufacturability, testability and test process development
- New product introduction and prototype build
- Structural and functional tests
- Failure analysis – FMEA (Failure Mode Effect Analysis)
- Logistics and product life-cycle management

Our Products in Industrial include:

Power & Energy Management | Industrial Automation | Controllers | Interface Devices | Monitoring Systems

Telecommunication

Communication industry is one of the fastest evolving market segment and demands constant technology upgradation which is responsive, accessible, and programmable to the next-generation networks. Our proven skill and expertise in manufacturing services empower our partners to overcome the industry challenges by adopting new technologies, reducing cost and time to market, as well manufacturing reliable & quality products. Apart from building high-speed connectivity devices catering to the voice, data and video need of new-age consumers, we also manufacture customized communication devices for IoT ecosystem.

Our comprehensive strategic capabilities include:

- Electronics manufacturing services including PCB Assembly, product and module integration
- Total manufacturing test solutions
- Swift prototyping and efficient supply chain solutions
- RF & Wireless Solutions
- Fibre Optics Solutions
- Embedded systems software/firmware development
- Cloud based solutions
- Demand fulfilment by taking up build-to-order requirements
- Communication device lifecycle management including product maintenance, obsolescence management, repair & rework

Our Products in Telecommunication include:

Telecom Infrastructure Systems | Modems | Routers & Switches | Network Security Systems | RF Equipment | Microwave Equipment

Automotive

As a world-class automotive supplier, our Company offers a comprehensive end-to-end automotive system development solution to its global customers. In the present era, automobile industry is getting more smart, more connected, and demanding for next level of unprecedented safety features with sophistication and intelligence built with-in. Being proficient in electronics design and manufacturing services, our Company exceeds customer expectation by supporting them to navigate the challenges of the technology curve.

Our Company showcases its expertise in the industry by offering:

- Engineering & manufacturing services ranging from design & development, populating complex circuit boards, functional testing to module build
- Optimized manufacturing cost to make it acceptable to the end user and mass market
- Accelerate time to market with best-in-class quality products
- Approved vendor list for efficient supply chain management

Our Products in Automotive include:

Instrument Clusters | Maintenance Equipment | Vehicle Tracking Systems | Sensor Modules | Lighting Systems | Climate Control | Security Systems | Fuel Efficiency Systems | Monitoring Devices

Consumer

We precisely understand the extremely competitive and fast fluctuating Consumer industry challenges and supports our customers with well-designed, reliable and durable products. A market with shorter product life cycles; consumer industry constantly demands for sustainable products which are manufactured close to market, easy to use and accessible. We focus on latest trends and new technologies to create ideal and innovative solutions which are tailor-made, defect-free, cost-efficient and suitable to the business preferences of our customers worldwide.

Being a proactive solutions partner, we deliver:

- One-stop solution for all engineering and manufacturing requirements from transforming an idea into real products
- Total box-build and testing solutions
- Design-focused solutions in consumer durables, home appliances, timekeeping devices and kids' recreational items
- Quick supply chain management to speed time to market
- Emphasis on timely delivery with cost-effective and reliable logistics support
- Round the clock after sales support

Our Products in Consumer include:

Water Purifying Systems | Kids Toys | Fitness Bands | Smart Mirror

QUALITY CONTROL

Vinyas follows a pro-active approach to incorporate best quality management practices across the organization and operations, with an aim to create value to its customers. Strong quality systems, product-specific registrations and industry-specific certifications are the key differentiators for Vinyas.

Quality Policy

Vinyas aims to consistently provide products and services that meet the quality requirements and expectations of our customers. We actively pursue every improving quality through programs and standards upgradation.

Certifications & Standards

Vinyas is compliant with numerous electronics industry standards for quality, safety and integrity of the manufacturing processes. Vinyas is certified to:

- Organization - ISO 9001:2015
- Aerospace & Defence - AS 9100-D
- Medical Devices - ISO 13485:2016

Quality Initiatives

At Vinyas, we aggressively follow several best practices to achieve high quality in all that we do. Some of them are:

- Six Sigma project management system
- Lean Management system
- PDCA project improvement system
- Employee suggestion for project & process improvement
- Performance management system
- Equipment adoption system
- 5S management system
- Kaizen

Automated Quality Traceability System (AQTs):

Among the challenges faced by EMS providers, the issue related to component and assembly traceability is very critical. Vinyas has swept all the challenges related to product traceability by adapting Automated Quality Traceability System. Through this AQTs software tool, we will be able to trace the products involved in every stage of manufacturing /assembling process along with machine and operator details. This system enables our team and our customers to access real time data, track every detail and generate various reports for analysis.

Along with building linearity with customer requirements and regulatory standards; establishing a solid traceability system has helped Vinyas to reap operational benefits

Our Manufacturing Facility

We have a manufacturing facilities in the state of Karnataka, situated at Mysore. Our manufacturing facilities are equipped with state-of-the-art equipment for the purposes of the advanced electronics we manufacture. Our staff at our Mysore manufacturing facilities operate from product development areas.



Raw Materials

Our primary raw materials and components may be broadly categorised as follows:

- Electronics
- Mechanicals
- Cables and connectors
- Consumables and packing

The incoming material is received and inspected as per the customer requirement and then moved to the holding stores, which involves several steps. The Incoming Quality Check of the supplier's material is ensured as per the invoice document and later the Goods Receipt Note is raised to certify that the materials received are as per the Customer's BOM requirements. Based on the material request by our Production Planning Team, the IQC approved material is moved to the kitting area. Material packages marked with moisture sensitive level are stored in the Moisture Sensitive Device cabinets to ensure the MSL components are stored in the specified humidity level.

Sales and Marketing

As on the date of this Draft Red Herring Prospectus, our Marketing and Project Management team consisted of 10 members. Our team approaches new customers to display our capabilities to bring in new business and, accordingly, our existing customers often approach us to get new products manufactured. We follow a business development process for customer acquisition and retention for both new and existing customers.

Our active marketing initiatives involve directly contacting the leadership teams of potential customers, while our passive marketing campaigns include pushing information to our clients on how their systems may be improved by our solutions. We also attend trade shows in order to further link to potential customers. Further, we also leverage the marketing team of our Promoter to obtain new contracts. We have sector-specific sales teams and seek to further boost our marketing capabilities by employing general members in our sales and marketing team.

Employees

As on the date of this Draft Red Herring Prospectus, we have 382 permanent employees. We undertake selective and need-based recruitment to maintain the size of our workforce, which may otherwise decline as a result of attrition and retirement of employees. The following table provides information about our full-time employees, as on the date of this Draft Red Herring Prospectus.

Sr. No.	Department	No. of Employees
1)	Accounts and Finance	8
2)	Corporate Communication	1
3)	Design and Engineering	15
4)	Front Office	1
5)	Facility Management	18
6)	HR and Admin	5
7)	IT Department	1
8)	Liasioning	1
9)	Logistics	3
10)	MD Office	1
11)	Maintenance	5
12)	Management	6
13)	Marketing & Project Management	10
14)	Production	233
15)	Quality	41
16)	SCM	21
17)	Secretarial	1
18)	Stores	7
19)	Transport	4
	Total	382

ESG and Employee Safety

We are subject to various environmental protection laws and regulations in relation to our manufacturing operations. Our manufacturing facilities' by-products primarily comprise scrap metal, plastics and electric materials. Our waste disposal process involves the sale of the aforementioned by-products to government certified scrap vendors. We have not been subject to any material fines or legal action involving non-compliance with any applicable environmental laws or regulations, nor are we aware of any threatened or pending action against us by any environmental regulatory authority.

Facilities

Our manufacturing facility is situated at KIADB Plot No. 19, Survey No. 26 & 273P, 3rd Phase, Koorgalli Industrial Area, Mysuru-570018, Karnataka.

We also have our marketing Offices situated at 205, Brigade Business Suites, 10th Main, Jayanagar, 2nd Block, Bengaluru-560011, Karnataka and at 105, Brigade Business Suites, 10th Main, Jayanagar, 2nd Block, Bengaluru-560011, Karnataka.

Competition

The Indian EMS market comprises various tiers of companies including global EMS companies with operations in India and large and mid/small Indian EMS companies. We face competition from Indian EMS providers such as Centum, Syrma SGS, Cyient DLM, Kaynes Technologies, Avalon, Elin Electronics etc.

Insurance

We maintain certain mandated insurance coverage on all our assets located at our head office and on all our movable assets in owned by us against fire, earthquake and related perils. Our insurance policies are generally annual policies that we renew regularly. Set forth below is a list of certain insurance policies that we maintain

Sr. No.	Policy No.	Name of Insurance	₹ in Crores)	Validity	
				From	To
1)	0720032211905	United India Insurance Company Marine Cargo Open Cover Policy	Limit Per Bottom: ₹30.00 Crores and Limit Per Location: ₹40.00 Crores.	10.02.2023	09.02.2024
2)	OG-24-1705-4010-00000471	Bajaj Allianz General Insurance Company Burglary Insurance Policy	165.50 Crores	01.06.2023	31.05.2024
3)	OG-24-1705-4008-00000001	Bajaj Allianz General Insurance Company Standard Fire and Specials Perils Policy	190.50 Crores	01.06.2023	31.05.2024

Intellectual Property

We believe our intellectual property, particularly our trademarks and service marks, are critical to our present and future success. We have applied for 1 trademark relating to Vinyas (word), in classes 42 of the Trademarks Act. Key details of the registrations of such domain names are as follows:

Logo	Act Under Which Application Was Made	Country	Date of Application/ Approval date	Application No./Trademark No.	Class	Current Status	Valid Up to
	Trade Marks Act, 1999	India	January 18, 2023	5769248	42	Objected	-

KEY INDUSTRY REGULATIONS AND POLICIES

The following is an overview of the important laws, policies and regulations which are relevant to our business and related sectors. The regulations set out below are not exhaustive and are only intended to provide general information. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The following is only intended to provide general information to the investor and is neither designed nor intended to be a substitute for professional legal advice. For details of government approvals obtained by us, where necessary, in compliance with these regulations, refer to “Government and Other Approvals” on page 165.

We are engaged in providing design, engineering and electronics manufacturing services in the Defence and Aerospace, Medical, Consumer, Automotive, Telecommunication and Industrial domain. With 100% in-house design and manufacturing capability. For details, see “Our Business” on page 97. Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and periodically renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see “Government and Other Approvals” on page 165. Given below is a brief description of certain relevant legislations that are currently applicable to the business carried on by us.

I) INDUSTRY SPECIFIC REGULATIONS

Industries (Development and Regulation) Act, 1951, as amended (“IDAR Act”)

The IDAR Act has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries, including among others, all types of electronic aerospace and defence equipment. The IDAR Act is administered by the Ministry of Commerce & Industries through the DPIIT.

Defence Acquisition Procedure (“DAP”), 2020

The MoD has announced the DAP, 2020 which has come into effect from October 1, 2020 and has superseded the Defence Procurement Procedure, 2016. DAP focuses on significantly boosting indigenous production and turning India into a global manufacturing hub of weapons and military platforms. DAP has been aligned with the vision of the Government’s Aatmanirbhar Bharat (self-reliant India) initiative and aims to empower Indian domestic defence industry through ‘Make in India’ projects. This policy will significantly boost indigenous defence. The Department of Military Affairs, MoD has prepared a list of 101 items for which there would be an embargo on the import (Import Embargo List), as set out in the press release dated August 9, 2020 issued by MoD. This list comprises of not just simple parts but also some high technology weapon systems such as artillery guns, assault rifles, corvettes, sonar systems, transport aircrafts, light combat helicopters (LCHs), radars and many other items to fulfil the needs of our defence services. Further, the DAP aims to develop India into a global hub for defence manufacturing and has been aligned to encourage foreign companies to set up in India. Additionally, the DAP contains detailed guidelines, inter alia, in relation to: (i) acquisition categories, acquisition planning and indigenous content; (ii) acquisition procedures for categories under ‘Buy’ and ‘Buy and Make’ schemes; (iii) procedure for procurement under ‘Make’ and ‘Innovation’ categories; and (iv) procedure for acquisition of systems designed and developed by the DRDO/DPSUs/OFB; (v) fast track procedure; (vi) standardization of contract document; (vii) revitalising defence industrial ecosystem through strategic partnerships; (viii) acquisition of system products and information and communication technology systems; (ix) leasing; (x) other capital procurement procedure; (xi) post contract management; and (xii) procedure for defence ship building. It also contains guiding principles on the intellectual property rights of the government in ‘Make-I’ projects, which are funded by the MoD. The government reserves the right to work patents, either by itself or by another entity on its behalf, when a contractor fails to work the patent within a reasonable period of time. The DAP outlines the defence offset policy, which is aimed at leveraging capital acquisitions and technology to develop the Indian defence industry by fostering development of internationally competitive enterprises and augmenting capacity for research, design and development related to defence products. Provisions on offsets would be applicable to ‘Buy (Global)’ categories of procurement, where the estimated acceptance on necessity cost is ₹20,000 million or more. If an Indian vendor participating in the ‘Buy (Global)’ category fails to meet the minimum requirement of 30% indigenous content in the product, it would be required to discharge offsets. The required value of such offset obligations would be 30% of the estimated cost of the acquisition. The DAP will remain in force till September 30, 2025 or till reviewed.

Draft Defence Production & Export Promotion Policy, 2020 as amended (“Draft DPEPP”)

The MoD released the Draft DPEPP to provide further impetus to realise the goal of self-reliance under the goal of Aatmanirbhar Bharat, which is to develop a dynamic, robust and competitive defence industry, including aerospace and naval shipbuilding industry, to cater to the needs of armed forces, along with giving end to end solutions ranging from design to production, with active participation from the public and private sectors, thus fulfilling the twin objectives of self-reliance as well as exports. The Draft DPPEP aims to implement measures so as to achieve a turnover of ₹1,750,000 million (US\$ 25 billion) including export of ₹3,50,000 million (US\$ 5 billion) in aerospace and defence goods and services by 2025. Further, its objective is to reform as well as standardize defence procurement by providing support to micro, small and medium enterprises/ start-ups in order to indigenize the manufacturing of imported components. Additionally, the Draft DPPEP has the following goals: (i) to reduce dependence on imports and take forward the “Make in India” initiative through domestic design and development; (ii) to promote export of defence products and become part of the global defence value chains; (iii) to create an environment that encourages research and development, rewards innovation, creates Indian intellectual property ownership and promotes a robust and self-reliance defence industry; (iv) enhance investment promotion with the association of the Ministry of Civil Aviation by offering incentives to global and domestic original equipment manufacturers to set up design and manufacturing facilities in India; and (v) liberalize foreign direct investment in the defence sector for attracting global original equipment manufacturers to shift manufacturing facilities and expand India’s presence in international supply chains.

The Foreign Trade (Development and Regulation) Act, 1992 (“Foreign Trade Act”)

The Foreign Trade Act includes provisions which govern and facilitate the imports and exports to and from India. Imports and exports are permitted by persons who hold an “Importer-exporter code number” (“IEC”). Such imports and exports must be carried out in accordance to the laws and export and import policy issued by the Central Government, from time to time. In the event of any contravention of the laws relating to central excise or customs or foreign exchange or any other economic offence under any other law for the time being in force as may be specified by the Central Government by notification in the Official Gazette or if an export or import has been carried out in a manner gravely prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or has brought disrepute to the credit or the goods of the country, these instances may result in the suspension and cancellation of the IEC number.

Industries (Development and Regulation) Act, 1951, as amended (“IDAR Act”)

The IDAR Act has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries, including among others, all types of electronic aerospace and defence equipment. The IDAR Act is administered by the Ministry of Commerce & Industries through the DPIIT

Environmental Laws

The Environment Protection Act, 1986 (“EPA”)

The EPA is an umbrella legislation designed to provide a framework for the government to co-ordinate the activities of various Central and State Authorities established under other laws, such as the Water (Prevention and Control of Pollution) Act, 1974 and The Air (Prevention and Control of Pollution) Act, 1981. The EPA Vests the Government with various powers including the power to formulate rules prescribing standards for the discharge of environment pollutants from various sources as given under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment or machinery, and examination of processes and materials likely to cause pollution. The EPA provides for the protection and improvement of the environment and for matters connected therewith, and includes, without limitation, the rule making power of the Central Government to determine the standards of quality of air, water or soil for various areas and purposes, the maximum allowable units of concentration of various environmental pollutants, the procedure for handling of hazardous substances, the prohibition and restrictions on the location of industries, and the carrying on of processes and operations in different areas. among other things, these rules regulate the environmental impact of construction and development activities, emission of air pollutants, and discharge of chemicals into surrounding water bodies. The responsibility of primary environmental oversight authority is given to the Ministry of Environment and Forest (“Moef”), the Central Pollution Control Board and the State Pollution Control Board (“SPCB”). Penalties for violation of the EPA include fines up to ₹100,000, imprisonment of up to 5 years, or both. In addition, the

Moef looks into Environment Impact Assessment (“EIA”), wherein it assesses the impact that proposals for expansion, modernization and setting up of projects would have on the environment before granting clearances.

The Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)

The Water Act mandates that the previous consent of the SPCB be taken before establishing any industry, operation or process, or any treatment and disposal system or an extension or addition thereto, which is likely to discharge waste or trade effluents into a stream, well, sewer or onto land, bring into use any new or altered outlet for the discharge of sewage, or begin to make any new discharge of sewage. In addition, a cess is payable under the Water (Prevention and Control of Pollution) Cess Act, 1977 by a person carrying on any specified industry.

The Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)

The Air Act was enacted for the prevention, control and abatement of air pollution. The State Government may declare any area as an “Air Pollution Control Area” and the previous consent of the SPCB is required for establishing or operating any industrial plant in an area so declared. Further, no person operating any industrial plant in any such area is permitted to discharge any air pollutant in excess of the standard laid down by the SPCB. The persons managing industry are to be penalized if they produce emissions of air pollutants in excess of the standards laid down by the SPCB. The SPCB may also apply to the court to restrain persons causing air pollution. Whoever contravenes any of the provisions of the Air Act or any order or direction issued is punishable with imprisonment for a term which may extend to 3 months or with a fine of ₹10,000 or with both, and in case of a continuing offence, with an additional fine which may extend to ₹5,000 for every day during which such contravention continues after initial conviction.

II) LABOUR LEGISLATIONS

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was enacted to curb the rise in sexual harassment that women were facing in their work-places and it intended to make workplaces safer for them by enacting for prevention of such harassment and redressal of complaints and for matters connected with sexual harassment. The terms sexual harassment and workplace are both defined in the act. Every employer is required to constitute an “Internal Complaints Committee” and every officer and member of the company shall hold office in the committee for a period 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 the workplace. Every employer has a duty to provide a safe working environment at the workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programmes and workshops, displaying rules relating to sexual harassment at any conspicuous part of the workplace, providing necessary facilities to the committee formed for dealing with the complaint, such other procedural requirements to assess the complaints.

Other applicable labour legislations

The employment of workers, depending on the nature of activity, is, at present, regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws applicable to our operations owing to the nature of our business activities:

- Employees’ Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees’ State Insurance Act, 1948;
- Maternity Benefit Act, 1961;
- Payment of Bonus Act, 1965; and
- Payment of Gratuity Act, 1972.
- Professions, Trades, Callings and Employments Act, 1976

Labour Codes

In order to rationalize and reform labour laws in India, the Government has enacted four labour codes that could subsume primarily all of the central labour laws and would collectively form the governing labour legislations, as and when brought into effect. These four codes are:

(a) The Code on Wages, 2019

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The Central Government has notified certain provisions of this code predominantly concerning the constitution of the Central Advisory Board and other provisions of this code will be brought into force on a date to be notified by the Central Government.

(b) The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

(c) The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

(d) The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government.

III) TAX-RELATED LEGISLATIONS

Central Goods and Services Tax Act, 2017

The Central Goods and Services Tax Act, 2017 ("**GST Act**") levies tax on the supply of goods and services throughout India to replace multiple taxes levied by the Central and State Governments on production, supply and sale of goods and providing of services in India, applicable from July 1, 2017. Under the GST Act, goods and services are taxed under five different categories, being 0%, 5%, 12%, 18% and 28%. GST is levied on all transactions such as supply, transfer, purchase, barter, lease, or import of goods and/or services. Transactions made within a single state are levied with Central GST ("**CGST**") by the Central Government and State GST ("**SGST**") by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST ("**IGST**") is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced. Additional tax-related laws that are applicable to us include the Income Tax Act, 1961 along with various rules and notifications issued by the tax authorities.

IV) INTELLECTUAL PROPERTY LAWS

Intellectual property in India enjoys protection under both common law and statutes. Under statutes, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957

and trademark protection under the Trade Marks Act, 1999. These enactments provide for the protection of intellectual property by imposing civil and criminal liability for infringement. In addition to the domestic laws, India is a party to several international intellectual property-related instruments including the Patent Cooperation Treaty, 1970, the Paris Convention for the Protection of Industrial Property, 1883, the Berne Convention for the Protection of Literary and Artistic Works, 1886, the Universal Copyright Convention adopted at Geneva in 1952, the International Convention for the Protection of Performers, Producers of Phonograms and Broadcasting Organizations, 1961 and as a member of the World Trade Organization is a signatory to the Agreement on Trade-Related aspects of Intellectual Property Rights.

Trade Marks Act, 1999 and the Trade Marks Rules, 2017

The Trade Marks Act, 1999 as amended (the “**Trade Marks Act**”) governs the law pertaining to the protection of trade marks in India. Once a mark is registered, it is valid in India only for a period of 10 years and can be renewed from time to time in perpetuity. Registration of a trade mark grants the owner a right to exclusively use the trade mark as a mark of goods and services and provides for remedies in case of the fraudulent use of deceptively similar marks by any third party. The Trade Marks Rules, 2017 as amended (“**Trade Marks Rules**”) lays down certain guidelines including the process for determination of “well-known trademark”, representation of sound marks, recognition of e-mail as a mode of service, new registration fees and mandatory filing of statements of users.

The Patents Act, 1970

While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration constitutes prima facie evidence of the particulars entered therein and may 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 from the beginning of the calendar year next following the year in which the author dies. Reproduction of a copyrighted work for sale or hire, issuing of copies to the public, performance or exhibition in public, making a translation of the work, making an adaptation of the work and making a cinematograph film of the work without consent of the owner of the copyright are all acts which expressly amount to an infringement of copyright.

The Patents Act, 1970 (“Patents Act”) governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

Section 39 of the Patents Act also prohibits any person resident in India from applying for a patent for an invention outside India without making an application for a patent for the same invention in India. The term of a patent granted under the Patents Act pursuant to Section 53 is for a period of twenty years from the date of filing of the application for the patent. A patent shall cease to have effect if the renewal fee is not paid within the period prescribed for the payment of such renewal fee.

V) OTHER LAWS

In addition to the aforementioned material laws and regulations, which apply to our Company, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, the Consumer Protection Act, 2019, and other applicable statutes promulgated by the relevant Central and State Governments including the central and state tax laws.

Foreign investment in India is governed by the provisions of FEMA Non-Debt Rules along with the FDI Policy issued by the DPIIT, from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India.

Under the current FDI Policy 100% foreign direct investment is permitted in the Defence sector under the government approval route and 74% is permitted under the automatic route, subject to compliance with certain prescribed conditions. In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common

ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-Debt Instrument Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 74% under the automatic route and 100% under the government approval route). For further details, see “*Issue Procedure*” on page 187.

Competition Act, 2002 (“Competition Act”)

The Competition Act is an act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The *prima facie* duty of the Competition Commission of India (“**Commission**”) is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer, and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16(1) of the Competition 167 Act) he shall be punishable with a fine which may exceed to ₹0.1 million for each day during such failure subject to maximum of ₹10.0 million, as the Commission may determine.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated on April 27, 2001 as a private limited company under the provisions of Companies Act, 1956 with the Registrar of Companies, Bangalore in the name and style of “Vinyas Innovative Technologies Private Limited”. Subsequently, our Company was converted into public limited company pursuant to which the name of our Company was changed to “Vinyas Innovative Technologies Limited” vide shareholder’s approval on January 23, 2023 and fresh certificate of incorporation dated June 14, 2023.

For information on the Company’s activities, market, growth and managerial competence, please see the chapters “Our Management”, “Our Business” and “Our Industry” beginning on pages 123, 97 and 88 respectively of this Draft Red Herring Prospectus.

Change in Registered Office

At present our registered office is located at Plot No. 19, Survey No. 26 & 273-P, 3rd Phase Koorgalli Industrial Area, Ilawala Hobali, Mysore-570018. Prior to this, following changes were made in the location of our registered office:

Date	Particulars
On Incorporation	KIADB, Plot 70 /Z, 2, Hootagali, Mysore-571186, Karnataka
June 01, 2009	Our Registered office was shifted from the above location to Survey No. 365, KIADB Plot No. 200A, Hebbal Industrial Area, Mysore-570018, Karnataka
December 01, 2013	Our Registered office was shifted from the above location to Plot No. 19, Survey No. 26 & 273-P, 3 rd Phase Koorgalli Industrial Area, Ilawala Hobali, Mysore-570018

Key Events and Milestones in the History of our Company

Year	Events
2001	Incorporated as Vinyas Innovative Technologies Private Limited, a Company with setup of Semi-auto SMT Lines
2003	Bagged the first Export order
2004	Partnered with Indian Defence Companies for Electronics Manufacturing Requirements
2006	Started highly advance Export Oriented Unit (EOU) and got certified for ISO 9001 quality standard
2009	Initiated and successfully executed export of Defence Products
2011	Become part of Indian Defence offset program
2012	Gained AS 9100-C and TS 16949 quality certificates and manufacturing 10k energy meters per day, showcasing high volume production capability
2014	Inaugurated state-of-the-art manufacturing facility with 1,50,000 sq. ft. area and also got certified for ISO 13485 standard
2016	Obtained Defence’s License from Government of India
2018	Manufactured India’s first Dialysis machine
2020	Efficiently adapted to COVID time by producing Ventilator machines & syringe pumps, in turn supporting the Government in medical emergency
2021	Adapted to the pandemic crisis and continued to work for medical emergency by designing & manufacturing Oxygen concentrators in collaboration with IISC & Nitiayog.
2023	Conversion into a Public Limited Company

Our Main Object(s)

The main object(s) of our Company, as contained in our Memorandum of Association, are as set forth below:

- 1) To carry on all or any business of designing, developing, testing of electronic hardware towards applications specific Integrated Circuit (ASIC) Building and embedded solutions.
- 2) To design, manufacture, distribute, assemble and repair electronic products and components, assembly of printed circuit boards (PCBA), the production of electronic modules, prototyping as well as the entire

electronic devices, and their applications in all fields including defence, aerospace, Industrial, medical, automotive and consumer electronics catering to both OEMs (original equipment manufacturers) and others.³

- 3) To carry on the business of manufacturing, assembling, operating, fabricating, repairing, reconditioning, buying, selling, importing, exporting, distributing or otherwise dealing in electronic goods of every nature and description including circuit breakers, meters, fuses, transformers, switches & switchgears, electrical panel, distribution boards and boxes, power control centres and to act as consultants, agents, broker, franchiser, job worker, or otherwise to deal in all kinds of power and energy related products, electronics and electrical apparatuses, equipment's and electrical engineering instruments.³
- 4) To carry on the activity of accompanying services, such as supply chain management, engineering and product management support, product research and development, as well as sales and marketing of such electronic devices.³
- 5) To carry on all or any business of designing, developing, producing, debugging, processing, implementing, marketing, buying, selling, importing, exporting, exchanging, altering, granting, franchising, publishing rights, and / or otherwise deal in computer software of all kinds and description including specialized application and dedicated software, computer software and hardware techniques, prototypes, CD-ROM, DVDs system-design analysis and development of programmes and software and training packages for the users of computers in all fields including telecom, networking, Datacom, real time systems, defence, R & D, scientific, medical, interest, web-based applications, bio-medical research and commercial and to undertake and provide value added services related to any the aforementioned fields and such other services like Hardware configuring to provide total consultancy consisting of hardware, software system implementation, I.S.P. Business, W.A.P. technology based solutions, Mobile computing, and software research into cutting edge technology and to provide system engineering and to acquire and protect intellectual rights, copyrights, patents, trademarks in respect of products / services of the company.
- 6) To establish, maintain, conduct, provide, procure or make available services of every kind including commercial, financial, engineering, data processing, communication and other technological, social or other services and to set up institutions for conducting courses on computer education, training, development, and usage of software, assembly, and maintenance of computer hardware and to impart training in developing and usage of computer software and hardware and to undertake studies, programmes and projects in human resources development in computer software, telecommunications and other engineering industries.
- 7) To carry on anywhere in India or abroad the business of computer software in all its branches and without limited generality of designing and engineering, consultancy services and provide technical know-how and systems engineering to operate, run and maintain plants, equipment's, systems for designing and development of computer software and to establish and carry on the business of manufacturing, manufactures, representatives, stockiest, agents, distributors, importing, exporting, letting on hire and otherwise dealing in all kinds of computer hardware, software, system, accessories, networking, peripherals, telecommunication equipment's, data and voice mail system and computer products of all kinds and description.
- 8) To manufacture, develop, buy, sell, exchange, alter, improve, manipulate, assemble, prepare for market and otherwise deal in all kinds of computers, peripherals, printed circuit boards, consumables and software including systems software and application software programmes and other necessary and connected accessories and appliances relating to computers.
- 9) To establish independently or as joint ventures in collaboration with other leading industries both Indian and Foreign projects for development for computer based information technology, communications and data processing, development of software, relating to the aforesaid areas for commercial exploitation, to negotiate with other institutions and bodies corporate for acquiring software packages to develop, assemble, market and sub-contract such software packages.

Amendments to the Memorandum of Association

Since incorporation, the following changes have been made to our Memorandum of Association:

Date of Shareholders Approval	Amendment
August 13, 2007	The Authorized Share Capital was increased to ₹50,00,000 (Rupees Fifty Lakhs only) consisting of 3,50,000 Equity Shares of Face Value of ₹10.00 each and 15,000 Class 'A' 10.00% Redeemable Preference Shares of ₹100.00 each
February 22, 2008	The Authorized Share Capital was increased to ₹75,00,000 (Rupees Seventy-Five Lakhs only) consisting of 5,00,000 Equity Shares of Face Value of ₹10.00 and 25,000 Class 'A' 10.00% Redeemable Preference Shares of ₹100.00 each
September 12, 2008	The Authorized Share Capital was increased to ₹1,10,00,000 (Rupees One Crore Ten Lakhs only) consisting of 7,50,000 Equity Shares of Face Value of ₹10.00 each and 35,000 Class 'A' 10.00% Redeemable Preference Shares of ₹100.00 each
June 01, 2009	The Registered Office of the Company was shifted from KIADB, Plot 70 /Z, 2, Hootagali, Mysore-571186, Karnataka to Survey No. 365, KIADB Plot No. 200A, Hebbal Industrial Area, Mysore-570018, Karnataka
February 02, 2010	The Authorized Share Capital was increased to ₹1,70,00,000 (Rupees One Crore Seventy Lakhs only) consisting of 13,50,000 Equity Shares of Face Value of ₹10.00 each and 35,000 Class 'A' 10.00% Redeemable Preference Shares of ₹100.00 each
June 01, 2010	The Authorized Share Capital was increased to ₹5,00,00,000 (Rupees Five Crores only) consisting of 46,50,000 Equity Shares of Face Value of ₹10.00 each and 35,000 Class 'A' 10.00% Redeemable Preference Shares of ₹100.00 each
July 25, 2011	The Authorized Share Capital was increased to ₹15,00,00,000 (Rupees Fifteen Crores only) consisting of 46,50,000 Equity Shares of Face Value of ₹10.00 each, 35,000 Class 'A' 10.00% Redeemable Preference Shares of ₹100.00 each and 10,00,000 Class 'B' 12.00% Optionally Convertible Cumulative Preference Shares of ₹100.00 each
January 23, 2023	The Company reclassified the Preference Share Capital to Equity Share Capital and the Authorized Share Capital of the Company is ₹15,00,00,000 (Rupees Fifteen Crores only) consisting of 1,50,00,000 Equity Shares of Face Value of ₹10.00 each and conversion of Company into Public Company.

Holding Company of our Company

As on the date of filing of this Draft Red Herring Prospectus, there is no Holding Company.

Subsidiary Company of our Company

Our Company has no subsidiary company as on the date of filing of this Draft Red Herring Prospectus.

Details of Mergers and Acquisitions

Our Company has not merged or amalgamated with any other company as on the date of filing of this Draft Red Herring Prospectus

Joint Ventures of our Company

Our Company does not have joint ventures as on the date of this Draft Red Herring Prospectus.

Injunctions or Restraining Orders

The Company is not operating under any injunction or restraining order.

Details of Past Performance

For details in relation to our financial performance in the previous three financial years, including details of non-recurring items of income, refer to section titled “Financial Statements” beginning on page 144 of this Draft Red Herring Prospectus.

Shareholders Agreements

Our Company has not entered into any shareholder’s agreement as on date of filing of this Draft Red Herring Prospectus.

Other Agreements

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business the following as on the date of filing of this Draft Red Herring Prospectus:

Guarantees Given by our Company

For details please refer to chapter titled “Financial Indebtedness” on Page No. 158 of this Draft Red Herring Prospectus.

Restrictive Covenants in Loan Agreements

For details related to restrictive covenants in loan agreements, please refer the chapter titled “*Financial Indebtedness*” on Page No. 158 of this Draft Red Herring Prospectus.

Strategic/ Financial Partners

Our Company has no strategic and financial partners as on the date of filing of this Draft Red Herring Prospectus.

Conversion of Loans into Equity Shares

There has been no incident of conversion of loans availed from Banks into equity shares as on the date of filing of this Draft Red Herring Prospectus.

Capital raising activities through Equity

For details in relation to our capital raising activities through Equity, please see the chapters “Capital Structure” beginning on page 58 of this Draft Red Herring Prospectus.

Rating

Our Company does not have any rating valid at present as on the date of this Draft Red Herring Prospectus.

Defaults or Rescheduling of Borrowings with Financial Institutions or Banks

Our Promoter has confirmed that they have not defaulted in respect of payment of interest and/or principal to the debenture/ bond/fixed deposit holder/ Banks/ FIs during the past three years.

Number of Shareholders

Our Company has Seventy Six (76) shareholders as on date of this Draft Red Herring Prospectus.

OUR MANAGEMENT

Board of Directors

We are required to have not less than 3 directors and not more than 15 directors, subject to Section 149 of Companies Act, 2013. We currently have Six Directors on our Board. The following table sets forth details regarding our Board of Directors as on the date of this Prospectus other than Directorship in our Company:

Sr. No.	Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Other Directorships/Designated Partner
1)	<p>Name: Mr. Narendra Narayanan Date of Birth: March 02, 1959 Age: 64 years Father's Name: Mr. Hosapete Shamanna Narayanan Designation: Managing Director Address: No 38, A1, Block 1st, Main Road, 3rd Stage, Vijayanagar, Mysuru City-570017, Karnataka Period of Directorship: Director since November 18, 2002 Term: 5 Years Nationality: Indian Occupation: Business DIN: 00396176</p>	<p>Neuron Biomed Equipments Private Limited Udbheda Technologies Private Limited Specvin Technologies Private Limited Staysee Healthcare Products Private Limited Vinal Tech Private Limited Mysore ESDM Cluster Bellatrix Aerospace Private Limited</p>
2)	<p>Name: Mr. Narendra Sumukh Date of Birth: April 13, 1990 Age: 33 years Father's Name: Mr. Narayan Narendra Designation: Whole-Time Director Address: No 38, A1, Block 1st, Main Road, 3rd Stage, Vijayanagar, Mysuru City-570017, Karnataka Period of Directorship: Director since August 11, 2020 Term: 5 years Nationality: Indian Occupation: Business DIN: 08119005</p>	<p>Specvin Technologies Private Limited Udbheda Technologies Private Limited</p>
3)	<p>Name: Mr. Thirunarayanapuram Ramachari Srinivasan Date of Birth: July 30, 1968 Age: 55 years Father's Name: Mr. T Ramachari Designation: Whole-Time Director Address: 48, 5th Cross Road, K R Vanam, Mysore-570008, Karnataka. Period of Directorship: Director since September 30, 2003 Term: 5 years Nationality: Indian Occupation: Business DIN: 00379256</p>	<p>Vinal Tech Private Limited</p>
4)	<p>Name: Mr. Pradeep Vithoba Desai Date of Birth: April 11, 1963 Age: 60 years Father's Name: Vithoba Bomma Desai Designation: Independent Director Address: 81, Kalyan Krupa, 5th Main Amarjyothi Layout, Sanjay Nagar, Bangalore-560094, Karnataka. Period of Directorship: Director since July 28, 2023 Term: 5 Years Nationality: Indian Occupation: Business DIN: 07668334</p>	<p>Siamaf Healthcare Private Limited Thalesat Innovations Private Limited</p>
5)	<p>Name: Ms. Deepa Prakash Date of Birth: May 21, 1978 Age: 45 years Father's Name: Surya Prakash Designation: Independent Director Address: S2, Thirumala Bala Pinnacle, 2/4, 6th Cross, Karthik Netralaya, Ashok Nagar, BSK 1 Stage, Bangalore-560050, Karnataka.</p>	<p>Nil</p>

Sr. No.	Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Other Directorships/Designated Partner
	Period of Directorship: July 28, 2023 Term: 5 years Nationality: Indian Occupation: Business DIN: 09703921	
6)	Name: Mr. B S Ramakrishna Mudre Date of Birth: November 02, 1955 Age: 68 years Father's Name: Mr. Belur Venkatakeshavacharya Srinivasa Raghavan Designation: Independent Director Address: 139, 15 th Cross Aniketana Road, Kuvempunagar, Mysore-570023, Karnataka. Period of Directorship: July 28, 2023 Term: 5 years Nationality: Indian Occupation: Business DIN: 10049340	Nil

Brief Biographies of our Directors

Mr. Narendra Narayan, Managing Director



Mr. Narendra Narayan serves as the Managing Director of the Company. In 2000, he established Vinyas Innovative Technologies Limited with the objective of establishing a global footprint for India within the Electronics Manufacturing Industry. Through his exemplary leadership and strategic guidance, the Company has evolved into a prominent Integrated Electronics System Design and Manufacturing entity in India. It provides cutting-edge engineering and manufacturing solutions to international markets.

Mr. Narayan holds a degree in Electrical & Electronics Engineering from the University of Southern California. He has also taken on roles as Chairman and advisor for various domestic enterprises around the world.

He is distinguished by his visionary mindset and compassionate nature. This is underscored by the recognition he received, such as the "Best Employer" award from the National Trust under the Ministry of Social Justice & Empowerment, Government of India, in the 2011-12 period. His affiliation with the Advisory Board of India at USC Viterbi School of Engineering, and the presentation of the Widney House Volunteer Award by the University of Southern California in 2014, further highlight his commitment to ethics and service.

Mr. Narayan's unwavering dedication to fostering an environment of openness and transparency within our Company is commendable. His efforts to extend unbiased and equal employment opportunities to individuals with disabilities, hearing impairments, and tribal youth deserve appreciation.

Mr. Sumukh Narendra, Whole-Time Director



Mr. Sumukh Narendra presently holds the position of Whole-Time Director within the organization, a role he has fulfilled since 2018. He obtained his Bachelor's degree in Electronics & Communication Engineering from Sri Jayachamarajendra College of Engineering in Mysore and pursued further education, achieving a Master of Science in Engineering with a specialization in Embedded Systems from the University of Pennsylvania in Philadelphia, USA.

Boasting an extensive professional background spanning 8 years, Mr. Narendra's expertise predominantly resides in Design Engineering. His proficiencies are centered on the advancement of state-of-the-art and inventive technologies within the diagnostic and digital healthcare realm. He has garnered valuable experience through his tenure as a Lead Design Engineer in notable multinational Fortune 100 enterprises located in the United States.

Mr. Narendra has played a pivotal role in steering the Company's sustainable growth trajectory, instrumental in facilitating market expansion within Europe. This expansion has been particularly pronounced in sectors such as medical, power electronics, and industrial engineering. His contributions extend beyond growth, encompassing groundbreaking innovations in firmware and across the medical and industrial engineering domains.

Furthermore, Mr. Narendra actively participates as a member of the Confederation of Indian Industry (CII), Mysore Chapter.

Mr. T R Srinivasan, Whole-Time Director



Mr. T.R Srinivasan presently holds the position of Whole-Time Director within the Company. With a career spanning over two decades, he possesses extensive expertise in both the Electronics Manufacturing and Electronics Hardware sectors. His academic foundation includes a Diploma in Mechanical Engineering acquired from the Department of Technical Education under the Government of Karnataka.

Since joining our Company in 2001, Mr. Srinivasan has been instrumental in establishing and cultivating a world-class manufacturing solutions team. His strategic involvement has fostered robust business partnerships that have significantly contributed to the organization's growth.

In his capacity as the overseer of the entire manufacturing facility, Mr. Srinivasan has assumed a pioneering role as a mentor, focusing on the cultivation of operational excellence. His leadership has been instrumental in assembling and developing a formidable team dedicated to delivering technologically advanced and innovation-driven solutions to our esteemed clientele.

Dr. Pradeep Vithoba Desai, Independent Director

Dr. Pradeep serves as the Co-Founder and Chief Business Officer of SIAMAF Healthcare, an enterprise specializing in the development of Cancer Theranostic Products. Previously, he held the position of CEO at Thalesat Innovations Private Limited (TIPL), an organization that leverages digital technologies, human physiology, and artificial intelligence to engineer accessible and cost-effective healthcare solutions.

Dr. Pradeep's distinguished career encompasses leadership roles of significance at renowned institutions such as General Electric (GE), Tata Consultancy Services (TCS), Philips Research, and Wipro Technologies. Across these prestigious establishments, he spearheaded the establishment and direction of global teams dedicated to Research & Innovation.



His professional journey spans an impressive three decades, marked by accomplishments that span Management, Entrepreneurship, Business, and Technology domains. His expertise extends to the development of digital products and solutions, as well as the establishment and growth of Innovation and Research Centers. Dr. Pradeep boasts a robust network within Industry, Academia, and Research Organizations.

His areas of specialization and focus encompass MedTech, HealthTech, and Cancer Theranostics, alongside adeptness in devising Value Propositions, Business Models, and Commercialization strategies. His proficiencies further extend to AI & ML, Data & Analytics, IoT, Cloud, and Mobility, in addition to Software, Embedded Systems, and Platforms.

Dr. Pradeep's academic background is equally distinguished, featuring a Post-Doctoral degree in Symbolic Data Analysis and Neural Nets from Dauphine University in Paris, France. He holds a PhD in Computer Science and Engineering, an MBA in Computer Applications from Newport University in the USA, and a Master's in Electronics, as well as a Bachelor's in Electronics & Communication.

Among his notable memberships, he is a Fellow of the Institution of Engineering and Technology (IET), a Senior Member of the Institute of Electrical & Electronics Engineers (IEEE), and a Life member and Vice-Chairman BC of the Computer Society of India (CSI). Additionally, he is a Life Member of the Indian Society for Technical Education (ISTE).

Dr. Deepa Prakash, Independent Director

Ms. Deepa Prakash assumes the role of Independent Director within our company. Her professional focus encompasses the Design and Development of specialized food products tailored for children afflicted by Phenylketonuria. Additionally, she delves into researching the effects of hydration on cognitive performance and physical endurance in rodents. Ms. Prakash also contributes to academia as an educator for MSc. students in the Nutrition Biology Integrated MSc-PhD program.



With a notable background, she has held pivotal positions as Principal Consultant at Annabrahma Consultancy and as an Advisor

at Atsuya Technologies. Her achievements include being honored with the "Havaliram Pashricha Award for Best Poster Communication in Community Nutrition" by the Nutrition Society of India at the National Institute of Nutrition in 2009.

Mr. B S Ramakrishna Mudre, Independent Director

Mr. B S Ramakrishna Mudre is the Independent Director of the Company serving on the Board of Directors of our Company since July 28, 2023. Educated at Sharadavilas Science and Law College in Mysuru, the individual embarked on a professional journey as a medical sales representative in 1977. Two years later, in 1979, he joined Punjab National Bank, a move that afforded him the privilege to serve in regions including Madhya Pradesh, Maharashtra, Tamil Nadu, and Karnataka. A notable contribution was his role in establishing dedicated extension counters in Bhopal to support victims affected by gas-related incidents.



A significant facet of his life has been the unique experience of raising both a typically developing child and a child with a disability (Cerebral Palsy with Severe Mental Retardation). In collaboration with his wife, he participated in the establishment of "Snehakiran" under the aegis of the Mysore Spastic Society in 2004, aimed at providing support to parents of special needs children.

Commencing from 2012, his involvement as a volunteer with the Swami Vivekananda Youth Movement (SVYM), a prominent non-governmental organization recognized for its contributions in Health, Education, Social Empowerment, and Grassroots Research, has been notable. Since 2016, his intense engagement with the palliative care program of SVYM has borne fruit. This initiative, in collaboration with the Mysore Medical College and Research Institute, has facilitated the establishment of inpatient Palliative Care facilities within the PKTB Hospital Complex in Mysore. The program endeavors to ensure continued care for individuals afflicted by severe health-related afflictions such as cancer, paralysis, chronic kidney diseases, and the like.

The scope of this endeavor has expanded beyond Mysore to encompass Sargur, Hassan, Dharwad, and Bangalore. More than 2000 patients have been beneficiaries of this initiative. The individual remains optimistic that collaborative efforts can be harnessed to provide relief and support to all those enduring suffering. His personal experience with his child's vulnerability has reinforced his dedication to fitness, as he aspires to remain vibrant and robust, both for his daughter's sake and for his active participation in the Palliative Care initiative.

Confirmations

As on the date of this Draft Red Herring Prospectus:

- 1) Apart from Mr. Narendra Narayanan and Mr. Narendra Sumukh who are related to each other as Father and Son, none of the Directors of the Company are related to each other as per Section 2 (77) of Companies Act, 2013.
- 2) There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.

- 3) The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- 4) None of the above-mentioned Directors are on the RBI List of wilful defaulters.
- 5) Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.
- 6) Our Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, have not been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority. For further details, refer Chapter titled “Outstanding Litigation and Material Developments” beginning on the page 159 of this Draft Red Herring Prospectus.
- 7) Our Promoter and Promoter Group have confirmed that they have not defaulted in respect of payment of interest and/or principal to the debenture/ bond/fixed deposit holder/ Banks/ FIs during the past three years.

Remuneration / Compensation of Directors

Directors of the Company may be paid monthly remuneration, sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act and other applicable laws and regulations.

Shareholding of our Directors

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares.

The following table details the shareholding of our Directors as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
1)	Mr. Narendra Narayan	23,28,802	25.12%	18.50%
2)	Mr. T R Srinivasan	48,000	0.52%	0.38%

Interests of Directors

All of our Directors may be deemed to be interested to the extent of fees payable, if any to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable, if any to them under our Articles of Association, and/or to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. Some of our Directors may be deemed to be interested to the extent of consideration received/paid such as rent paid on account of lease agreement or interest paid on any loan or advances provided to our company, or to anybody corporate including companies and firms, in which they are interested as directors, members or partners.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies and firms, if any, in which they are interested as directors, members, partner pursuant to this Issue. All of our 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, if any.

None of our Directors has been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

Except as stated in the chapter “Our Management” and ‘Related Party Transactions’ beginning on page 123 and 142 respectively of this Draft Red Herring Prospectus and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors have no interest in any property acquired by our Company within two years of the date of this Prospectus except as mentioned chapter titled “Our Business” on page 97 of this Draft Red Herring Prospectus.

Our Directors are not interested in the appointment of or acting as Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Property Interest

Except as stated/referred to in the heading titled “Facilities” of “Our Business” beginning on page 97 of this Draft Red Herring Prospectus, our Directors have not entered into any contract, agreement or arrangements during the preceding two years from the date of this Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Changes in our Board of Directors during the Last Three Years

Name	Date of event	Nature of event	Remark
Mr. Sumukh Narendra	September 04, 2021	Change in Designation	Change in Designation from Director to Whole-Time Director
Mr. Sumukh Narendra	September 30, 2020	Appointment	Appointed as Executive Director
Mr. Sumukh Narendra	August 11, 2020	Appointment	Appointed as an Additional Executive Director
Mr. Pradeep Vithoba Desai	July 28, 2023	Appointment	Appointed as an Independent Director
Mrs. Deepa Prakash	July 28, 2023	Appointment	Appointed as an Independent Director
Mr. B S Ramakrishna Mudre	July 28, 2023	Appointment	Appointed as Independent Director
Mrs. Meera Narendra	May 17, 2023	Resignation	-

Note:

^{1.} Mr. Sanjay Kumar appointed as Nominee Director on August 01, 2020 through Canbank Venture Capital Fund Limited.

^{2.} Mr. Santosh Appada Veetil resigned from the position of the Nominee Director as on July 31, 2020.

^{3.} Mr. Santosh Appada Veetil appointed as Nominee Director on October 15, 2019 through Canbank Venture Capital Fund Limited.

Borrowing Powers of the Board

Pursuant to special resolution passed at Extra-Ordinary General Meeting of our Company held on August 19, 2023 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 (1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company’s bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company, its free reserves and securities premium, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed ₹300.00 crore.

Corporate Governance

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 the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board’s supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act, 2013 and as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently, our Board has 6 Directors. We have 1 (One) Managing Director, 2 Whole-Time Directors, and 3 Independent Directors. The constitution of our Board is in compliance with the Companies Act, 2013.

The following committees have been formed in compliance with the corporate governance norms:

- A. Audit Committee
- B. Stakeholders Relationship Committee
- C. Nomination and Remuneration Committee
- D. Corporate Social Responsibility Committee

A) Audit Committee

Our Company has constituted an Audit Committee, as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, vide resolution passed in the meeting of the Board of Directors held on July 28, 2023.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The committee presently comprises the following 3 (Three) directors.

Composition of Audit Committee

Name of the Director	Status	Nature of Directorship
Mr. B R Ramakrishna Mudre	Chairman	Independent Director
Mr. Pradeep Vithoba Desai	Member	Independent Director
Mr. Narendra Sumukh	Member	Whole-Time Director

The Company Secretary of the Company acts as the Secretary to the Audit committee.

Role of the Audit Committee

- 1) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- 4) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Directors 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. Modified opinion(s) in the draft audit report.
- 5) Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.

- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
- 8) Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
- 9) Scrutiny of inter-corporate loans and investments.
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary.
- 11) Evaluation of internal financial controls and risk management systems.
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 14) Discussion with internal auditors on any significant findings and follow up there on.
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- 18) To review the functioning of the Whistle Blower mechanism, in case the same exists.
- 19) Approval of appointment of Chief Financial Officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.
- 20) To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
- 21) Monitoring the end use of funds raised through public issues and related matters.

The Audit Committee shall mandatorily review the following information:

- 1) Management Discussion and Analysis of financial condition and results of operations.
- 2) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- 3) Management letters / letters of internal control weaknesses issued by the statutory auditors.
- 4) Internal audit reports relating to internal control weaknesses.
- 5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

6) Statement of deviations:

- a) Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- b) Annual statement of funds utilized for purposes other than those stated in the offer document/Prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Powers of the Audit Committee

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

B) Stakeholders Relationship Committee

Our Company has constituted a Stakeholders Relationship Committee to redress the complaints of the shareholders. The Stakeholders Relationship Committee was constituted as per the provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed at the meeting of the Board of Directors held on July 28, 2023.

Composition of Stakeholders Relationship Committee

Name of the Director	Status	Nature of Directorship
Mr. Pradeep Vithoba Desai	Chairman	Independent Director
Mr. B R Ramakrishna Mudre	Member	Independent Director
Mr. TR Srinivasan	Member	Whole-Time Director

The Company Secretary of the Company acts as the Secretary to the Stakeholders Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship Committee include the following:

- 1) Redressal of shareholders'/investors' complaints.
- 2) Reviewing on a periodic basis the approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
- 3) Issue of duplicate certificates and new certificates on split/consolidation/renewal.
- 4) Non-receipt of declared dividends, balance sheets of the Company.
- 5) Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

C) Nomination and Remuneration Committees

Our Company has constituted a Nomination and Remuneration Committee. The constitution of the Nomination and Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was approved by a Meeting of the Board of Directors held on July 28, 2023.

Composition of Nomination and Remuneration Committee

Name of the Director	Status	Nature of Directorship
Mr. Pradeep Desai	Chairman	Independent Director
Mr. B R Ramakrishna	Member	Independent Director
Ms. Deepa Prakash	Member	Independent Director

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

Role of Nomination and Remuneration Committee

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
- 2) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- 3) Devising a policy on diversity of Board of Directors.
- 4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- 5) 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.
- 6) Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

D) Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

Name of the Director	Status	Nature of Directorship
Ms. Deepa Prakash	Chairman	Independent Director
Mr. B R Ramakrishna Mudre	Member	Independent Director
Mr. Narendra Narayanan	Member	Managing Director

The Corporate Social Responsibility Committee was constituted by our Board of Directors at their meeting held on July 28, 2023. The terms of reference of the Corporate Social Responsibility Committee of our Company are as per Section 135 of the Companies Act, 2013 and the applicable rules thereunder, including:

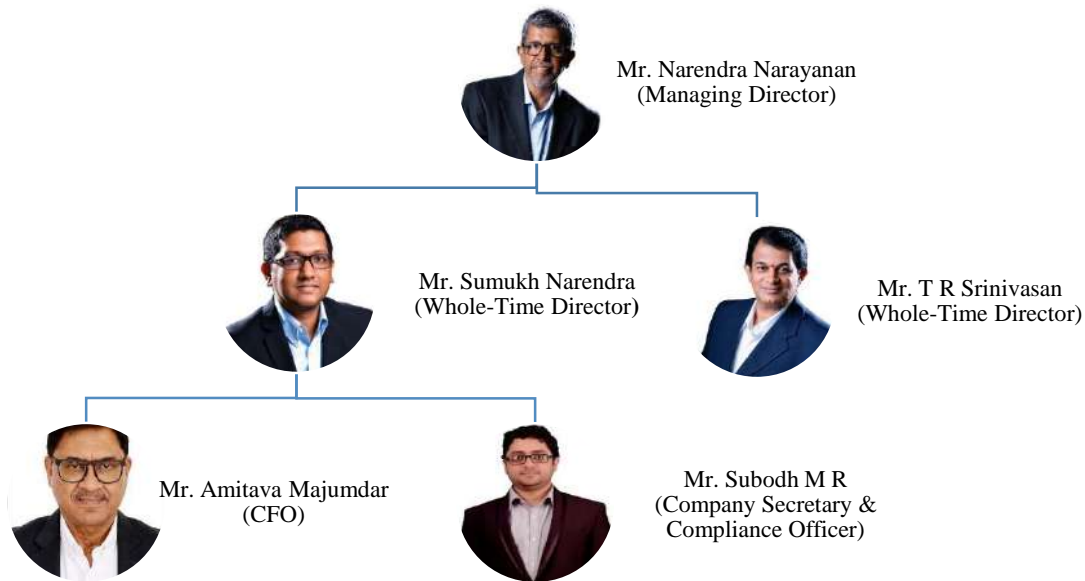
- a) formulate and recommend to the Board, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- b) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- c) monitor the corporate social responsibility policy of the Company and its implementation from time to time; and
- d) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company’s shares on the Stock Exchange.

Mr. Subodh M R, Company Secretary and Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

ORGANIZATIONAL STRUCTURE



Key Managerial Personnel

In addition to our Managing Director Mr. Narendra Narayanan, Whole-Time Director Mr. Sumukh Narendra, and Whole-Time Director, Mr. T.R. Srinivasan whose details are provided under "Brief biographies of the Directors" beginning on page 123 of this Draft Red Herring Prospectus, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

Mr. Subodh M R (*Company Secretary & Compliance Officer*)

Mr. Subodh M R is currently the Company Secretary at Vinyas Innovative Technologies and he serves since October 2021. His credentials include being a qualified Company Secretary from ICSI, and he also achieved success in clearing CA IPCC (Group 1) from ICAI in 2010.

With a robust background, he possesses an extensive eight-year tenure comprising roles as a Consultant, Senior Audit Associate, and Team Leader for Revenue and Stock audits involving a variety of entities, such as Companies, LLPs, Partnership Firms, Societies, and Trusts.

Mr. Amitava Majumdar, (*Chief Financial Officer*)

Experienced Cost & Management Accountant with a track record spanning 36 years, including more than 3 decades in prominent Senior Leadership positions within notable Indian and Multinational corporations across diverse sectors such as Automobiles, FMCG, Pharmaceuticals, and Engineering.

Demonstrated proficiency in Core Finance & Accounts, encompassing Financial Reporting & Analysis, Internal Control and Budgetary Control procedures, as well as adeptness in spearheading System & Process Implementation initiatives. Possesses a proven acumen for successful Fund Raising endeavors, alongside a strong aptitude for driving Organizational Growth and Strategy Planning

Relationship Between Directors

Apart from Mr. Narendra Narayanan and Mr. Narendra Sumukh who are related to each other as Father and Son, none of the Directors of the Company are related to each other as per Section 2 (77) of Companies Act, 2013.

Relationship Between Key Managerial Personnel

Apart from Mr. Narendra Narayanan (Managing Director) and Mr. Narendra Sumukh (Whole-Time Director) who are related to each other as Father and Son, none of the Directors of the Company are related to each other as per Section 2 (77) of Companies Act, 2013.

Family Relationships of Directors with Key Managerial Personnel

Apart from Mr. Narendra Narayanan (Managing Director) and Mr. Narendra Sumukh (Whole-Time Director) who are related to each other as Father and Son, none of the Directors of the Company are related to each other as per Section 2 (77) of Companies Act, 2013.

Arrangements and Understanding with Major Shareholders

None of our Directors has been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

Shareholding of the Key Managerial Personnel

None of the Key Managerial Personnel holds any Equity shares of our Company except Mr. Narendra Narayanan and Mr. T.R. Srinivasan who individually holds 10,07,952 shares and 48,000 shares respectively of the Company as on the date of this Draft Red Herring Prospectus.

Bonus or Profit sharing plan of the Key Managerial Personnel

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Key Managerial Personnel.

Loans to Key Managerial Personnel

No loans and advances given to the Key Managerial Personnel as on the date of this Prospectus.

Interest of Key Managerial Personnel

The Key managerial personnel of our Company 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 and to the extent of Equity Shares held by them in our Company, if any.

Except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration and reimbursement of expenses.

Except as stated/referred to in the heading titled "Land & Properties" of "Our Business beginning on page 97 of this Draft Red Herring Prospectus our Key Managerial Personnel have no interest in any property acquired by our Company within two years of the date of this Prospectus.

Changes in Key Managerial Personnel During Last Three (3) Years

The changes in the key managerial personnel in the last three years are as follows:

Name of Managerial Personnel	Designation	Nature	Date of Event
Mr. Subodh M R	Company Secretary	Appointment	July 28, 2023
Mr. Amitava Majumdar	Chief Financial Officer	Appointment	July 28, 2023

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS Scheme to Employees

Presently, our company have ESOP/ESPS Scheme for employees viz, Vinyas Employee Stock Option Scheme 2022. As on date, no options are granted to any Employee pursuant to this Scheme.

Payment or Benefit to our Officers

Except as disclosed in the heading titled “Related Party Disclosure” in the section titled “Financial Statements” beginning on page 144 of this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTER AND PROMOTER GROUP

Narendra Narayanan, Narendra Sumukh and Meera Narendra are the Promoters of our Company and are in control of day to day affairs of our Company. As on the date of this Draft Red Herring Prospectus, our Promoters hold an aggregate of 36,96,802 Equity Shares, equivalent to 39.87% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. For further details on shareholding of our Promoters and Promoter Group, please see the section entitled “Capital Structure” on page 58.



Mr. Narendra Narayanan, aged 64 years, is the Promoter and is also the Managing Director of the Company. For further details, i.e., his date of birth, residential address, educational qualifications, professional experience, business and financial activities, other directorships, see “Our Management – Board of Directors” and “Our Management – Brief biographies of Directors” on page 123.

His permanent account number is ABHPN8335K



Mrs. Meera Narendra is the Co-Founder of the Company. She has completed her M.Sc. in Organic Chemistry and holds a Diploma in Psychology & Counseling from Manasa Educational Foundation for Mental Health. She is a part of the Strategic Human Resource initiatives as well as the CSR activities at our Company. She is awarded the “Women Entrepreneur of the year” for 2011-12 from STPI IT Export Awards, Karnataka.

Her permanent account number is ABHPN4201A.



Mr. Sumukh Narendra, aged 33 years, is the Promoter and is also the Director of the Company. For further details, i.e., his date of birth, residential address, educational qualifications, professional experience, business and financial activities, other directorships, see “Our Management – Board of Directors” and “Our Management – Brief biographies of Directors” on page 123

His permanent account number is BZHPS9506A

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (pp) of SEBI (ICDR) Regulations, 2018 includes the following persons:

Individuals

The natural persons who are part of our Promoter Group (due to the relationship with our Promoter), other than the Promoter named above are as follows:

Relationship	Mr. Narendra Narayanan	Mrs. Meera Narendra	Mr. Sumukh Narendra
Father	Late Mr. Hosapete Shamanna Narayanan	Mr. KVS Murthy	Mr. Narendra Narayanan
Mother	Late Mrs. Shamantha Narayanan	Mrs. Mangala Murthy	Mrs. Meera Narendra Narayanan
Spouse	Mrs. Meera Narendra Narayanan	Mr. Narendra Narayanan	Mrs. Seema Deshpande
Brother	-	Mr. S Krishnaprasad	-
Sister	Mrs. Mythreyi V Kumar	-	Ms. Deepashree Narendra
Son(s)	Mr. Sumukh Narendra	Mr. Sumukh Narendra	-
Son's Wife	Mrs. Seema Deshpande	Mrs. Seema Deshpande	-
Daughter(s)	Ms. Deepashree Narendra	Ms. Deepashree Narendra	-
Daughters Husband	-	-	-

Relationship	Mr. Narendra Narayanan	Mrs. Meera Narendra	Mr. Sumukh Narendra
Spouse Father	Mr. KVS Murthy	Mr. H.S Narayanan	Mr. SS Deshpande
Spouse Mother	Mrs. Mangala Murthy	Late Mrs. Shamantha Narayanan	Mrs. Latha Deshpande
Spouse Brother	Mr. S Krishnaprasad	-	Mr. Sharath S Deshpande
Spouse Sister	-	Mrs. Mythreyi V Kumar	-

Companies and Society forming part of our Promoter Group are as follows:

- 1) Staysee Healthcare Products Private Limited
- 2) Specvin Technologies Private Limited

Other Undertakings and Confirmations

Our Company undertakes that the details of Permanent Account Number, Bank Account Number and Passport Number/Aadhar Number of the Promoters will be submitted to NSE, where the securities of our Company are proposed to be listed at the time of submission of the Draft Red Herring Prospectus.

Common Pursuits of our Promoter Group

None of the Group Companies/Entities have objects similar to that of our Company's business, the details as mentioned in the Chapter "Our Group Entities" beginning on page 140 of this Draft Red Herring Prospectus. Currently we do not have any non-compete agreement/arrangement with any of our Group Companies /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.

Interest of the Promoters

Interest in the promotion of Our Company

Our Promoters may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by him as well as his relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which he is interested as a director, member or partner.

Interest in the property of Our Company

Our Promoters do not have any interest in any property acquired by our Company in last two years or proposed to be acquired by our Company except as mentioned in the Chapter "Our Business" beginning on page 97 of this Draft Red Herring Prospectus.

Interest as Member of our Company

As on the date of this Draft Red Herring Prospectus, our Promoters, Mr. Narendra Narayanan, Mrs. Meera Narendra and Mr. Sumukh Narendra holds 16,91,952 Equity Shares of our Company and is therefore interested to the extent of his shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoters in our Company, our Promoters do not hold any other interest in our Company.

Payment Amounts or Benefit to our Promoter during the Last Two Years

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Prospectus except as mentioned / referred to in this chapter and in the section titled 'Our Management', 'Financial Statements' and 'Capital Structure' on pages 123, 144 and 58 respectively of this Draft Red Herring Prospectus. Further, as on the date of this Prospectus, there is no bonus or profit sharing plan for our Promoters.

Other Companies/Undertakings/Ventures of our Promoter

Except as disclosed in the chapter titled “Our Management” and “Our Group Entities” beginning on pages 123 and 140 respectively of this Draft Red Herring Prospectus, there are no Companies/Undertakings/Ventures promoted by our Promoters in which he has any business or any other interest.

Change in Control & Management

There has been no change in control and management of our company during the last three years immediately preceding the date of filing of the Draft Red Herring Prospectus.

Litigation involving our Promoter

For details of litigation involving our Promoter, refer chapter titled “Outstanding Litigation and Material Developments” beginning on page 159 of this Draft Red Herring Prospectus.

Companies with which our Promoters has disassociated in the last Three Years

Our Promoters have not disassociated himself as promoter from any Company in three years preceding the date of this Draft Red Herring Prospectus.

Confirmations

For details on litigations and disputes pending against the Promoters and defaults made by them including violations of securities laws, please refer to the section titled “Outstanding Litigation and Material Developments” on page 159 of this Draft Red Herring Prospectus. Our Promoters have not been declared as wilful defaulter by the RBI, fugitive economic offender under the Fugitive Economic Offenders Act, 2018 or any other governmental authority. Further, Our Promoters and Promoter Group have confirmed that they have not defaulted in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holder/ Banks/ FIs during the past three years.

OUR GROUP ENTITIES

In accordance with 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 in this Draft Red Herring Prospectus, as covered under applicable accounting standards, and (ii) any other company, as considered material by our Board.

Subsequently, for (i) above, our Company has considered companies with which there were related party transactions, during the period for which financial information is disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards.

In addition, for the purposes of (ii) above, the Board pursuant to the materiality policy adopted by the Board pursuant to its resolution dated July 28, 2023 has determined that a company (other than the companies covered under the schedule of related party transactions as per the Restated Financial Statements) shall be considered ‘material’ and will be disclosed as a ‘group company’ in the draft offer document and offer documents, if (i) it is a member of the Promoter Group (companies) (other than the Promoters) in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations; and (ii) our Company has entered into one or more transactions with such company during the last completed Fiscal (or relevant Stub period, if applicable), which individually or cumulatively in value exceeds 10.00% of the revenue from operations of our Company for the last completed Fiscal as per the Restated Financial Statements or 10.00% of the Net Worth for such financial year. Accordingly, as based on the parameters outlined above, as on date of this Draft Red Herring Prospectus, our Company has the following Group Companies

Accordingly, based on the parameters outlined above, our Company have the following companies as the Group Companies as on this Draft Red Herring Prospectus.

Sr. No.	Group Companies	Registered Office
1)	Specvin Technologies Private Limited	No 93/9, K No 731-2389, Varthur Main Road, Munnekolalu, Marathahalli, Bangalore-560037, Karnataka.
2)	Staysee Healthcare Products Private Limited	2nd Floor, Block-5, KIADB Plot No 19, Survey No 26 & 273-P, 3rd Phase, Koorgally Industrial Area, Mysore, Karnataka-570018
3)	Udbheda Technologies Private Limited	Sambhram Apartments, #2920/3, D-45/2, G-3, Gokulam Main Road, V.V. Mohalla, Mysore-570002, Karnataka
4)	Vinal Tech Private Limited	1 st Floor, MIG-8, New Kantharaja, URS Road, Kuvempunagar, Mysore-570023, Karnataka

Details of our top Group Companies:

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of the top Group Companies determined on the basis of their annual turnover, based on their respective audited financial statements for the preceding three years shall be hosted on their respective websites or the website of our Company as indicated below Our Group Companies on the basis of market capitalization / turnover, as the case may be, are as follows:

Sr. No.	Group Companies	Website
1)	Specvin Technologies Private Limited	http://specvin.com/Group-Company-details-Specvin.pdf
2)	Staysee Healthcare Products Private Limited	http://www.stayseehealthcare.com/
3)	Udbheda Technologies Private Limited	https://www.vinyasit.com/group-company/
4)	Vinal Tech Private Limited	https://www.vinyasit.com/group-company/

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. The information provided on the websites given above should not be relied upon or used as a basis for any investment decision.

Outstanding Litigation involving the Group Companies

As on the date of this Draft Red Herring Prospectus, our Group Companies are not party to any pending litigation which may have a material impact on our Company.

Common Pursuits of Group Companies

Some of our Group Companies have common pursuits with our Company and are authorized to engage in similar business to that of our Company as on the date of this Draft Red Herring Prospectus. Our Company will adopt the necessary procedure and practices as permitted by law to address any conflict situation, if and when they arise.

Related business transactions within our Group Companies and significance on the financial performance of the Company

Other than the transactions as disclosed under “Related Party Transactions” under the chapter “Restated Financial Statements” on page 144 there are no other related business transactions between our Company and our Group Companies which are significant for the financial performance of our Company.

Nature and extent of interests of our Group Companies

As on the date of this Draft Red Herring Prospectus, our Group Companies do not have any interest in the promotion or formation of our Company. Our Group Companies do not have any interest in the properties which has been acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by it as on the date of this Draft Red Herring Prospectus. Our Group Companies do not have any interest in any transaction for the acquisition of land, construction of building, or supply of machinery. Except as stated in “Restated Financial Information-Related Party Transactions” on page 144 of this Draft Red Herring Prospectus, none of our Group Companies have any business.

Utilisation of Issue Proceeds

There are no material existing or anticipated transactions with our Group Companies in relation to utilisation of the Issue Proceeds.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer note 39 to Restated Financial Statement under the section titled, '*Financial Statements*' beginning on page 144 of this Draft Red Herring Prospectus.

DIVIDEND POLICY

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. Under the Companies Act, dividends may be paid out of profits of a Company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous Years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

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.

We have declared dividend in any Financial Year.

Financial Year	Face Value (₹)	Dividend Paid (₹)
FY 2022-23	10.00	1.86 lakhs
FY 2021-22	10.00	-
FY 2020-21	10.00	-

SECTION VI-FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Sr. No.	Particulars	Page Number of PDF
1)	Restated Financial Statements as at March 31, 2023, March 31, 2022 and March 31, 2021	Page 1 – Page 28

The following tables set forth Restated financial information for the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED STANDALONE FINANCIAL INFORMATION

The Board of Directors

VINYAS INNOVATIVE TECHNOLOGIES LIMITED

(Formerly Known as VINYAS INNOVATIVE TECHNOLOGIES PRIVATE LIMITED)

Dear Sirs/ Madams,

- 1) We have examined, as appropriate (Refer paragraph 6 below), the attached Restated Standalone Financial Information of VINYAS INNOVATIVE TECHNOLOGIES LIMITED (Formerly Known as VINYAS INNOVATIVE TECHNOLOGIES PRIVATE LIMITED) (the "Company" or the "Issuer"), which comprises of the Restated Standalone Statement of Assets and Liabilities as at March 2023, March 31 2022, and March 2021 the Restated Standalone Statements of Profit and Loss (including other comprehensive income), Restated Standalone Statement of changes in equity and the Restated Standalone Statement of Cash Flows for the years ended 31st March 2023, 31st March 2022, and 31st March 2021 and a summary of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Standalone Financial Information"), as approved by the Board of Directors of the Company ("the Board") at their meeting held on 17th June, 2023 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed initial public issue of equity shares of the Company ("IPO") prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");
 - b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and
 - c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note") read with SEBI Communication as applicable.

Management's Responsibility on the Restated Financial Statements

- 2) The Company's Board of Directors are responsible for the preparation of the Restated Standalone Financial Information for the purpose of inclusion in the DRHP to be filed with National Stock Exchange of India Limited ("Stock Exchange") in connection with the IPO. The Restated Standalone Financial Information have been prepared by the management of the Company. The responsibility of the respective board of directors of the companies includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The board of directors are also responsible for identifying and ensuring that the company complies with the Act, ICDR Regulations and the Guidance Note read with SEBI Communication, as applicable.

Auditor's Responsibilities

- 3) We have examined these Restated Standalone 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 March 01, 2023 in connection with the IPO;
 - b) The Guidance Note read with SEBI Communication, as applicable. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Standalone Financial Information; and

- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note read with SEBI Communication, as applicable in connection with the IPO.
- 4) These Restated Standalone Financial Information have been compiled by the management from:
- (i) The audited special purpose Standalone Ind AS financial statements of the Company as at and for the year ended 31, March 2023 (along with comparative audited Standalone Ind AS financial statements as at and for the year ended March 31, 2022 & 31st March 2021) prepared in accordance with the recognition and measurement principles of Indian Accounting Standard notified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India (the "Special Purpose Standalone Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on 17th June, 2023. The comparative information as at and for the year ended March 31, 2022 included in such Special Purpose Standalone Ind AS Financial Statements prepared in accordance with the accounting standards notified under the Section 133 of the Act ("Indian GAAP") which was approved by the Board of directors at their meeting held on September 30, 2022 for the financial year 2021-2022 and on September 04 2021 for the financial year 2020-2021 respectively.
- 5) For the purpose of our examination, we have relied on reports issued by us dated 17th June, 2023 in relation to the special purpose Standalone Ind AS financial statements of the Company as at and for the year ended March 31, 2023, and independent auditors report issued by previous auditor Guru and Jana & Associates Standalone financial statements of the Company as at and for the year ended March 31 2022 & P P B N & Co, for the standalone financial statement for the year ended March 31 2021 as referred in Paragraph 4 above

Emphasis of matter - Basis of Accounting and Restriction on Distribution and Use

We draw attention that the Special Purpose Standalone Ind AS Financial Statements have been prepared by the Company solely for the purpose of preparation of the Restated Standalone Financial Information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "ICDR Regulations") in relation to the proposed initial public offering of the Company and to comply with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through Lead Managers (the "SEBI Communication"). As a result, the Special Purpose Standalone Ind AS Financial Statements may not be suitable for any another purpose and are not financial statements prepared pursuant to any requirements under section 129 of the Companies Act, 2013. The Special Purpose Standalone Ind AS Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated Standalone financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent. Our opinion is not modified in respect of this matter.

- 6) Based on our examination and according to the information and explanations given to us we report that the Restated Standalone Financial Information:
- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial year ended March 31 2022 and 2021 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended 31st March 2023;
- b) do not require any adjustment for modification as there is no modification in the underlying audit reports. There is an item relating to emphasis of matter (refer paragraph 5 above), which do not require any adjustment to the Restated Standalone Financial Information; and there are certain emphasis of matter and other matters in the 2021-2022 auditor's report which do not require any adjustments to the restated financial statements and

- c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note read with SEBI Communication, as applicable.
- 7) The Restated Standalone Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited special purpose Standalone Ind AS financial statements/ audited special purpose Standalone Ind AS financial statements mentioned in paragraph 4 above.
- 8) 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 or by the previous auditors or other auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
- 9) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 10) Our report is intended solely for the use of the Board of Directors for the purpose for inclusion in the DRHP to be filed with SEBI and Stock Exchanges in connection with the IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any 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.

UDIN NO: 23208425BGVLMM1038

For M/s P CHANDRASEKAR LLP
Chartered Accountants
Firm Registration No. 000580S/S200066

Sd/-
Arun R
Partner
Membership No. 208425

Place: Bangalore
Date: June 17, 2023

Particulars	Notes	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
ASSETS				
Non-current assets				
Property, plant and equipment	4	1,296.87	1,458.83	1,637.67
Right-of-use assets	5	23.34	36.09	20.09
Goodwill	6	-	-	-
Other intangible assets		-	-	-
Capital Work In Progress	7	305.32	-	-
Financial assets	8			
(i) Investments	8.1	10.08	16.71	15.10
(ii) Loans	8.2	37.64	34.50	22.75
(iii) Other financial assets	8.3	2,269.90	2,268.79	2,206.39
Deferred tax assets (net)	31	91.27	69.08	44.73
Other non-current assets	9	-	-	-
Total non-current assets		4,034.41	3,884.00	3,946.72
Current assets				
Inventory	10	10,679.92	11,259.99	9,800.11
Financial assets	11			
(i) Investments				
(ii) Trade receivables	11.1	2,095.11	5,707.18	2,907.79
(iii) Cash and cash equivalents	11.2	66.61	656.56	494.93
(iv) Bank balances other than (iii) above	11.2	379.17	-	-
(v) Other financial assets	11.3	9.52	43.38	93.15
Current tax assets (net)	13	-	-	-
Other current assets	12	4,333.90	597.93	1,216.25
Total current assets		17,564.23	18,265.04	14,512.22
Total Assets		21,598.64	22,149.04	18,458.95
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	14	374.20	374.20	374.20
Other equity	15	4,178.79	2,770.54	2,695.17
Total Equity		4,552.99	3,144.74	3,069.38
Liabilities				
Non-current liabilities				
Financial liabilities	16			
(i) Borrowings	16.1	1,894.06	2,179.49	1,224.74
(ii) Lease liabilities	5	25.87	37.84	20.37
(iii) Other Financial Liabilities	17.2	-	-	-
Provisions	17	109.85	77.61	43.52
Other non-current liabilities	18	-	-	-
Total non-current liabilities		2,029.78	2,294.93	1,288.63
Current liabilities				
Financial liabilities	19			
(i) Borrowings	19.1	6,676.95	7,363.09	8,141.15
(ii) Lease liabilities	5	-	-	-
(iii) Trade payables	19.2			
(a) total outstanding dues of micro enterprises and small enterprises		18.11	4.75	37.48
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		4,391.89	5,945.90	3,790.66
(iv) Other financial liabilities	19.3	231.77	233.32	109.31
Other current liabilities	20	3,312.85	2,948.20	1,458.57
Provisions	21	384.30	214.10	563.77
Total current liabilities		15,015.87	16,709.36	14,100.94
Total Liabilities		17,045.65	19,004.30	15,389.57
Total Equity and Liabilities		21,598.64	22,149.04	18,458.95

The accompanying notes 1 to 44 are an integral part of the Restated Standalone Financial Information

In terms of our report attached

For P Chandrasekar LLP
Chartered Accountants
Firm registration number: 000580S/S200066

for and on behalf of the Board of Directors of
Vinyas Innovative Technologies Limited
(Formerly known as Vinyas Innovative Technologies Private Limited)

ARUN RAGHAVAN
Partner
Membership Number: 208425

NARENDRA NARAYANAN
Managing Director
DIN: 00396176

T R SRINIVASAN
Director
DIN: 00379256

Place: Bengaluru
Date: 26-06-2023

Place: Bengaluru
Date: 26-06-2023

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Income				
Revenue from operations	22	23,452.40	20,773.76	20,502.91
Other income	23	433.02	442.54	277.59
Total income		23,885.41	21,216.30	20,780.50
Expenses				
Purchase of Stock-in-trade	24	-	-	-
Cost of Materials Consumed	25	17,947.23	15,054.28	16,804.57
Changes in Inventories of Work in Progress, Stock-in-trade and finished goods	26	1,162.34	2,165.02	691.21
Employee benefits expense	27	1,640.77	1,513.85	1,342.22
Finance costs	28	1,260.32	1,119.71	861.53
Depreciation and amortisation expense	29	221.14	259.38	299.56
Other expenses	30	644.66	852.41	609.29
Total expenses		22,876.47	20,964.65	20,608.38
Restated Profit/(Loss) before exceptional items and tax		1,008.94	251.65	172.12
Exceptional items (net)		-	-	-
Share of Loss From Associate Company		-	-	-
Restated Profit/(Loss) before tax		1,008.94	251.65	172.12
Tax Expenses				
Current tax	31	275.79	127.86	82.70
Tax for earlier years	31	21.01	47.25	-
Deferred tax charge	31	(22.19)	(24.34)	(33.73)
Total tax expense		274.61	150.77	48.97
Restated Profit/(Loss) for the period / year		734.34	100.88	123.15
Profit as per Audited Financials (PAT)				
Difference				
Other Comprehensive income				
(i) Items that will not be subsequently reclassified to the statement of the profit and loss				
Remeasurement gain/(loss) of defined benefit plans		(18.78)	(29.67)	(16.07)
(ii) Income tax relating to items that will not be reclassified to profit or loss				
(iii) Items that will be reclassified subsequently to profit or loss				
Change in fair value of investment carried at fair value through other comprehensive income				
(iv) Income tax relating to items that will be reclassified to profit or loss				
Restated Other comprehensive income/(loss) for the period/year		(18.78)	(29.67)	(16.07)
Restated Total Comprehensive Income / (loss) for the period / year		715.56	71.22	107.08
Restated Earnings/(loss) per Equity Share (Face value of Re. 10/- each)	32			
Basic (In Rs.)		19.62	2.70	3.29
Diluted (In Rs.)		19.62	2.70	3.29

The accompanying notes 1 to 44 are an integral part of the Restated Standalone Financial Information

In terms of our report attached

For P Chandrasekar LLP
Chartered Accountants
Firm registration number: 000580S/S200066

for and on behalf of the Board of Directors of
Vinyas Innovative Technologies Limited
(Formerly known as Vinyas Innovative Technologies Private Limited)

ARUN RAGHAVAN
Partner
Membership Number: 208425

NARENDRA NARAYANAN
Managing Director
DIN: 00396176

T R SRINIVASAN
Director
DIN: 00379256

Place: Bengaluru
Date: 26-06-2023

Place: Bengaluru
Date: 26-06-2023

Particulars	For the Year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Cash flow from operating activities			
Restated Loss before tax for the year	1,008.94	251.65	172.12
Adjustments for:			
Depreciation and amortisation expense	221.14	259.38	299.56
Finance costs	1,260.32	1,119.71	861.53
Indas Adjustment on the opening balance	-	-	(55.44)
Net loss on disposal of property, plant and equipment	-	4.15	-
Bad debts written off	5.74	103.20	18.83
Share based payments expense	-	-	-
Interest income on financial assets measured at amortised cost	(2.26)	(2.18)	(1.02)
Fair value gain on financial assets measured at fair value through other comprehensive income	(18.78)	(29.67)	(16.07)
Fair value gain on financial assets measured at fair value	-	(1.47)	(2.59)
Operating profit before working capital changes	2,475.11	1,704.77	1,276.92
Working capital movements:			
Adjustment for (increase) / decrease in operating assets:			
Decrease/(Increase) in trade receivables	3,606.32	(2,902.59)	(262.25)
(Increase)/Decrease in current and non-current financial assets	32.75	(12.63)	(2,200.78)
(Increase)/Decrease in current and non-current other assets	(3,735.97)	618.32	(21.10)
(Increase)/Decrease in loans	(3.13)	(11.75)	(11.82)
(Increase)/Decrease in Inventories	580.07	(1,459.89)	2,128.07
Adjustment for increase / (decrease) in operating liabilities:			
(Increase)/Decrease in trade payables	(1,540.65)	2,122.51	(2,898.75)
(Increase)/Decrease in current and non-current financial liabilities	(1.55)	124.01	(55.99)
(Increase)/Decrease in current and non-current other liabilities	364.65	1,489.63	(465.33)
(Increase)/Decrease in current and non current provisions	202.44	(315.58)	129.13
Cash generated from operations	1,980.04	1,356.81	(2,381.89)
Direct taxes (paid)/refund	(296.80)	(175.11)	(82.70)
Net cash from operating activities (A)	1,683.24	1,181.70	(2,464.59)
Cash flow from investing activities			
Purchase of property, plant and equipment including capital advances	(46.43)	(96.55)	(247.54)
Movement in Capital Work in Progress	(305.32)	-	-
Proceeds/(Investments) from long-term investment in equity instruments, mutual funds and bonds	6.63	(0.14)	(0.28)
Interest received	2.26	2.18	1.02
Net cash flow used in investing activities (B)	(342.86)	(94.51)	(246.79)
Cash flow from financing activities			
Proceeds from issue of equity shares	700.00	-	-
Proceeds from issue of compulsorily convertible cumulative preference shares	-	-	-
Proceeds/(repayment) of long-term borrowings	(285.42)	954.74	1,045.87
Proceeds/(repayment) of Short-term borrowings	(686.14)	(778.06)	2,397.62
Repayment of lease liabilities	(11.97)	17.47	20.37
Dividend Paid	(7.31)	-	-
Finance costs paid	(1,260.32)	(1,119.71)	(861.53)
Net cash flow used in financing activities (C)	(1,551.17)	(925.56)	2,602.33
Net increase in cash and cash equivalents (A+B+C)	(210.79)	161.63	(109.06)
Cash and cash equivalents at the beginning of the year	656.56	494.93	603.99
Cash and cash equivalents at the end of the year	445.78	656.56	494.93

Notes:

1. Component of cash and cash equivalents

Particulars	For the Year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Cash on hand	1.05	4.19	7.51
Balance with banks			-
In current accounts	7.76	380.28	202.70
In deposit accounts	436.97	272.10	284.71
Total cash and cash equivalents	445.78	656.56	494.93

The accompanying notes 1 to 44 are an integral part of the Restated Standalone Financial Information

In terms of our report attached

For P Chandrasekar LLP
Chartered Accountants
Firm registration number: 000580S/S200066

for and on behalf of the Board of Directors of
Vinyas Innovative Technologies Limited
(Formerly known as Vinyas Innovative Technologies Private Limited)

ARUN RAGHAVAN
Partner
Membership Number: 208425

**NARENDRA
NARAYANAN**
Managing Director
DIN: 00396176

T R SRINIVASAN
Director
DIN: 00379256

Place: Bengaluru
Date: 26-06-2023

Place: Bengaluru
Date: 26-06-2023

Restated Standalone Statement of Changes in Equity
(All amount in INR Lacs unless otherwise stated)

A. Equity share capital (refer note 14)

Particulars	No of shares	Amount
Balance as at April 1, 2019	374	0.00
Changes in equity share capital during the year	-	-
Balance as at March 31, 2020	374	0.00
Changes in equity share capital during the year	-	-
Balance as at March 31, 2021	374	0.00
Changes in equity share capital during the year	-	-
Balance as at March 31, 2022	374	0.00
Changes in equity share capital during the period	-	-
Balance as at March 31, 2023	374	0.00

B. Instruments entirely equity in nature

Particulars	Compulsorily convertible preference shares	Total
Balance as at April 1, 2019	-	-
Changes in compulsorily convertible preference shares during the year	-	-
Balance as at March 31, 2020	-	-
Changes in compulsorily convertible preference shares during the year	-	-
Balance as at March 31, 2021	-	-
Changes in compulsorily convertible preference shares during the year	-	-
Balance as at March 31, 2022	-	-
Changes in compulsorily convertible preference shares during the year	-	-
Balance as at March 31, 2023	-	-

B. Other equity

Particulars	Share Application money pending allotment	Reserve and Surplus				Other comprehensive income		Total other equity
		Securities Premium	General Reserve	Capital Redemption Reserve	Retained Earnings	Re-measurement gains / (losses) on defined benefit plans	Change in fair value of investment carried at fair value through other comprehensive income	
Balance as at April 1, 2019	-	894.20	184.45	-	1,433.13	-	-	2,511.77
Less: Restated loss for the year	-	-	-	-	131.76	-	-	131.76
Add: Premium on shares issued during the year	-	-	-	-	-	-	-	-
Add/(less): Transfer from share options outstanding account to general reserve	-	-	-	-	-	-	-	-
Add: Amounts recorded on grants of share options during the year	-	-	-	-	-	-	-	-
Add: Share-based payment expenses	-	-	-	-	-	-	-	-
Less: Transferred to securities premium account on exercise of options	-	-	-	-	-	-	-	-
Re-measurement gains / (losses) on defined benefit plans	-	-	-	-	-	-	-	-
Change in fair value of investment carried at fair value through other comprehensive income	-	-	-	-	-	-	-	-
Balance as at March 31, 2020	-	894.20	184.45	-	1,564.89	-	-	2,643.53
Balance as at April 1, 2020	-	894.20	184.45	-	1,564.89	(47.85)	-	2,595.68
Less: Restated loss for the year	-	-	-	-	123.15	-	-	123.15
Add: Premium on shares issued during the year	-	-	-	-	-	-	-	-
Add/(less): Transfer from share options outstanding account to general reserve	-	-	-	-	-	-	-	-
Add: Amounts recorded on grants during the year	-	-	-	-	-	-	-	-
Add: Share-based payment expenses	-	-	-	-	-	-	-	-
Less: Adjustment on account of INDAS Transition	-	-	-	-	(7.59)	-	-	(7.59)
Re-measurement gains / (losses) on defined benefit plans	-	-	-	-	-	(16.07)	-	(16.07)
Change in fair value of investment carried at fair value through other comprehensive income	-	-	-	-	-	-	-	-
Balance as at March 31, 2021	-	894.20	184.45	-	1,680.45	(63.92)	-	2,695.17
Balance as at April 1, 2021	-	894.20	184.45	-	1,680.45	(63.92)	-	2,695.17
Less: Restated loss for the year	-	-	-	-	100.88	-	-	100.88
Add: Premium on shares issued during the year	-	-	-	-	-	-	-	-
Add/(less): Transfer from share options outstanding account to general reserve	-	-	-	-	-	-	-	-
Add: Amounts recorded on grants during the year	-	-	-	-	-	-	-	-
Add: Share-based payment expenses	-	-	-	-	-	-	-	-
Add: Adjustments on account of FA Restatement	-	-	-	-	4.15	-	-	4.15
Less: Transferred to securities premium account on exercise of options	-	-	-	-	-	(29.67)	-	(29.67)
Re-measurement gains / (losses) on defined benefit plans	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	-	894.20	184.45	-	1,785.49	(93.59)	-	2,770.54
Balance as at April 1, 2022	-	894.20	184.45	-	1,785.49	(93.59)	-	2,770.54
Less: Restated loss for the year	-	-	-	-	734.34	-	-	734.34
Add: Premium on shares issued during the year	-	-	-	-	-	-	-	-
Add/(less): Transfer from Share Options Outstanding account to General Reserve	-	-	-	-	-	-	-	-
Add: Amounts recorded on grants during the year	-	-	-	-	-	-	-	-
Add: Deferred stock compensation expense	-	-	-	-	-	-	-	-
Add/(less): Additions during the year	700.00	-	-	14.87	-	-	-	714.87
Add/(less): Adjustments on account of FA restatement	-	-	-	-	-	-	-	-
Less: Transferred to Capital Redemption Reserve	-	-	(14.87)	-	-	-	-	(14.87)
Less: Dividend paid- Equity	-	-	-	-	(1.86)	-	-	(1.86)
Less: Dividend paid- Preference shares	-	-	-	-	(5.45)	-	-	(5.45)
Re-measurement gains / (losses) on defined benefit plans	-	-	-	-	-	(18.78)	-	(18.78)
Balance as at March 31, 2023	700.00	894.20	169.58	14.87	2,512.51	(112.37)	-	4,178.79

The accompanying notes 1 to 44 are an integral part of the Restated Standalone Financial Information

In terms of our report attached

For P Chandrasekar LLP
Chartered Accountants
Firm registration number: 000580S/S200066

for and on behalf of the Board of Directors of
Vinyas Innovative Technologies Limited
(Formerly known as Vinyas Innovative Technologies Private Limited)

ARUN RAGHAVAN
Partner
Membership Number: 208425

NARENDRA NARAYANAN
Managing Director
DIN: 00396176

T R SRINIVASAN
Director
DIN: 00379256

Place: Bengaluru
Date: 26-06-2023

Place: Bengaluru
Date: 26-06-2023

3 Statement of restatement adjustments to audited financial statements

(a) Reconciliation between audited equity and restated equity

Particulars	Reference	For the Year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Equity as per Special Purpose Interim Financial Statements, Statutory Ind AS Financial Statements and Statutory Indian GAAP Financial Statements, as applicable		4,552.99	3,144.74	3,176.38
Impact on adoption of lease accounting as per Ind AS	(i)			(2.37)
Impact on account of remeasurment of Employee benefit expnese	(ii)			(71.51)
Impact of fair valuation of Investment in mutual funds	(iii)			5.40
Impact of provision for Employee benefit expnese as per INDAS	(iv)			(22.49)
Impact of recognition of financial assets at amortized cost	(v)			4.18
Impact on restatement redeemable preference shares	(vi)			(14.87)
Impact on Ind AS remeasurment of processing charges	(vii)			1.10
Deferred tax impact of above adjustments	(viii)			(6.43)
Total Equity as Restated Financial Information		4,552.99	3,144.74	3,069.38
		-	-	0.00

(b) Reconciliation between audited profit/(loss) and restated profit/(loss)

Particulars	Reference	For the Year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Total Comprehensive Income / (Loss) or Profit / (Loss) after tax as per Special Purpose Interim Financial Statements, Statutory Ind AS Financial Statements and Statutory Indian GAAP Financial Statements, as applicable			715.56	71.22
Impact on adoption of lease accounting as per Ind AS	(i)			(1.35)
Impact of fair valuation of Investment in Mutual Funds	(ii)			2.59
Impact of provision for Employee benefit expnese as per INDAS	(iii)			(22.49)
Impact of amortization of transaction cost on borrowings based on EIR	(iv)			(8.29)
Impact on Ind AS remeasurment of other expenses	(v)			(0.71)
Deferred tax impact of above adjustments	(vi)			(6.43)
Restated Total Comprehensive Income / (loss)			715.56	71.22
		-	-	107.08

(d) Material Regrouping

Appropriate regroupings have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per IND AS financial information of the company year ended 31st March 2023 prepared in accordance with Schedule III of Companies Act, 2013, requirements of IND AS 1 and other applicable IND AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended.

(d) Explanation for reconciliation of balance sheet as previously reported under Statutory Indian GAAP Financial Statements to Restated Financial Information

(i) Leases

Under previous GAAP, a lease is classified as a finance lease or an operating lease. Operating lease payments are recognised as an operating expense in the statement of profit or loss on a straight-line basis over the lease term. Under Ind AS 116, a lessee applies a single recognition and measurement approach for all leases and recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. At the date of transition to Ind AS, the Company applied the transitional provision and measured lease liabilities at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of transition to Ind AS. Right-of-use assets were measured its carrying amount as if Ind AS 116 had been applied since the commencement date of the lease but discounted using the incremental borrowing rate at the date of transition to Ind AS.

(ii) Investments

Under IGAAP, current investments were measured at lower of cost or fair value and long term investments were measured at cost less diminution in value which is other than temporary. Under Ind AS, investments are measured at fair value and the mark-to-market gains/ losses are recognized either through profit or loss (FVTPL) or through other comprehensive income (FVTOCI) based on the business model test. Effect of Ind AS adoption on total comprehensive income represents the fair value gains/ losses on investment.

(iv) Allowance for expected credit loss on trade receivables

Under previous GAAP, the Company has created provision for impairment of receivables consists only in respect of specific amount for incurred losses. Under Ind AS, the Company has recognised impairment loss on trade receivables based on the expected credit loss model as required by Ind AS 109 (Financial Instruments- Recognition & Measurement).

(iii) Security Deposits

Under previous GAAP, security deposits were recorded at their transaction value. Under Ind AS 32 (Financial Instruments- Presentation) and Ind AS 109 (Financial Instruments- Recognition & Measurement), security deposit being a financial asset is recognised at their fair value. Accordingly, the Company has discounted these deposits for the respective lease period and difference between the discounted value (fair value) and the transaction value of security deposit has been recognised as prepaid rent. Under Ind AS 116, such prepaid lease rent is considered as a part of Right of use asset. Therefore, the prepaid lease rent as at transaction date has been transferred to Right of use asset and amortised over the lease term. The interest income is recorded on the fair value of the security deposit at the interest rate which was used for discounting of the security deposit.

(iv) Compulsorily convertible preference shares

The Company had issued compulsorily convertible preference shares to the investors. Under the previous GAAP, Cumulative redeemable preference shares (CRPS) issued to the investors were classified as equity and carried at transaction value. Under Ind AS, CRPS issued were reclassified as financial liability. On the transition date, this instrument is recorded at carrying amount as per previous GAAP.

(v) Borrowings

Under Indian GAAP, the Company recognised the borrowings at cost and the issue expenses were recognised as an expense in the period in which they were incurred. Under Ind AS, the liability is measured at amortised cost following effective interest rate method. The issue expenses are factored in the computation of effective interest rate and hence will get amortised over the period and not in the year in which they are incurred. On the date of transition to Ind AS, adjustment arising on account measuring financial liability at amortised cost has been recognised as an adjustment against the retained earnings.

(vi) Deferred tax assets (Net)

The (decreased) / increased in the deferred tax assets are on account of adjustments made on transition to Ind AS.

Vinyas Innovative Technologies Limited
Notes to Restated Standalone financial statements
(All amount in INR Lacs unless otherwise stated)

4 Property, plant and equipment

Particulars	Land	Building	Furniture and Fixtures	Office equipment	Plant and Equipment	Electrical Installation	Vehicle	Computer	Total
<i>Gross Carrying amount</i>									
Balance as at March 31, 2020	99.40	1,321.03	240.80	44.19	1,828.88	349.46	52.88	268.63	4,205.28
Balance as at April 1, 2020	99.40	1,321.03	240.80	44.19	1,828.88	349.46	52.88	268.63	4,205.28
Additions	-	1.88	-	0.29	168.53	4.91	-	23.55	199.16
Disposals/ adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2021	99.40	1,322.92	240.80	44.48	1,997.41	354.37	52.88	292.18	4,404.44
Balance as at April 1, 2021	99.40	1,322.92	240.80	44.48	1,997.41	354.37	52.88	292.18	4,404.44
Additions & Adjustments	-	-	6.75	0.91	7.96	-	5.92	29.67	51.20
Disposals/ adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	99.40	1,322.92	247.54	45.39	2,005.37	354.37	58.81	321.84	4,455.64
Balance as at April 1, 2022	99.40	1,322.92	247.54	45.39	2,005.37	354.37	58.81	321.84	4,455.64
Additions	-	-	1.34	0.15	-	-	-	21.63	23.12
Disposals/ adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	99.40	1,322.92	248.88	45.54	2,005.37	354.37	58.81	343.48	4,478.76
<i>Accumulated depreciation</i>									
Balance as at March 31, 2020	-	266.96	169.32	41.76	1,509.61	224.64	49.69	233.52	2,495.50
Balance as at April 1, 2020	-	266.96	169.32	41.76	1,509.61	224.64	49.69	233.52	2,495.50
Depreciation	-	44.04	17.65	0.93	150.49	32.73	0.81	24.62	271.27
Disposals/ adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2021	-	311.00	186.97	42.70	1,660.10	257.37	50.49	258.14	2,766.77
Balance as at April 1, 2021	-	311.00	186.97	42.70	1,660.10	257.37	50.49	258.14	2,766.77
Depreciation	-	44.05	16.91	0.80	107.18	32.56	0.42	23.65	225.57
Disposals/ adjustments	-	-	-	-	-	-	4.47	-	4.47
Balance as at March 31, 2022	-	355.05	203.88	43.49	1,767.28	289.93	55.38	281.79	2,996.81
Balance as at April 1, 2022	-	355.05	203.88	43.49	1,767.28	289.93	55.38	281.79	2,996.81
Depreciation	-	44.05	16.05	0.80	63.01	31.98	3.42	25.76	185.08
Disposals/ adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	399.10	219.94	44.29	1,830.29	321.91	58.81	307.55	3,181.89
<i>Net carrying amount</i>									
Balance as at March 31, 2020	99.40	1,054.07	71.48	2.43	319.27	124.82	3.19	35.11	1,709.78
Balance as at March 31, 2021	99.40	1,011.92	53.82	1.78	337.31	97.01	2.39	34.04	1,637.67
Balance as at March 31, 2022	99.40	967.86	43.66	1.90	238.09	64.45	3.42	40.05	1,458.83
Balance as at March 31, 2023	99.40	923.81	28.94	1.26	175.07	32.47	-	35.92	1,296.87

Notes:

3.1. For properties pledged as securities, refer note 16

5 Right of use asset

The carrying amount of right of use of assets recognised and the movement during the period:

Particulars	Buildings	Total
Balance as at March 31, 2020	-	-
Balance as at April 1, 2020	-	-
Additions	22.46	22.46
Deductions	-	-
Balance as at March 31, 2021	22.46	22.46
Restatement Adjustments	-	-
Balance as at April 1, 2021	22.46	22.46
Additions	26.05	26.05
Lease modifications	-	-
Deductions	-	-
Balance as at March 31, 2021	48.51	48.51
Balance as at April 1, 2022	48.51	48.51
Additions	-	-
Lease modifications	-	-
Deductions	-	-
Balance as at December 31, 2022	48.51	48.51
<i>Accumulated amortization</i>		
On adoption of Ind AS 116 as at April 1, 2019		
Amortization for the year	-	-
Deductions	-	-
Balance as at March 31, 2020	-	-
Balance as at April 1, 2020	-	-
Amortization for the year	2.37	2.37
Deductions	-	-
Balance as at March 31, 2021	2.37	2.37
Restatement Adjustments	-	-
Balance as at April 1, 2021	2.37	2.37
Amortization for the year	10.05	10.05
Deductions	-	-
Balance as at March 31, 2022	12.42	12.42
Balance as at April 1, 2022	12.42	12.42
Amortization for the period	12.75	12.75
Deductions	-	-
Balance as at September 30, 2022	25.17	25.17
Net carrying amount		
Balance as at March 31, 2020	-	-
Balance as at March 31, 2021	20.09	20.09
Balance as at March 31, 2022	36.09	36.09
Balance as at March 31, 2023	23.34	23.34

The Company as a lessee

The Company's lessee activity consists of leases formally identified within respective leasing arrangements for office spaces. Most of the lease contracts are made under usual terms and conditions, which means they include options to extend the lease by a defined amount of time and escalation clauses in line with general office rental market conditions. On renewal, the terms of the leases are renegotiated.

For the purpose of Restated Standalone Financial Information, Ind AS 116 has been applied using the simplified approach with effect from April 1, 2020, the Company has measured the lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate and a right-of-use asset at its carrying amount as if the standard had been applied since the commencement of the lease, but discounted using the lessee's incremental borrowing rate at the date of April 1, 2020 which is the accounting transition date).

In adopting Ind AS 116, the Company has applied the below

- (1) The Company has applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- (2) The Company has applied the exemption not to recognise right-of-use-assets and liabilities for leases with less than 12 months of lease term on the date of transition and low value assets.
- (3) The Company has excluded the initial direct costs from measurement of the right-of-use asset at the date of transition.
- (4) The Company has grandfathered the assessment of which transactions are, or contain leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as lease under AS 19.

Transition to Ind AS 116

On transition to Ind AS 116 as on April 1, 2020, the Company had only short-term leases.

On transition to Ind AS 116 as on April 1, 2020, the Company recognised right-of-use assets amounting to Rs 4.12 millions (net of prepayments and lease equalisation reserve) and lease liabilities amounting to Rs 4.12 millions as at April 1, 2018. The lease equalisation reserve and prepayments as at April 1, 2018 have been adjusted to the right-of-use assets. The Company recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of previous GAAP. The Company has discounted lease payments using the applicable incremental borrowing rate as at April 1, 2018, which is 13% for measuring the lease liability. Refer Note 40 for contractual maturities of lease liabilities.

Impact of adoption of Ind AS 116 on retained earnings:

Particulars	As at 01 April 2020
Increase in lease liabilities	-
Increase in right-of-use assets	22.46
Increase in deferred tax assets	-
Decrease in security deposit on account of present value	-
Decrease in rent equalisation reserve	-
Impact on retained earning as at 1 April 2020	22.46
(a) Lease Liabilities movement	
Particulars	
Balance as at March 31, 2020	
Restatement Adjustments	-
Balance as at April 1, 2020	-
Additions	-
Lease modifications	-
Finance cost accrued during the period	-
Payment of lease liabilities	-
Balance as at March 31, 2021	-
Balance as at April 1, 2021	-
Additions	-
Lease modifications	-
Finance cost accrued during the period	-
Payment of lease liabilities	-
Balance as at March 31, 2022	-
Balance as at April 1, 2022	-
Additions	-
Lease modifications	-
Finance cost accrued during the period	-
Payment of lease liabilities	-
Balance as at March 31, 2023	-

The following is the break-up of current and non-current lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current	-	-	-
Non-Current	25.87	37.84	20.37
Total	25.87	37.84	20.37

(a) The amounts recognised in the Standalone statement of profit or loss are as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest on lease liabilities	3.03	2.54	0.51
Amortization of Right-of-use assets	12.75	10.05	2.37
Expense relating to short-term leases	0.25	5.41	20.16
Expense relating to leases of low-value assets	-	-	-
Total amount recognised in profit or loss	16.04	17.99	23.04

6 Goodwill

Particulars	Goodwill	Total
<i>Gross Carrying amount</i>		
Balance as at April 1, 2021		-
Additions	-	-
Impairment	-	-
Disposals/ adjustments	-	-
Balance as at March 31, 2022	-	-
Additions	-	-
Impairment	-	-
Disposals/ adjustments	-	-
Balance as at March 31, 2023	-	-

7 Capital Work in progress

Capital Work in progress Aging Schedule

Amount in CWIP for a period of

CWIP	Less than 1 year	1-2 Years	2-3 Years	More than 3 Yea	Total
Projects in progress	305	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

Non-current assets
8 Financial assets
8.1 Investments

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Investments in equity instruments			
Investments in subsidiaries (Investments carried at cost)			
Nil (as at March 31, 2022 - 49) equity shares at face value of AUD 1 each	-	0.03	-
	-	-	-
Investments in other Entity (Investments carried at cost)			
10,08,249 (as at March 31, 2022- 9,25,000, as at March 31, 2021- 9,25,000 as at March 31, 2020 -9,25,000) Equity Shares at 1 each in Mysore ESDM Cluster	10.08	9.25	9.25
Investments in mutual funds (quoted) (Investments carried at fair value through profit or loss)			
	-	7.44	5.85
	10.08	16.71	15.10
Fund	Mar-23	Mar-22	Mar-21
HDFC Equity Fund Dividend - No of Units	-	1,493.12	1,360.91
HDFC Equity Fund Growth- No of Units	-	95.07	95.07
HDFC Prudence Fund Growth- No of Units	-	327.12	327.12
SBI Contra Fund Regular Plan Dividend - No of Units	-	8,336.64	8,336.64
SBI Contra Fund Regular Plan Growth- No of Units	-	642.20	642.20
SBI Magnum Balanced Fund Regular Plan Growth - No of Units	-	276.49	276.49
Aggregate amount of quoted investments	-	-	-
Aggregate market value of quoted investments	-	7.44	5.85
Aggregate amount of unquoted investments	10.08	9.28	9.25
Aggregate amount of impairment in value of investments			

8.2 Loans

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Loans to related parties			
Loan receivables considered good			
Loans to others			
Loan to others - Employees	37.64	34.50	22.75
(Loan given to employees at nil rate of interest has been restated to meet the requirement as per IND AS-109. Only the loan amounts exceeding the ₹1 lakh and whose repayment tenure is more than 12 months has been restated. Remaining loans has been regrouped to "Short-term other financial assets")			
Loan receivables - credit impaired			
Less : Provision for doubtful loans			
	37.64	34.50	22.75
Loan receivables - credit impaired			
Less : Provision for doubtful loans			
	-	-	-
	37.64	34.50	22.75

Notes:

8.3 Other financial assets

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good			
Security Deposits	27.00	25.89	28.29
(Lease deposits given to two lessors have been restated as per IND AS 109 for ₹7 lakhs and other security deposits are grouped here)			
	27.00	25.89	28.29
Balances with Banks			
In earmarked accounts			
In deposit accounts with more than 12 months maturity			
Interest accrued			
on fixed deposit			
on loans			
Other Receivable - Project	2,242.90	2,242.90	2,178.09
	2,242.90	2,242.90	2,178.09
	2,269.90	2,268.79	2,206.39

Notes

(a) other receivables represents money spent on the Projects entered with TVS - All receivables are considered good by the management

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Capital advances			
Prepaid Expenses			
Taxes paid in protest			
Interest accrued on Fixed Deposit			
Advance to suppliers			
Balance with government authorities			
	-	-	-
Current assets			

10 Inventory

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(Lower of cost and net realisable value)			
Stock in Hand			
Rawmaterials	5,514.44	4,939.67	1,316.56
WIP	5,084.14	6,246.48	8,411.50
Stores and Spares	21.96	17.96	14.23
Loss Tools	59.37	55.88	57.81
Finished Goods	-	-	-
Stock in transit			
	10,679.92	11,259.99	9,800.11

11 Financial assets

11.1 Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Trade receivables - Considered good - Unsecured	2,095.11	5,707.18	2,907.79
Trade receivables - Credit impaired			
Less: Allowance for expected credit loss due to increase in credit risk	-	-	-
	2,095.11	5,707.18	2,907.79

Notes:

- (a) Trade receivables are non-interest bearing and are generally on terms of 0 days to 60 days.
(b) For amount receivables from related parties, please refer note 42
(c) Please refer note 16 for details related to hypothecation of receivables against borrowings.
(d) No trade receivable are due from directors or other officers of the Company either severally or jointly with any

Trade receivables Ageing Schedule- Gross

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Outstanding for following periods from due date of payment			
Undisputed Trade receivables – considered good			
Not Due	-		
Less than 6 months	1,774.26	5,463.37	2,616.83
6 months - 1 year	40.42	19.84	95.41
1-2 years	45.00	69.60	178.15
2-3 years	68.16	138.41	17.40
More than 3 years	167.27	15.96	-
Total	2,095.11	5,707.18	2,907.79
Less: Allowance for expected credit loss due to increase in credit risk	-	-	-
Grand Total	2,095.11	5,707.18	2,907.79

11.2 Cash and bank balance

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Cash and cash equivalents			
Balances with banks			
in current accounts	7.76	380.28	202.70
in deposit accounts with remaining maturity of less than 3 months	57.75	272.10	284.71
in Demand deposit	0.05	(0.00)	-
Cash on hand	1.05	4.19	7.51
	66.61	656.56	494.93
Bank balances other than cash and cash equivalents			
Balances with banks			
In earmarked accounts (with original maturity period of less than 12 months)	-	-	-
In deposit accounts with remaining maturity of more than 3 months and less than	379.17	-	-
Cash and bank balances in fixed deposit accounts with banks			
Cash and bank balances Provision for Fixed deposit under lien			
	379.17	-	-
	445.78	656.56	494.93

11.3 Other financial assets

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Rental Deposits			
Advances to employees	3.60	28.28	17.05
Other receivables	5.92	15.10	76.10
	9.52	43.38	93.15

12 Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<i>Unsecured, considered good</i>			
Advance to suppliers	3,751.77	531.29	609.67
Prepaid expenses	4.69	11.28	36.23
Prepaid expenses - Staf Welfare	3.86	5.61	4.18
Balance with government authorities	55.55	39.87	506.40
Unbilled Revenue	459.56	-	-
GST Input	58.48	9.88	59.76
Less: Provision for doubtful balances			
	4,333.90	597.93	1,216.25

13 Current tax assets (net)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advance income-tax (net of provision for taxes) (refer note no 31)	-	-	-

14 Equity share capital

Particulars	As at	As at	As at
	March 31, 2023	March 31, 2022	March 31, 2021
Authorised			
Equity shares of Re. 10 each with voting rights March 2023 - 1,50,00,000	1,500.00	465.00	465.00
Equity shares March 2022 & 2021 46,50,000 Equity shares			
Class 'A' 10% Redeemable Cumulative Preference Shares of Rs 100 each March 2023 Nil- March 2022 & March 2021 35,000 shares	-	35.00	35.00
Class 'B' 12% Optionally Convertible Cumulative Preference Shares Rs.100 each - March 2023 - Nil March 2022 & March 2021 10,00,000 shares	-	1,000.00	1,000.00
	1,500.00	1,500.00	1,500.00
Issued, subscribed and paid up			
Equity shares of Re. 10 each with voting rights 37,42,036 Equity shares (As on 31st March 2022: 37,42,036 , As on 31st March 2021 : 37,42,036, As at 31st March 2020 : 37,42,036)	374.20	374.20	374.20
	374.20	374.20	374.20

(a) Reconciliation of the number of shares outstanding at the beginning and at end of the reporting year:

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity shares						
Balance at the beginning of the year	37,42,036	374	37,42,036	374	37,42,036	374
Shares issued during the year	-	-	-	-	-	-
Shares issued in pursuant to exercise of employee stock options	-	-	-	-	-	-
Shares buyback during the year	-	-	-	-	-	-
Shares split during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	37,42,036		37,42,036	374	37,42,036	374

(b) Rights, preferences and restrictions attached to the equity shares:

Equity Shares

The Company has a single class of equity shares having a par value of Rs 10 each. Each holder of the equity share, as reflected in the records of the Company, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholders' meeting.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting except interim dividend where approval of the Board of Directors is considered sufficient.

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

Preference Shares

The Company had issued 10%, 10 Year Cumulative preference Shares. The board meeting for the issue was held in 2006. These shares have been redeemed during 2022-23

Details of shareholders holding more than 5% shares

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
Equity shares of Re 10 each						
Canbank Venture Capital Fund Ltd	-	-	10,58,036	28.3%	10,58,036	28.3%
Narendra N	10,07,952	26.9%	10,07,952	26.9%	10,07,952	26.9%
Meera Narendra	6,84,000	18.3%	6,84,000	18.3%	6,84,000	18.3%
Prakash S	7,44,000	19.9%	7,44,000	19.9%	7,44,000	19.9%

(c) Shareholding by Promoters

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of shares held	% of shares held	No. of shares held	% of shares held	No. of shares held	% of shares held
Equity shares of Rs 10 each						
Narendra N	10,07,952	45.21%	10,07,952	45.21%	10,07,952	45.21%
Meera Narendra	6,84,000	18.3%	6,84,000	18.3%	6,84,000	18.3%
% change during the year	0.00%		0.00%		0.00%	

*For the purpose of disclosure, definition of promoter as per the Companies Act, 2013 has been considered.

15 Other equity

Particulars	Note	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Securities premium	(i)	894.20	894.20	894.20
Retained Earnings	(ii)	2,512.51	1,785.49	1,680.45
General Reserve	(iii)	169.58	184.45	184.45
Capital Redemption Reserve	(iv)	14.87	-	-
Share application money pending Allotment	(v)	700.00	-	-
Other comprehensive income	(vi)	(112.37)	(93.59)	(63.92)
		4,178.79	2,770.54	2,695.17

(i) Securities premium

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	894.20	894.20	894.20
Addition on account of issue of shares (net of share issue expenses)	-	-	-
Addition on account of exercise of stock options	-	-	-
Balance at the end of the year	894.20	894.20	894.20

Securities premium represents the premium received on issue of shares over and above the face value of equity shares. The same is available for utilisation in accordance with the provisions of the Companies Act, 2013.

(ii) Retained Earnings

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	1,785.49	1,680.45	1,564.89
Addition during the year	734.34	100.88	123.15
Payment of Dividend - Both Equity and Preference Shares	(7.31)	-	-
Adjustments	-	4.15	-
Re-measurement gains / (losses) on defined benefit plans	-	-	2.24
Re-measurement gains / (losses) on account of INDAS restatement - Net	-	-	(10)
Transfer to capital Redemption Reserve	-	-	-
Balance at the end of the year	2,512.51	1,785.49	1,680.45

Retained earnings represents the Company's undistributed earnings after taxes.

(iii) General reserve

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	184.45	184.45	184.45
Add: Transferred from share options outstanding account	-	-	-
Less : Transfer to Capital Redemption Reserve	(14.87)	-	-
Balance at the end of the year	169.58	184.45	184.45

General reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income. Items included in general reserve will not be reclassified subsequently to profit or loss.

(iv) Capital Redemption Reserve

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	-	-	-
Add: Transferred from retained earnings	14.87	-	-
Balance at the end of the year	14.87	-	-

(v) Share application money pending Allotment

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	-	-	-
Add - Amount Received during the year	700.00	-	-
Less : Allotted during the year	-	-	-
Balance at the end of the year	700.00	-	-

(vi) Other comprehensive income

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year / Restated	(93.59)	(63.92)	(47.85)
Re-measurement gains / (losses) on defined benefit plans	(18.78)	(29.67)	(16.07)
Fair value measurement on investments designated at FVTOCI	-	-	-
Balance at the end of the year	(112.37)	(93.59)	(63.92)

This represents the cumulative gains and losses arising on the revaluation of preference shares measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

Non Current

16 Financial Liabilities

16.1 Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Term Loans - Secured			
From a bank (refer note -a below)	1,867.71	2,138.58	1,209.87
Loans from financial institution- Unsecured (refer note- b)	26.35	26.03	-
Liability component of compound financial instruments			
Preference Shares	-	14.87	14.87
(10% ,148700 Redeemable preference share has been regrouped as borrowings as per IND AS 109 from Share Capital)			
	1,894.06	2,179.49	1,224.74

Notes:

- a) Term Loan from Bank - Canara Bank Canara Credit Support to COVID-19 loan is against hypothecation of Stocks, Book debts, and Current Assets. Repayable by 72 installements of Rs.26.02 Lacs each
b) Loan from SIDBI Sub-ordinated Debt under Growth Capital & Equity assistance Scheme, Second Charge on all the Movable & Immovable Assets - Repayable by 54 installments of Rs.3.67 lacs each
c. The company has borrowed unsecured long term loan from Bajaj Finance Ltd amounting to Rs. 34,31,268 at rate of 19% repayable by 36 installments of Rs.1.25 lacs

17.2 Other non-current financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Payables on purchase of capital goods	-	-	-

17 Provisions

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits			
Gratuity	55.19	18.42	(0.00)
Compensated absences	54.66	59.19	43.52
	109.85	77.61	43.52

18 Other non-current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Non- Current Liabilities			
Share warrants			
Deferred income			
Advance from customers			
	-	-	-

Note:

Current

19 Financial Liabilities

19.1 Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Secured Loan			
Balance in overdraft accounts (refer note below)	6,168.88	5,408.64	8,062.50
Unsecured Loan			
Loans from Director - Unsecured - Refer note 3	199.05	1,121.48	-
Bill Discounting- Refer note 3	-	524.15	-
Current maturities of long-term borrowings	309.02	308.83	78.65
	6,676.95	7,363.09	8,141.15

- 1.Canara Bank -Cash Credit is Secured against hypothecation of Stocks and Personal guarantee of Directors and equitable mortgaged of Factory Land and Building
2. Canara Bank PCFC A/c- Against hypothecation of Stocks, Book debts, and Current Assets
3)The Company has availed an interest free .unsecured loan from Mr. Narendra- Managing Director, The unsecured loan is repayable on demand.

19.2 Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro enterprises and small enterprises (refer note below)	18.11	4.75	37.48
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,391.89	5,945.90	3,790.66
	4,410.00	5,950.65	3,828.14

Notes

Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and Schedule III of the Companies Act, 2013 for the six months period ended March 31, 2023. This information has been determined to the extent such parties have been identified on the basis of information available with the company and relied upon by auditors.

Disclosure in respect of Micro and Small Enterprises :

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(i) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year			
Principal	18.11	4.75	37.48
Interest	-	-	-
(ii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond			
Interest	-	-	-
Payment	-	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but			
beyond the appointed day during the year) but without adding the interest specified under the	-	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when			
the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible	-	-	-

Trade payables Ageing Schedule

Particulars Outstanding for following periods from due date of payment	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
MSME			
Less than 1 year	18.11	4.75	37.48
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
Total	18.11	4.75	37.48
Others			
Less than 1 year	4,034.75	3,319.53	3,056.60
1-2 years	343.14	2,004.89	314.74
2-3 years	14.00	232.57	411.46
More than 3 years	-	393.65	45.33
Total	4,391.89	5,950.65	3,828.14

19.3 Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Interest accrued but not due on borrowings	0.54	2.12	-
Salary & Bonus Payable	148.88	147.03	80.64
Other Payable for Expenses	82.35	84.16	28.67
	231.77	233.32	109.31

20 Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advance from Customers	3,144.26	2,618.95	1,375.88
Statutory Remittances	168.58	329.25	82.69
	3,312.85	2,948.20	1,458.57

21 Provision

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits			
Gratuity	78.62	71.81	34.77
Compensated absences	29.89	18.47	15.30
Provision for Taxation	275.79	123.82	513.70
	384.30	214.10	563.77

22 Revenue from operations

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from Services	1,315.44	1,103.29	2,783.54
Revenue from Sale of products	21,677.40	19,670.46	17,719.37
Unbilled Revenue	459.56		
	23,452.40	20,773.76	20,502.91

23 Other income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest income			
Interest income on financial assets measured at fair value	2.26	2.18	1.02
Other Interest Income			
Interest income on deposit	30.09	10.20	15.53
Other non-operating income			
Sundry Balances Written back- Credit Balance Appropriation	172.22	29.88	16.53
Other gains and losses			
Fair value gain on Mutual fund measured at fair value through profit or loss	-	1.47	2.59
Subsidy From Govt.		-	0.74
Income from Mutual Fund	1	0.12	0.06
Net Foreign Exchange gain	226.39	352.74	219.46
Sale of Scrip	-	44.06	19.33
Revenue from lease rentals	-	-	-
Others	0.83	1.89	2.33
	433.02	442.54	277.59

24 Purchase of Stock-in-trade

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Purchase of Stock-in-trade	-	-	-

25 Cost of Materials Consumed

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Stock of Raw Materials and Components at the beginning of the year	4,939.67	1,316.56	2,739.42
Add: Purchase of Raw Material	17,912.83	18,121.54	12,935.92
Less: Stock of Raw Material at the end of year	(5,514.44)	(4,939.67)	(1,316.56)
	17,338.06	14,498.43	14,358.78
Stock of Stores and Consumbles at the beginning of the year	17.96	14.23	15.91
Add: Purchase of Stores and Consumbles	328.13	275.42	143.28
Stock of Stores and Consumbles at the End of the year	(21.96)	(17.96)	(14.23)
	324.13	271.69	144.96
Direct Expenses	285.04	284.15	2,300.82
	17,947.23	15,054.28	16,804.57

26 Changes in Inventories of Work in Progress, Stock-in-trade and finished goods

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Stock - WIP at the beginning of the year	6,246.48	8,411.50	9,102.71
Stock - WIP at the end of the year	(5,084.14)	(6,246.48)	(8,411.50)
	1,162.34	2,165.02	691.21
Stock - Finished Goods at the beginning of the year	-	-	-
Stock - Finished Goods at the end of the year	-	-	-
	1,162.34	2,165.02	691.21

27 Employee benefits expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages, Bonus and allowances	1,295.40	1,171.35	1,029.68
Contribution to provident and other funds (refer note 41)	127.08	117.30	113.44
Leave encashment	1.00	2.09	-
Gratuity expense (refer note 41)	30.29	25.80	26.46
Directors Remuneration	147.35	147.35	137.81
Staff welfare expenses	39.66	49.96	34.82
	1,640.77	1,513.85	1,342.22

28 Finance costs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expense on financial instrument designated at amortised cost:			
borrowings (refer note 16.1)	864.14	955.59	723.46
lease liabilities(refer note 5)	3.03	2.54	0.51
Bank Charges	120.82	123.49	79.42
Other finance charges	272.34	38.11	58.14
	1,260.32	1,119.71	861.53

29 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation of property, plant and equipment (refer note 4)	185.08	225.57	297.19
Amortization on right-of-use assets (refer note 5)	12.75	10.05	2.37
Amortization of Other Assets	23.31	23.76	-
Amortization of other intangible assets (refer note 7)	-	-	-
	221.14	259.38	299.56

30 Other expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Director Sitting Fees	0.25	0.25	0.25
Business promotion and advertisement expenses	21.38	5.16	4.75
Lease rentals	0.25	5.41	20.16
Power and fuel	103.34	102.32	90.32
House keeping expenses	0.61	6.05	11.04
Repairs and maintenance			
Office & Factory	3.20	46.41	37.96
Machinery	67.68	58.38	44.41
Others	6.46	23.45	12.70
Rates and taxes	35.00	23.84	20.75
Printing and stationery	5.36	7.43	4.38
Postage & Courier	10.31	5.98	5.25
Communication	7.67	8.24	10.13
Legal and professional fees	158.30	267.31	219.06
Auditor's Remuneration (refer note below)	12.00	12.00	11.00
Insurance charges	32.60	23.85	33.38
Travel, Conveyance & Accomodation	71.97	38.38	9.32
Freight Outward Charges	34.00	30.98	11.43
Commission Paid	2.96	8.57	-
Loss on sale of Investments	0.33	-	-
Membership & Subscription	5.37	4.52	1.75
Interest and penalty paid on taxes	16.57	36.48	6.63
Bad Debt written off	5.74	103.20	18.83
Interest on MSME	2.30	-	-
Security Charges	35.18	29.99	29.60
Donation	0.60	0.75	1.05
Miscellaneous expenses	5.22	3.45	5.16
	644.66	852.41	609.29

Note: Auditor's remuneration (excluding taxes) *

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Statutory Audit fees	12.00	12.00	11.00
Tax Audit fees	-	-	-
Reimbursement of expenses	-	-	-
	12.00	12.00	11.00

31 Income Tax expense

(a) Amounts recognised in Standalone statement of profit and loss

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Current tax:			
Current tax:	275.79	127.86	82.70
Tax for earlier years:	21.01	47.25	-
Deferred tax:			
Deferred tax charge/ (credit)	(22.19)	(24.34)	(33.73)
Tax expense for the year	274.61	150.77	48.97

(b) Amounts recognised in other comprehensive income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Items that will not be reclassified subsequently to the statement of the profit and loss			
Remeasurements of defined benefit (assets)/ liabilities	(18.78)	(29.67)	(16.07)
Income tax relating to items that will be reclassified subsequently to statement of profit and loss	-	-	-
Total	(18.78)	(29.67)	(16.07)

The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit before tax	1,008.94	251.65	172.12
Statutory rate	25.17%	25.17%	27.82%
Tax amount at the enacted income tax rate	253.93	63.34	47.88
Tax impact on account of :			
On account of Depreciation	7.98	12.98	20.08
On account of INDAS Adjustments not allowed in Income Tax Act	18.95	19.72	7.52
On account of Taxes at special rates -Capital Gain	(0.56)		
On account of Expenses disallowed/allowed under Income Tax Act and others	(4.50)	31.83	7.21
Tax expenses pertaining to current year	275.79	127.86	82.70
	275.79	127.86	82.70

Effective income tax rate

Deferred taxes

Deferred tax assets/ (liabilities) as at March 31, 2023:

Particulars	As at April 1, 2022	Recognised in statement of profit and loss	Recognised directly in other equity	As at March 31, 2023
Property, plant and equipment	50.27	(14.87)		35.40
Provision for employee benefits	17.67	37.29		54.96
Provision for other Expenses	1.14	(0.24)		0.91
Total	69.08	22.19	-	91.27

Deferred tax assets/ (liabilities) as at March 31, 2022:

Particulars	As at April 1, 2021	Recognised in statement of profit and loss	Recognised directly in other equity	As at March 31, 2022
Property, plant and equipment	38.30	11.97		50.27
Provision for employee benefits	6.43	11.23		17.67
Provision for other Expenses		1.14		1.14
Total	44.73	24.34	-	69.08

Deferred tax assets/ (liabilities) as at March 31, 2021:

Particulars	As at April 1, 2020	Recognised in statement of profit and loss	Recognised directly in other equity	As at March 31, 2021
Property, plant and equipment	11.00	27.30	-	38.30
Provision for employee benefits	-	6.43	-	6.43
Total	11.00	33.73	-	44.73

Deferred tax assets/ (liabilities) as at March 31, 2020:

Particulars	As at April 1, 2019	Recognised in statement of profit and loss	Recognised directly in other equity
Property, plant and equipment		(58.13)	69.13
Provision for employee benefits			-
Total		(58.13)	69.13

32 Earnings per equity share

(Presented in INR lacs, except number of shares data)

Particulars	Note	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Loss for the year	(a)	734.34	100.88	123.15
Weighted average number of equity shares outstanding for basic EPS	(b)	37,42,036.00	37,42,036.00	37,42,036.00
Add: Effect of ESOP's which are dilutive				
Weighted average number of equity shares outstanding for diluted EPS	(c)	37,42,036.00	37,42,036.00	37,42,036.00
Nominal value of equity shares		10.00	10.00	10.00
Earnings per share				
Basic (In Rs.)		19.62	2.70	3.29
Diluted (In Rs.)		19.62	2.70	3.29

33 Financial instruments

The carrying value and fair value of financial instruments by categories are as follows:

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021		As at March 31, 2020	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
Financial assets								
FVTPL								
Investment in mutual funds	-	-	7.44	7.44	5.85	5.85	2.98	2.98
FVTOCI								
Investment in bonds								
Investment in equity instruments	10.08	10.08	9.25	9.25	9.25	9.25	9.25	9.25
At amortised cost								
Trade receivable	2,095.11	2,095.11	5,707.18	5,707.18	2,907.79	2,907.79	2,664.37	2,664.37
Cash and bank balance	445.78	445.78	656.56	656.56	494.93	494.93	603.99	603.99
Loan	37.64	37.64	34.50	34.50	22.75	22.75	10.94	10.94
Other financial assets	2,279.41	2,279.41	2,312.16	2,312.16	2,299.54	2,299.54	98.76	98.76
Total Financial assets	4,868.02	4,868.02	8,822.19	8,822.19	5,835.17	5,835.17	3,390.28	3,390.28
Financial liabilities								
FVTPL								
Liability component of compound financial instruments	-	-	14.87	14.87	14.87	14.87	14.87	14.87
At amortised cost								
Lease liabilities	25.87	25.87	37.84	37.84	20.37	20.37	-	-
Borrowings	8,571.01	8,571.01	9,527.71	9,527.71	9,351.02	9,351.02	5,907.53	5,907.53
Trade payables	4,410.00	4,410.00	5,950.65	5,950.65	3,828.14	3,828.14	6,726.89	6,726.89
Other financial liabilities	231.77	231.77	233.32	233.32	109.31	109.31	165.30	165.30
Total Financial liabilities	13,238.65	13,238.65	15,764.38	15,764.38	13,323.71	13,323.71	12,814.59	12,814.59

The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

34 Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis as at 31st March 2023, March 31, 2022, and March 31, 2021 .

Particulars	Date of valuation	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets measured at fair value					
FVTPL financial assets designated at fair value					
Investment in mutual funds (quoted)	March 31, 2023	-	-	-	-
FVTOCI financial assets designated at fair value					
Investment in bonds (quoted)	March 31, 2023	-	-	-	-
Investment in equity investments (unquoted)	March 31, 2023	-	-	10.08	10.08
Total of Financial Assets		-	-	10.08	10.08
Financial liabilities measured at fair value:					
FVTPL financial liabilities designated at fair value					
Preference Shares	March 31, 2023	-	-	-	-
Total of Financial Liabilities		-	-	-	-
Financial assets measured at fair value					
FVTPL financial assets designated at fair value					
Investment in mutual funds (quoted)	March 31, 2022	7.44	-	-	7.44
FVTOCI financial assets designated at fair value					
Investment in bonds (quoted)	March 31, 2022	918.69	-	-	918.69
Investment in equity investments (unquoted)	March 31, 2022	-	-	9.25	9.25
Total of Financial Assets		926.12	-	9.25	935.37
Financial liabilities measured at fair value:					
FVTPL financial liabilities designated at fair value					
Preference shares	March 31, 2022	-	-	14.87	14.87
	March 31, 2021	-	-	14.87	14.87
	March 31, 2021	-	-	14.87	14.87
Total of Financial Liabilities		-	-	44.61	44.61

At respective period / year end the financial instruments are categorized as level 1 based on the quoted prices available in the active market and as level 3 in case the lowest level input that is significant to the fair value measurement is unobservable. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

Note on Valuation Methodology

a) Mutual Funds

The fair values of investments in mutual fund units is based on the net asset value ("NAV") as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

b) Investment in equity investments (unquoted)

The Company has measured fair value for Investment in equity investments (unquoted) based on the additional shares allotted to the company.

35 Financial risk management

The Company's management has overall responsibility for the establishment and oversight of the risk management framework.

The Company's principal financial liabilities, comprises lease liabilities, trade and other payables. The Company's principal financial assets include security deposits, trade and other receivables and cash and bank balances.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and foreign currency risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

(i) **Credit risk**

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Customer credit risk is subject to the Company's policies, procedures and controls and any changes in the foreign policy of the export customer. Outstanding trade receivables are monitored at regular intervals. Impairment analysis is performed at each reporting date on individual customer basis.

Cash and cash equivalents and other bank balances

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks.

(ii) **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company's Accounts and corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The Company does not face a significant liquidity risk with regard to its financial liabilities as the current assets are sufficient to meet the obligations related to financial liabilities as and when they fall due.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Particulars	As at March 31, 2023				Carrying Amount
	Up to 1 year	1-5 years	More than 5 years	Total Undiscounted cash flow	
Borrowings	6,676.95	-	-	6,676.95	8,571.01
Lease liabilities	-	25.87	-	25.87	25.87
Trade payables	4,410.00	-	-	4,410.00	4,410.00
Other financial liabilities	231.77	-	-	231.77	231.77
Total	11,318.72	25.87	-	11,344.59	13,238.65

Particulars	As at March 31, 2022				Carrying Amount
	Up to 1 year	1-5 years	More than 5 years	Total Undiscounted cash flow	
Borrowings	7,363.09	-	-	7,363.09	9,542.58
Lease liabilities	-	37.84	-	37.84	37.84
Trade payables	5,950.65	-	-	5,950.65	5,950.65
Other financial liabilities	233.32	-	-	233.32	233.32
Total	13,547.06	37.84	-	13,584.90	15,764.38

Particulars	As at March 31, 2021				Carrying Amount
	Up to 1 year	1-5 years	More than 5 years	Total Undiscounted cash flow	
Borrowings	8,141.15	-	-	8,141.15	9,365.89
Lease liabilities	20.37	-	-	20.37	20.37
Trade payables	3,828.14	-	-	3,828.14	3,828.14
Other financial liabilities	109.31	-	-	109.31	109.31
Total	12,098.97	-	-	12,098.97	13,323.71

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, payable, etc.

The analysis exclude the impact of movements in market variables on: the carrying values of post-retirement obligations and provisions.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has debt obligations with fixed interest rates. The Company's investments are primarily in fixed rate interest bearing investments. Hence, the Company is not significantly exposed to interest rate risk.

36 Capital management

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders. The capital structure of the Company consists of equity only. The management of the Company reviews the capital structure of the Company on annual basis. The Company is not subject to any externally imposed capital requirements. The Capital Management policy focusses to maintain an optimal structure that balances growth and maximizes shareholder value.

The capital structure is as follows:

Particulars	As at	As at	As at	As at
	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
Total equity attributable to the equity share holders of the Company	4,552.99	3,144.74	3,069.38	3,017.73
As percentage of total capital	35%	25%	25%	34%
Total borrowings	8,571.01	9,542.58	9,365.89	5,922.40
Total equity (borrowings and equity)	13,124.00	12,687.32	12,435.27	8,940.14
Adjusted net debt to Total equity ratio	65%	75%	75%	66%

37 Analytical Ratios

Ratio	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020	% change from March 31,2022 to 31, March 2023	% change from March 31,2022 to March 31,2021	% change from March 31,2021 to March 31,2020	Explanation for the variance (March 2022 vs March 2023)	Explanation for the variance (March 2022 vs March 2021)	Explanation for the variance (March 2021 vs March 2020)
a) Current Ratio	Current Assets	Current Liabilities	1.17	1.09	1.03	1.09	7.01%	6.21%	-5.94%			
b) Debt - Equity Ratio	Total borrowings	Total equity	1.88	3.03	3.05	1.96	-37.96%	-0.56%	55.48%	Due to decrease in borrowings and increase in equity		Due to additional borrowing from Canara Bank
c) Debt Service Coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + Finance costs	Debt service = Interest and Lease Payments + Principal Repayments of borrowings	1.98	1.46	1.55	1.53	35.68%	-5.89%	1.07%	Due to increase in Net profit		
d) Return on Equity Ratio	Net Profit after taxes	Average Total equity	0.19	0.03	0.04	0.04	487.62%	-19.76%	-9.35%	Due to increase in sales		
e) Inventory Turnover Ratio	Cost of goods sold	Average Inventory	1.64	1.43	1.55	1.38	14.44%	-7.57%	12.15%			
f) Trade receivables turnover ratio	Revenue from operations	Average Trade Receivables	17.05	6.70	11.68	11.22	154.46%	-42.63%	4.04%			
g) Trade payables turnover ratio	Purchase of Materials+ Direct Expenses	Average Trade Payables	8.78	9.41	7.22	4.83	-6.68%	30.39%	49.47%		Increase in purchaes and credit terms	Increase in purchaes and credit terms
h) Net Capital Turnover Ratio	Revenue from operations	Working capital = Current assets - Current liabilities	9.20	13.35	49.85	10.56	-31.08%	-73.21%	372.00%	Increase in revenue and increase in advance paid to customers	Increase in Trade receivable and Inventory	Due decrease in curnet liabilities - trade payable
i) Net Profit Ratio	Net profit after tax	Revenue from operations	0.03	0.00	0.01	0.01	544.77%	-19.15%	-31.73%	Due to increase in sales		
j) Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt	0.35	0.26	0.24	0.29	36.66%	7.00%	-15.83%			
k) Return on Investment	-	-	-	-	-	-	-	-	-	-	-	-

38 Employee Benefits

A Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries in respect of qualifying employees towards Provident Fund, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The Company's contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related services.

During the year, the Company has recognised the following amounts in the Standalone Statement of profit and loss, which are included in contribution to provident and other funds.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Provident Fund, Employee's Pension Scheme and Labour Welfare Fund	127.08	117.30	113.44
Total	127.08	117.30	113.44

B Defined benefit plans

Gratuity

(ii) Gratuity: The employees are covered under Employee Gratuity scheme which is a defined benefit plan funded by Vinyas Innovative Technologies (P) Ltd Group Gratuity Trust® managed by LIC of India. The Company provides for gratuity, a defined benefit plan (the Gratuity Plan), to its employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, of an amount based on the respective employee's last drawn salary and years of employment with the Company.

Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow -

(a) Interest rate risk:

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

(b) Liquidity risk:

This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non-availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

(c) Demographic risk:

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

(d) Salary Risk:

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

(e) Withdrawals:

Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

The following table sets out the status of the non funded gratuity plan as required under Ind AS 19 'Employee benefits'.

A. Reconciliation of projected defined benefit obligation

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Change in projected benefit obligation			
Obligation at the beginning of the year	282.40	250.67	235.04
Current service cost	11.88	23.43	22.65
Interest cost	10.21	17.10	16.08
<i>Actuarial gains/ (losses) recognised in other comprehensive income :</i>			
Due to Change in Financial Assumptions	(9.24)	(9.63)	0.43
Due to Change in Demographic Assumptions	-	(0.24)	-
Due to Change in Experience Assumptions	(1.69)	36.14	12.23
Benefits paid	(9.16)	(35.06)	(35.75)
Obligation at the end of the year	284.40	282.40	250.67

B. Reconciliation of present value of defined benefit obligation and the fair value

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Present value of defined benefit obligation at the end of the year	284.40	282.40	250.67
Liability recognised in the balance sheet	284.40	282.40	250.67
Current	78.62	71.81	34.77
Non Current	205.77	210.59	215.91

C. Expenses recognized in the Consolidated Statement of profit and loss

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Current service cost	11.88	23.43	22.65
Interest cost	10.21	17.10	16.08
Total expense recognised in the Statement of profit and loss	22.09	40.52	38.72

D. Expense recognised in the Other comprehensive income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Due to Change in Financial Assumptions	(9.24)	(9.63)	0.43
Due to Change in Demographic Assumptions	-	(0.24)	-
Due to Change in Experience Assumptions	(1.69)	36.14	12.23
Total expenses recognized in the Other comprehensive income	(10.93)	26.27	12.66

E. Expense recognised in the Total Comprehensive income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Expense recognised in the Statement of profit and loss	22.09	40.52	38.72
Expense recognised in the Other comprehensive income	(10.93)	26.27	12.66
	11.16	66.79	51.38

(i) **Expected Future Cash flows**

The following payments are Maturity Analysis of the Benefit Payments

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Year 1	48.73	31.06	28.00
Year 2	21.19	29.91	14.44
Year 3	19.23	17.76	26.52
Year 4	40.73	15.95	15.36
Year 5	31.90	35.64	13.72
Year 6 to 10	105.13	96.84	95.41
Year 11 and above	440.55	376.88	336.41
Total expected cash flow	707.46	604.04	529.85

(ii) **Sensitivity Analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
<i>Discount rate</i>			
a. Delta Effect of -1% Change in Discount rate	27.52	24.60	23.17
b. Delta Effect of +1% Change in Discount rate	(23.73)	(21.12)	(19.79)
<i>Salary increase rate</i>			
a. Delta Effect of -1% Change in Salary increase rate	(24.92)	(22.12)	(20.65)
b. Delta Effect of +1% Change in Salary increase rate	28.53	25.43	23.85
<i>Attrition rate</i>			
b. Delta Effect of -1% Change in Attrition rate	(13.60)	(11.50)	(9.76)
a. Delta Effect of +1% Change in Attrition rate	12.14	10.22	8.63
<i>Effect of no ceiling</i>	-	-	-

The methodology used for ALM is Projected Unit Credit Method

Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Rate of Discounting	7.64%	7.23%	6.82%
Rate of Salary Increase	3.00%	3.00%	3.00%
Attrition rate	4.00%	4.00%	4.00%
Mortality Rate During Employment	100% of IAL: India Assured Lives Mortality (2012-14)	100% of IAL: India Assured Lives Mortality (2012-14)	100% of IAL: India Assured Lives Mortality (2012-14)

Note:

- The discount rate is based on the prevailing market yields of Indian Government securities as at the Balance sheet date for the estimated term of the obligations.
- The estimates of future increase in compensation levels, considered in the actuarial valuation, have been taken on account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

ii) Other long-term benefits- Unfunded

The other long term employee benefits which are provided based on the actuarial valuation done using projected unit credit method are as under:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Compensated absences	84.55	77.66	58.83
	84.55	77.66	58.83

The discount rate for defined benefit plan and other long term benefits is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

The estimate of future salary increases considered for defined benefit plan and other long term benefits takes into account the inflation, seniority, promotion, increments and other relevant

39 Related parties transactions

(i) Name of the parties and its relationships

Description of Relationship	Name of Related Parties
Key managerial persons	Narendra Narayan Srinivasamurthy Prakash Srinivasan TR Meera Narendra Kunagalli Radhakrishnan Usha Prakash Sumukh Narendra Sanjay Kumar
Enterprise over which key management Personnel and it's relatives are able to exercise significant influence and control	Specvin Technologies Pvt Ltd Staysee Healthcare Products Pvt Ltd Vinal Tech Pvt Ltd Udbedha Technologies Pvt Ltd
Associates	Vinyas Australia Pte

(ii) Summary of transactions with related parties

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Loans / Trade Advances Received			
Specvin Technologies Pvt Ltd		103.25	-
Narendra N	1,316.67	1,159.62	-
Staysee Healthcare products private Ltd	116.00	55.25	-
Sumukh Narendra	10.00	5.00	-
		-	-
	1,442.67	1,323.12	-
Loans / Trade Advances Repaid			
Specvin Technologies Pvt Ltd		68.25	-
Narendra N	1,117.62	38.14	-
Srinivasan TR		3.00	-
Staysee Healthcare products private Ltd	116.00	55.25	-
Sumukh Narendra	15.00	-	-
	1,248.62	164.64	-
Professional Charges:			
Specvin Technologies Private Limited	1.50	33.36	16.43
	1.50	33.36	16.43
Sale of Goods			
Specvin Technologies Private Limited			
	-	-	-
Cab Hire Charges:			
Narendra N	12.00	12.00	7.00
Srinivasan T R	19.60	9.25	2.40
	31.60	21.25	9.40
Re-imbursments given to			
Narendra N	76.03	63.42	48.66
Sumukh Narendra	102.79	81.83	19.98
	178.82	145.25	68.64
Re-imbursments received from			
Vinyas Australia Pte	-	2.66	-
	-	2.66	-
Other Payables			
Salaries and emoluments:			
Narendra N	62.81	62.81	62.81
Meera Narendra	35.49	35.49	35.49
Sumukh Narendra	28.63	28.63	19.08
Srinivasan T R	20.43	20.43	20.43
	147.35	147.35	137.81
Sitting Fees			
Narendra N	0.05	0.05	0.05
Prakash	0.05	0.05	0.05
Sumukh Narendra	0.05	0.05	0.05
Srinivasan T R	0.05	0.05	0.05
CVCFL	0.05	0.05	0.05
	0.25	0.25	0.25

(iii) Related party closing balances as at the Balance Sheet date

Particulars	For the period ended September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021
Advance / Loans Outstanding Payable			
Narendra N	199.05	1,121.48	-
Narendra N	0.99	0.99	0.19
Sumukh Narendra		0.18	10.33
Specvin Technologies Private Limited (Net Payables)	60.97	71.03	(2.00)
Specvin Technologies Private Limited (Net Receivables)	(2.00)	(2.00)	-
Staysee Healthcare products private Ltd (Net of Payables)	8.54	29.50	4.76
Staysee Healthcare products private Ltd (Net of Receivables)	2.30	(1.23)	-
Srinivasan T R	1.58	1.58	0.20
Salaries payables			
Narendra N	3.25	4.99	4.99
Meera Narendra	1.82	2.72	1.82
Sumukh Narendra	2.66	1.80	1.29
Srinivasan T R	1.32	1.23	1.08
		-	-
	9.05	10.74	9.17

40 Segmental information

The Company has only one geographical segment, hence the reporting is not provided. The Company does not have any reportable secondary segment.

41 First time adoption of Ind AS

The Company has adopted Ind AS for the accounting year beginning from April 1, 2020 with a transition date of April 1, 2020. Accordingly, the standalone financial statements for the year ended March 31, 2023 together with the comparative information for the year ended March 31, 2022 and opening Ind AS balance sheet as at April 1, 2020 have been prepared in accordance with accounting policies as set out in Note 2 - Significant accounting policies.

Ind AS 101 allows first time adopters certain exemptions and certain optional exceptions from the retrospective application of certain requirements under IND AS as follows:

Exceptions availed

(i) Derecognition of financial assets and financial liabilities

Ind AS - 101 requires a first time adopter to apply the de-recognition provisions of Ind AS - 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS - 101 allows a first time adopter to apply the de-recognition requirements in Ind AS - 109 retrospectively from a date of the Company's choice, provided that the information needed to apply Ind AS - 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has elected to apply the de-recognition provisions of Ind AS - 109 prospectively from the date of transition to Ind AS.

(ii) Classification and measurement of financial assets

Ind AS - 101 requires a Company to assess classification and measurement of financial assets on the basis of facts and circumstances that exist at the date of transition to Ind AS. The Company has assessed the same accordingly.

(iii) Estimates

A Company estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with the estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is an objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2019, are consistent with the estimates as at the same date made in conformity with previous GAAP.

The Company made estimates for following items in accordance with Ind AS at the date of transitions as these were not required under previous GAAP :

- Impairment of financial assets based on expected credit loss method

Exemptions availed

i) Lease

Ind AS 116 requires an entity to assess whether a contract or arrangement contains a lease. According to Ind AS 116, this assessment should be carried out at the inception of the contract or arrangement. However, the Company has used Ind AS 101 exemption and assessed all arrangements based on conditions in place as the date of transition.

The Company has used following transition exemptions in respect of lease transactions:

- (i) single discount rate has been applied to a portfolio of leases with reasonably similar characteristics.
- (ii) leases for which the lease term was ending within 12 months of the date of transition to Ind AS were accounted as short-term leases.
- (iii) Initial direct costs have been excluded from the measurement of the right-of-use assets.

iii) Business combination

The Company has elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

Transition to Ind AS - Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Indian GAAP to Ind AS in accordance with Ind AS 101:

- Reconciliation of Standalone Balance Sheet previously reported under previous GAAP to Standalone Statement of Assets and Liabilities under Ind AS as at March 31, 2021 and April 1, 2020.
- Reconciliation of Standalone Statement of Profit and Loss previously reported under previous GAAP to Standalone Statement of Profit and Loss under Ind AS for the years ended March 31, 2021
- Adjustments to Standalone Cash Flow Statement previously reported under previous GAAP to Standalone Statement of Cash Flows under Ind AS for the years ended March 31, 2021.

i. Reconciliation of Standalone Balance Sheet previously reported under previous GAAP to Standalone Statement of Assets and Liabilities under Ind AS as at March 31, 2021 and April 1, 2020.

Particulars	Notes to	As at March 31, 2021		Ind AS	As at April 1, 2020		Ind AS
		Previous GAAP	Effect of Transition to Ind AS including reclassification		Previous GAAP	Effect of Transition to Ind AS	
ASSETS							
Non-current assets							
Property, plant and equipment	A	1,637.67	-	1,637.67	1,709.78	-	1,709.78
Right-of-use asset			20.09	20.09			-
Goodwill	B	-	-	-	-	-	-
Goodwill on consolidation			-	-			-
Other intangible assets			-	-			-
Financial assets							
Investments	C	9.25	5.85	15.10	12.23	-	12.23
Loans		28.87	(6.11)	22.75		10.94	10.94
Other financial assets	E		2,206.39	2,206.39	19.54	(0.06)	19.48
Deferred tax asset (net)		38.30	6.43	44.73	11.00	(0.00)	11.00
Non current tax assets (net)			-	-			-
Other non-current assets			-	-			-
		1,714.08	2,232.64	3,946.72	1,752.55	10.88	1,763.42
Current assets							
Financial assets							
Inventory		9,800.11	-	9,800.11	11,928.18	-	11,928.18
Investments	C	3.04	(3.04)	-			-
Trade receivables	D	5,064.98	(2,157.19)	2,907.79	2,664.37	-	2,664.37
Cash and cash equivalents		494.93	-	494.93	607.58	(3.59)	603.99
Loans		772.52	(772.52)	-			-
Other financial assets			93.15	93.15	511.29	(432.01)	79.28
Other current assets		44.07	1,172.18	1,216.25	770.69	424.46	1,195.15
			-	-			-
		16,179.64	(1,667.42)	14,512.22	16,482.11	(11.15)	16,470.96
Total assets		17,893.73	565.22	18,458.95	18,234.66	(0.27)	18,234.39
EQUITY AND LIABILITIES							
Equity							
Equity share capital		389.07	(14.87)	374.20	389.07	(14.87)	374.20
Other equity		2,787.30	(92.13)	2,695.17	2,643.53	(0.00)	2,643.53
Minority Interest				-			-
Total Equity		3,176.38	(107.00)	3,069.38	3,032.60	(14.87)	3,017.73
Liabilities							
Non-current liabilities							
Financial liabilities							
Borrowings	F, G, H	1,280.74	(56.00)	1,224.74	164.00	14.87	178.87
Lease liabilities	A		20.37	20.37		-	-
Provisions			43.52	43.52		(15.30)	(15.30)
Other non-current liabilities				-			-
		1,280.74	7.89	1,288.63	164.00	(0.43)	163.57
Current liabilities							
Financial liabilities							
Borrowings	A	8,038.16	102.98	8,141.15	5,743.53	-	5,743.53
Lease liabilities				-			-
Trade payables				-			-
-total outstanding dues of micro enterprises and small enterprises		0.15	37.34	37.48		14.81	14.81
-total outstanding dues of creditors other than micro enterprises and small enterprises		3,356.99	433.66	3,790.66	6,727.16	(15.08)	6,712.08
Other financial liabilities			109.31	109.31		165.30	165.30
Other current liabilities		1,337.42	121.15	1,458.57	1,538.04	385.86	1,923.90
Provisions		703.88	(140.11)	563.77	1,029.32	(535.85)	493.47
Total Liabilities		13,436.61	664.33	14,100.94	15,038.05	15.03	15,053.09
Total Equity and Liabilities		17,893.73	565.22	18,458.95	18,234.66	(0.27)	18,234.39

ii. Reconciliation of Standalone Statement of Profit and Loss previously reported under previous GAAP to Standalone Statement of Profit and Loss under Ind AS:

Particulars	Notes to First time adoption	As at March 31, 2021		Ind AS
		Previous GAAP*	Effect of Transition to Ind AS including reclassification	
Income				
Revenue from operations		20,502.91	-	20,502.91
Other income	E	54.52	223.07	277.59
Total income		20,557.43	223.07	20,780.50
Expenses				
Purchase of stock-in-trade				
Cost of Materials Consumed		16,734.66	69.91	16,804.57
Changes in inventories of stock-in-trade		691.21	-	691.21
Employee benefits expense	J	1,316.95	25.27	1,342.22
Finance costs		853.24	8.29	861.53
Depreciation and amortisation expense	B	297.19	2.37	299.56
Other expenses	D	465.02	144.28	609.29
Total expenses		20,358.26	250.12	20,608.38
Restated Profit/(Loss) before tax		199.17	(27.05)	172.12
Tax Expenses				
Current tax		82.70	-	82.70
Deferred tax charge	K	(27.30)	(6.43)	(33.73)
Total Tax Expense		55.40	(6.43)	48.97
Restated Profit/(Loss) for the period / year		143.77	(20.62)	123.15
Items that will not be subsequently reclassified to the Remeasurement gain/(loss) of defined benefit plans				
Less: Income tax impact on above	L			-
Restated Other comprehensive income/(loss) for the period/year				-
Restated Total Comprehensive Income / (loss) for the period / year		143.77	(20.62)	123.15

*Previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

iii. There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.

Notes to Reconciliations

A. Leases

Under previous GAAP, a lease is classified as a finance lease or an operating lease. Operating lease payments are recognised as an operating expense in the statement of profit or loss on a straight-line basis over the lease term. Under Ind AS 116, a lessee applies a single recognition and measurement approach for all leases and recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. At the date of transition to Ind AS, the Company applied the transitional provision and measured lease liabilities at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of transition to Ind AS. Right-of-use assets were measured its carrying amount as if Ind AS 116 had been applied since the commencement date of the lease but discounted using the incremental borrowing rate at the date of transition to Ind AS.2

C. Investments

Under IGAAP, current investments were measured at lower of cost or fair value and long term investments were measured at cost less diminution in value which is other than temporary. Under Ind AS, investments are measured at fair value and the mark-to-market gains/ losses are recognized either through profit or loss (FVTPL) or through other comprehensive income (FVTOCI) based on the business model test. Effect of Ind AS adoption on total comprehensive income represents the fair value gains/ losses on investment.

C. Allowance for expected credit loss on trade receivables

Under previous GAAP, the Company has created provision for impairment of receivables consists only in respect of specific amount for incurred losses. Under Ind AS, the Company has recognised impairment loss on trade receivables based on the expected credit loss model as required by Ind AS 109.

D. Security Deposits

Under previous GAAP, security deposits were recorded at their transaction value. Under Ind AS 32 (Financial Instruments- Presentation) and Ind AS 109 (Financial Instruments- Recognition & Measurement), security deposit being a financial asset is recognised at their fair value. Accordingly, the Company has discounted these deposits for the respective lease period and difference between the discounted value (fair value) and the transaction value of security deposit has been recognised as prepaid rent. Under Ind AS 116, such prepaid lease rent is considered as a part of Right of use asset. Therefore, the prepaid lease rent as at transaction date has been transferred to Right of use asset and amortised over the lease term. The interest income is recorded on the fair value of the security deposit at the interest rate which was used for discounting of the security deposit.

E. Redeemable preference shares

The Company had issued redeemable preference shares to the investors. Under the previous GAAP, redeemable preference shares (RPS) issued to the investors were classified as equity and carried at transaction value. Under Ind AS, RPS issued were reclassified as financial liability. On the transition date, this instrument is recorded at cost.

F. Borrowings

Under Indian GAAP, the Company recognised the borrowings at cost and the issue expenses were recognised as an expense in the period in which they were incurred. Under Ind AS, the liability is measured at amortised cost following effective interest rate method. The issue expenses are factored in the computation of effective interest rate and hence will get amortised over the period and not in the year in which they are incurred. On the date of transition to Ind AS, adjustment arising on account measuring financial liability at amortised cost has been recognised as an adjustment against the retained earnings.

G. Employee benefits

Under previous GAAP, actuarial gains and losses were recognised in the statement of profit and loss. Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability/ asset which is recognised in other comprehensive income. Consequently, the tax effect of the same has also been recognised in other comprehensive income under Ind AS instead of the statement of profit and loss.

H. Deferred tax assets (Net)

The (decrease)/ increased in the deferred tax assets are on account of adjustments made on transition to Ind AS.

I. Other Comprehensive Income

Under Ind AS, remeasurements (comprising of actuarial gains and losses, return on plan assets excluding amounts included in net defined benefit liability/asset) are recognised in OCI. Under Indian GAAP, the entire cost, including actuarial gains and losses are charged to profit and loss. The actuarial loss as at the transition date has been reclassified from statement of profit and loss to OCI.

42 ADDITIONAL REGULATORY DISCLOSURES

- (i) The Company has not been declared as an wilful defaulter by any bank or financial institution or other lenders.
 - (ii) The Company have no transactions with Companies that has been struck off.
 - (iii) The Company has not traded or invested in crypto currency or virtual currency during the financial year or in the previous year.
 - (iv) There are no proceedings initiated or pending against the company y for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
 - (v) There are no charges registration or satisfaction of charge not created with ROC beyond the time period.
 - (vi) There are no immovable properties not held in the name of the company.
 - (vii) The Company has no transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961),
 - (viii) The company has not made any revaluation to the Property, Plant and Equipment.
 - (ix) The company has not entered into any Scheme of arrangement.
 - (x) The company has not given any loans or advances to the Directors/KMP/Related Parties other than reported in the related party transaction disclosure
- (i) All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirements of Schedule III, unless otherwise stated.

43 Trade Receivables, Trade Payables and Advances from Customers balances are subject to balance confirmation and reconciliation, if any.

44 Previous year's figures have been regrouped wherever necessary, to conform to the current year's classification.

As per our report of even date attached.

For P Chandrasekar LLP

Chartered Accountants
Firm registration number: 000580S/S200066

for and on behalf of the Board of Directors of

Vinyas Innovative Technologies Limited
(Formerly known as Vinyas Innovative Technologies Private Limited)

ARUN RAGHAVAN

Partner
Membership Number: 208425

NARENDRA NARAYANAN
Managing Director
DIN: 00396176

T R SRINIVASAN
Director
DIN: 00379256

Place: Bengaluru
Date: 26-06-2023

Place: Bengaluru
Date: 26-06-2023

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the period ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the Companies Act, 2013 (to the extent notified) 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 and Indian GAAP or IndAS and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in "Financial Statements" beginning on page 144 of this Draft Red Herring Prospectus.

Indian GAAP or IndAS differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "Risk Factors" and "Forward-Looking Statements" beginning on pages 18 and 13 respectively, of this Draft Red Herring Prospectus

Company Overview

Our Company was incorporated on April 27, 2001 as a private limited company under the provisions of Companies Act, 1956 with the Registrar of Companies, Bangalore in the name and style of "Vinyas Innovative Technologies Private Limited". Subsequently, our Company was converted into public limited company pursuant to which the name of our Company was changed to "Vinyas Innovative Technologies Limited" vide shareholder's approval on January 23, 2023 and fresh certificate of incorporation dated June 14, 2023

Business Overview

Incorporated in 2001, Vinyas Innovative Technologies Limited is a leading provider of design, engineering and electronics manufacturing services catering to global Original Equipment Manufacturers and Original Design Manufacturers in Electronic Industry. As an integrated electronic manufacturing services provider, Our Company offers a broad range of products and services across multiple industry segments for about 20 years. With wide industry knowledge, cutting-edge technologies & state-of-the-art infrastructure, Vinyas supports its Global partners from conceptualizing the design, engineering, manufacturing to turnkey requirements for mission-critical applications.

We leverage the design capabilities of with over three decades of domain expertise providing engineering and design solutions globally with a focus on multiple industries. Our Electronic Manufacturing Services are provided as Build to Print ("**B2P**") and Build to Specification ("**B2S**") services to our clients. Our B2P solutions involve our client providing the design for the product for which we provide agile and flexible manufacturing services. Our B2S services involve utilising our design capabilities to design the relevant product based on the specifications provided by the client and manufacturing the product. Our solutions primarily comprise: (i) printed circuit board ("**PCB**") assembly ("**PCBA**"), and (ii) box builds which are used in safety critical systems such as cockpits, inflight systems, landing systems, and medical diagnostic equipment.

Significant Factors affecting our Results of Operations

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factor" beginning on page 18 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Failure to comply with quality standards may lead to cancellation of existing and future orders;
- Uncertainty in relation to effect of any pandemic on our business and operations;

- Failure, defects, delays and other problems involving the technology systems and infrastructure on which we rely for providing our services and solutions to our clients;
- Our dependence on our key personnel, including our Directors and senior management;
- Our ability to successfully implement our business strategy and plans;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors.

Discussion on Result of Operation

The following discussion on results of operations should be read in conjunction with the restated standalone financial results of our Company for years ended March 31, 2023, 2022 and 2021.

Overview of Revenue & Expenditure

Revenues

Our Company's revenue is primarily generated from Sale of products & Services:-

(₹ in Lakhs)

Particulars	As at March 31		
	2023	2022	2021
Income			
Revenue from Operations	23,452.40	20,773.76	20,502.91
Increase/Decrease in %	12.89%	1.32%	NA
Other Income	433.02	442.54	277.59
Increase/Decrease in %	-2.15%	59.42%	NA
Total Revenue	23,885.41	21,216.30	20,780.50

The following is the Income mix in terms of value of total revenue of our Company from Services:

(₹ in Lakhs)

Particulars	As at March 31		
	2023	2022	2021
Revenue from Operation			
Revenue from Services	1,315.44	1,103.29	2,783.54
Revenue from Sale of products	21,677.40	19,670.46	17,719.37
Unbilled Revenue	459.56	-	-
Total Revenue from Operation	23,452.40	20,773.76	20,502.91

The following is the Income mix in terms of value of total revenue of our Company from Services:

(₹ in lakhs)

Particulars	As at March 31		
	2023	2022	2021
Revenue from Operation			
Revenue from Services	5.51%	5.20%	13.39%
Revenue from Sale of products	90.76%	92.71%	85.27%
Unbilled Revenue	1.92%	0.00%	0.00%
Total Revenue from Operation	98.19%	97.91%	98.66%

Other Income

(₹ in Lakhs)

Particulars	As at March 31		
	2023	2022	2021
Other Income:			
Interest income:	32.36	12.38	16.55
Interest income on financial assets measured at fair value	2.26	2.18	1.02
Other Interest Income	-	-	-
Interest income on deposit	30.09	10.20	15.53
Other non-operating income:	172.22	29.88	16.53
Sundry Balances Written back- Credit Balance Appropriation	172.22	29.88	16.53
Other gains and losses:	228.44	400.28	244.50
Fair value gain on Mutual fund measured at fair value through profit or loss	-	1.47	2.59
Subsidy From Govt.	-	-	0.74
Income from Mutual Fund	1.22	0.12	0.06
Net Foreign Exchange gain	226.39	352.74	219.46
Sale of Scrip	-	44.06	19.33
Revenue from lease rentals	-	-	-
Others	0.83	1.89	2.33
Total Other Income	433.02	442.54	277.59

The following is the other income mix in terms of percentage of other income of our Company:

Particulars	As at March 31		
	2023	2022	2021
Other Income:			
Interest income:	7.47%	2.80%	5.96%
Interest income on financial assets measured at fair value	0.52%	0.49%	0.37%
Interest income on deposit	6.95%	2.30%	5.59%
Other non-operating income:	39.77%	6.75%	5.96%
Sundry Balances Written back- Credit Balance Appropriation	39.77%	6.75%	5.96%
Other gains and losses:	52.76%	90.45%	88.08%
Fair value gain on Mutual fund measured at fair value through profit or loss	0.00%	0.33%	0.93%
Subsidy From Govt.	0.00%	0.00%	0.27%
Income from Mutual Fund	0.28%	0.03%	0.02%
Net Foreign Exchange gain	52.28%	79.71%	79.06%
Sale of Scrip	0.00%	9.96%	6.96%
Others	0.19%	0.43%	0.84%
Total Other Income	100.00%	100.00%	100.00%

Main Components of our Revenues

Income

Our total income comprises of revenue from operations and other income.

Revenue from Operations

Revenue from Operations includes income from Sales of services and Sales of products. Sales of Services as a percentage of total revenue was 5.51%, 5.20% and 13.39% in fiscals 2023, 2022 and 2021 respectively. Sales of products as a percentage of total revenue was 90.76%, 92.71% and 85.27% in fiscals 2023, 2022 and 2021 respectively.

Other Income

Our other income includes Interest income on financial assets measured at fair value, Interest income on deposit, Sundry Balances Written back- Credit Balance Appropriation, Income from Mutual Fund, Net Foreign Exchange gain, etc. Other income, as a percentage of total income was 1.85%, 2.13% and 1.35% in fiscals 2023, 2022 and 2021 respectively.

Expenditure

Our total expenditure primarily consists of Cost of Materials Consumed, Changes in Inventories, Employee Benefit Expenses, Finance costs, Depreciation and Amortization, Other expenses. The following table sets forth our expenditure in Rupees and as a percentage of our total revenue for the periods indicated:

(₹ in Lakhs)

Particulars	For The Year Ended March 31		
	2023	2022	2021
EXPENDITURE			
Cost of Materials Consumed	17,947.23	15,054.28	16,804.57
As a % of Total Revenue	75.14%	70.96%	80.87%
Changes in Inventories	1,162.34	2,165.02	691.21
As a % of Total Revenue	4.87%	10.20%	3.33%
Employee Benefit Expenses	1,640.77	1,513.85	1,342.22
As a % of Total Revenue	6.87%	7.14%	6.46%
Finance costs	1,260.32	1,119.71	861.53
As a % of Total Revenue	5.28%	5.28%	4.15%
Depreciation and Amortization	221.14	259.38	299.56
As a % of Total Revenue	0.93%	1.22%	1.44%
Other expenses	644.66	852.41	609.29
As a % of Total Revenue	2.70%	4.02%	2.93%
Total Expenditure	22,876.47	20,964.65	20,608.38
As % of Total Revenue	95.78%	98.81%	99.17%

Main Components of our Expenditure

Cost of Materials Consumed

Cost of Materials Consumed, accounted for 75.14%, 70.96% and 80.87% of our total revenue for the financial year ended as on March 31, 2023, 2022 and 2021 respectively.

Change in Inventories

Change in inventories, accounted for 4.87%, 10.20% and 3.33% of our total revenue for the financial year ended as on March 31, 2023, 2022 and 2021 respectively.

Employee Benefit Expenses

Expenses in relation to employees' remuneration and benefits include Salaries, wages and bonus, Contribution to provident and other funds, Gratuity & leave encashment expense, Directors remuneration and Staff welfare

expenses. Total employee expenses as percent of total revenue was 6.87%, 7.14% and 6.46% for the financial year ended as on March 31, 2023, 2022 and 2021 respectively.

Finance Cost

Finance Cost primarily consists of interest expenses on borrowings, finance charges, and lease liabilities. Our finance costs accounted for 5.28%, 5.28% and 4.15% of our total revenue for the financial year ended as on March 31, 2023, 2022 and 2021 respectively.

Depreciation & Amortization

Depreciation primarily consists of depreciation primarily includes Property, Plant & Machinery, Furniture & Fixtures, amortization of right to use assets and other intangible assets. It is provided using the written down method as per the useful lives of assets estimated by the management or at the rates as per the useful life prescribed under Schedule II of the Companies Act, 2013. Our depreciation and amortization expense accounted for 0.93%, 1.22% and 1.44% of our total revenue for the financial year ended as on March 31, 2023, 2022 and 2021 respectively.

Other Expenses

Other expenses primarily include Power & Fuel, Legal and Professional Fees, Business Promotion, Travelling and Conveyance, Freight Outward and others. Other expenses accounted etc. accounted for 2.70%, 4.02% and 2.93% of our total revenue for the financial year ended as on March 31, 2023, 2022 and 2021 respectively.

Statement of profits and losses

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated summary financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue.

(₹ in Lakhs)

Particulars	For The Year Ended March 31		
	2023	2022	2021
INCOME			
Revenue from Operations			
Revenue	23,452.40	20,773.76	20,502.91
As a % of Total Revenue	98.19%	97.91%	98.66%
Increase/Decrease in %	12.89%	1.32%	NA
Other Income	433.02	442.54	277.59
As a % of Total Revenue	1.81%	2.09%	1.34%
Increase/Decrease in %	-2.15%	59.42%	NA
Total Revenue	23,885.41	21,216.30	20,780.50
EXPENDITURE			
Cost of Materials Consumed	17,947.23	15,054.28	16,804.57
As a % of Total Revenue	75.14%	70.96%	80.87%
Changes in Inventories	1,162.34	2,165.02	691.21
As a % of Total Revenue	4.87%	10.20%	3.33%
Employee Benefit Expenses	1,640.77	1,513.85	1,342.22
As a % of Total Revenue	6.87%	7.14%	6.46%
Finance costs	1,260.32	1,119.71	861.53
As a % of Total Revenue	5.28%	5.28%	4.15%
Depreciation and Amortization	221.14	259.38	299.56
As a % of Total Revenue	0.93%	1.22%	1.44%
Other expenses	644.66	852.41	609.29
As a % of Total Revenue	2.70%	4.02%	2.93%
Total Expenditure	22,876.47	20,964.65	20,608.38
As a % of Total Revenue	95.78%	98.81%	99.17%

Particulars	For The Year Ended March 31		
	2023	2022	2021
Profit Before Exceptional Items and Tax	1,008.94	251.65	172.12
As a % of Total Revenue	4.22%	1.19%	0.83%
Exceptional Items	-	-	-
As a % of Total Revenue	0.00%	0.00%	0.00%
Extraordinary Items	-	-	-
As a % of Total Revenue	0.00%	0.00%	0.00%
Profit Before tax	1,008.94	251.65	172.12
PBT Margin (%)	4.22%	1.19%	0.83%
Tax expense :			
(a) Current tax	275.79	127.86	82.70
(b) Tax for earlier years	21.01	47.25	-
(c) Deferred Tax	(22.19)	(24.34)	(33.73)
Total	274.61	150.77	48.97
As a % of Total Revenue	1.15%	0.71%	0.24%
Profit After Tax	734.34	100.88	123.15
Less: Profit/(Loss) attributable to minority interest	-	-	-
Profit/(Loss) for the Year	734.34	100.88	123.15
PAT Margin (%)	3.07%	0.48%	0.59%
Cash Profit	955.48	360.26	422.71
Cash Profit Margin (%)	4.00%	1.70%	2.03%

Provision for Tax

Income taxes are accounted for in accordance with Accounting Standard – 22 on “Accounting for Taxes on Income” (“AS-22”), prescribed under the Companies (Accounting Standards) Rules, 2006. Our Company provides for current tax as well as deferred tax, as applicable.

Provision for current taxes is made at the current tax rates after taking into consideration the benefits available to our Company under the provisions of the Income Tax Act, 1961.

Deferred tax arises from the timing differences between book profits and taxable profits that originate in one period and are capable of reversal in one or more subsequent periods and is measured using the tax rates and laws applicable as of the date of the financial statements. Our Company provides for deferred tax asset / liability on such timing differences subject to prudent considerations in respect of deferred tax assets.

The following table presents the details of our Company’s trade receivables:

(₹ in Lakhs)

Particulars	As at March 31		
	2023	2022	2021
Unsecured and Considered Good			
Outstanding for a period not exceeding 6 months	1,774.26	5,463.37	2,616.83
As a % of total Trade receivables	84.69%	95.73%	89.99%
Outstanding for a period exceeding 6 months	320.86	243.81	290.96
As a % of total Trade receivables	15.31%	4.27%	10.01%
Less: Provision for doubtful debts	-	-	-
Unbilled Debtors Considered Good	-	-	-
As a % of total Trade receivables	-	-	-
Total Trade receivables	2,095.11	5,707.18	2,907.79
Trade receivables Turnover Ratio	11.19	3.64	7.05
Collection Period (in days)	33	100	52

Fiscal Year Ended March 31, 2023 Compared with the Fiscal Year Ended March 31, 2022

Income

Total revenue increased by Rs. 2,669.12 Lakhs and 12.58% from Rs. 21,216.30 Lakhs in the fiscal year ended March 31, 2022 to Rs. 23,885.11 Lakhs in the fiscal year ended March 31, 2023. The revenue has increased majorly by increase in revenue from sales of product from Rs 19,670.46 Lakhs in the fiscal year ended March 31, 2022 to Rs. 21,677.40 Lakhs in the fiscal year ended March 31, 2023.

Expenditure

Total Expenditure increased by Rs. 1,911.82 Lakhs and 9.12%, from Rs. 20,964.65 Lakhs in the fiscal year ended March 31, 2022 to Rs. 22,876.47 Lakhs in the fiscal year ended March 31, 2023. Overall expenditure increased majorly due to increase in cost of material consumed as compared to the previous year.

Cost of Material Consumed

Cost of material consumed increased by Rs. 2,892.96 Lakhs and 19.22%, from Rs. 15,054.28 Lakhs in the fiscal year ended March 31, 2022 to Rs. 17,947.23 Lakhs in the fiscal year ended March 31, 2023.

Change in Inventories

Change in Inventories declined by Rs. 1,002.69 Lakhs and -46.31%, from Rs. 2,165.02 Lakhs in the fiscal year ended March 31, 2022 to Rs. 1,162.34 Lakhs in the fiscal year ended March 31, 2023.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by Rs. 126.93 Lakhs and 8.38% from Rs. 1,513.85 Lakhs in the fiscal year ended March 31, 2022 to Rs. 1,640.77 Lakhs in the fiscal year ended March 31, 2023. Employee cost has increased due to normal increase in salary and wage expenses.

Finance Costs

Finance Costs increased by Rs. 140.61 Lakhs and 12.56% from Rs. 1,119.71 Lakhs in the fiscal year ended March 31, 2022 to Rs. 1,260.32 Lakhs in the fiscal year ended March 31, 2023, due to increase in other finance charges.

Depreciation and Amortization

Depreciation and Amortization in terms of value and percentage declined Rs 38.24 lakh and by -14.74% from Rs. 259.38 Lakhs in the fiscal year ended March 31, 2022 to Rs. 221.14 Lakhs in the fiscal year ended March 31, 2023. Depreciation declined due to deletion in value of fixed assets due to normal depreciation charges and no capital expenditure were incurred during fiscal year 2022-23.

Other Expenses

Other Expenses in terms of value and percentage declined by Rs 207.74 lakh and by 24.37% from Rs. 852.41 Lakhs in the fiscal year ended March 31, 2022 to Rs. 644.66 Lakhs in the fiscal year ended March 31, 2023. Other Expenses have decreased mainly due decrease in Legal & Professional charges, Interest & penalties paid on taxes and decrease bad debt written off.

Profit/Loss before exceptional & extraordinary items and Tax

Profit before exceptional & extraordinary items and Tax has increased by Rs. 757.29 Lakhs and 300.93% from Rs. 251.65 Lakhs in the fiscal year ended March 31, 2022 to Rs. 1,008.94 Lakhs in the fiscal year ended March 31, 2023. Profit before exceptional & extraordinary items and Tax has increased due to increase in revenue from operation and fall in total expenditure as percent of total revenue from 99% in fiscal year ended March 31, 2022 to 96% in fiscal year ended March 31, 2023.

Net Profit for the year

Net Profit has increased by Rs. 633.45 Lakhs and 627.91% from profit of Rs. 100.88 Lakhs in the fiscal year ended March 31, 2022 to Rs. 734.34 Lakhs in the fiscal year ended March 31, 2023.

Fiscal Year Ended March 31, 2022 Compared with the Fiscal Year Ended March 31, 2021

Income

Total revenue increased by Rs. 435.80 Lakhs and 2.10% from Rs. 20,780.50 Lakhs in the fiscal year ended March 31, 2021 to Rs. 21,216.30 Lakhs in the fiscal year ended March 31, 2022. Due to relaxation in covid norms and opening of global economy the revenue has increased majorly due to increase in sales of products.

Expenditure

Total Expenditure increased by Rs. 356.27 Lakhs and 1.73%, from Rs. 20,608.38 Lakhs in the fiscal year ended March 31, 2021 to Rs. 20,964.65 Lakhs in the fiscal year ended March 31, 2022. Overall expenditure increased majorly due to increase in change in inventories and Employee expenses as compared to the previous year.

Cost of Material Consumed

Expenses declined by Rs. 1,750.29 Lakhs and -10.42%, from Rs. 16,804.57 Lakhs in the fiscal year ended March 31, 2021 to Rs. 15,054.28 Lakhs in the fiscal year ended March 31, 2022.

Change in Inventories

Change in Inventories increased by Rs. 1,473.81 Lakhs and 213.22%, from Rs. 691.21 Lakhs in the fiscal year ended March 31, 2021 to Rs. 2,165.02 Lakhs in the fiscal year ended March 31, 2022.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by Rs. 171.63 Lakhs and 12.79% from Rs. 1,342.22 Lakhs in the fiscal year ended March 31, 2021 to Rs. 1,513.85 Lakhs in the fiscal year ended March 31, 2022. Employee cost has increased due to normal increase in salary and wage expenses.

Finance Costs

Finance Costs increased by Rs. 258.18 Lakhs and 29.97% from Rs. 861.53 Lakhs in the fiscal year ended March 31, 2021 to Rs. 1,119.71 Lakhs in the fiscal year ended March 31, 2022, due to decrease in Long term borrowings.

Depreciation and Amortization

Depreciation and Amortization in terms of value and percentage declined Rs 40.18 lakh and by -13.41% from Rs. 299.56 Lakhs in the fiscal year ended March 31, 2021 to Rs. 259.38 Lakhs in the fiscal year ended March 31, 2023.

Other Expenses

Other Expenses in terms of value and percentage increased Rs 243.11 lakhs and by 39.90% from Rs. 609.29 Lakhs in the fiscal year ended March 31, 2021 to Rs. 852.41 Lakhs in the fiscal year ended March 31, 2022. Other Expenses have increased mainly due Legal and Professional and Bad debt written off.

Profit/Loss before exceptional & extraordinary items and Tax

Profit before exceptional & extraordinary items and Tax has increased by Rs. 79.53 Lakhs and 46.21% from Rs. 172.12 Lakhs in the fiscal year ended March 31, 2021 to Rs. 251.65 Lakhs in the fiscal year ended March 31, 2022.

Net Profit for the year

Net Profit has decreased by Rs. 22.27 Lakhs and -18.08% from profit of Rs. 123.15 Lakhs in the fiscal year ended March 31, 2021 to Rs. 100.88 Lakhs in the fiscal year ended March 31, 2022.

Analysis of Cash Flow Statement

(₹ in Lakhs)

Particulars	For The Year Ended March 31		
	2023	2022	2021
Net Cash from Operating Activities	1,683.24	1,181.70	(2,464.59)
Net Cash from Investing Activities	(342.86)	(94.51)	(246.79)
Net Cash from Financial Activities	(1,551.17)	(925.56)	2,602.33

Cash Flows from Operating Activities

Net Cash Generated from Operating Activities in financial year 2023 was Rs 1,683.24 lakhs as compared to positive cash flow of Rs 1,181.70 lakhs in financial year 2022. This was mainly cash inflows arising from receivables and increase in current liabilities.

In the financial year 2022, net cash generated from operating activity was Rs 1,181.70 Lakhs due to increase in profitability.

In the financial year 2021, Net Cash Generated from Operating Activities was negative to the extent of Rs. 2,464.59, the cash flows were resulted from increase in financial assets and increase in current liabilities

Cash Flows from Investment Activities

In financial year 2023, the Net Cash Invested in Investing Activities was Rs. -342.86 lakhs. This was on account of movement of capital work in progress and increase in capital advances Rs 305.32 Lakhs and Rs 46.43 lakhs respectively.

In financial year 2022, the Net Cash Invested in Investing Activities was Rs. -94.51 lakhs. This was mainly on account of increase in capital expenditure to the extent of Rs 96.55 Lakhs.

In financial year 2021, the Net Cash Invested in Investing Activities was Rs. -246.79 lakhs. This was mainly on account of increase in capital expenditure including capital advances to the extent Rs 247.54 Lakhs.

Cash Flows from Financing Activities

In financial year 2023, the Net Cash from Financing Activities was negative to the extent of Rs. 1,551.17 lakhs. This was mainly on account payment of finance cost of Rs 1,260.32 and net repayment of Long Term & short term borrowings.

In financial year 2022, the Net Cash from Financing Activities was negative to the extent of Rs. 925.56 lakhs due to net repayment of short term borrowings to the extent of Rs 778.06 and payment of finance cost of Rs 1,119.71 Lakhs.

In financial year 2021, the Net Cash from Financing Activities was positive to Rs. 2,602.33 lakhs, this was mainly due to incremental short term and long term borrowings by Rs 2,397.62 Lakhs and Rs 1,045.87 Lakhs respectively.

CAPITALISATION STATEMENT

Particulars	Pre Issue as at March 31, 2023	Post Issue*
Borrowings		
Short- term	6,373.93	6,373.93
Long- term (including current maturities) (A)	2,203.08	2,203.08
Total Borrowings (B)	8,571.01	
Shareholder's fund		
Share capital	374.20	1,258.47
Reserve and surplus, as restated	4,178.79	[*]
Total Shareholder's fund (C)	4,552.99	[*]
Long- term borrowings / equity ratio {(A)/(C)}	0.48	[*]
Total borrowings / equity ratio {(B)/(C)}	1.88	[*]

**will be updated in the Red Herring Prospectus*

FINANCIAL INDEBTEDNESS

Following is a summary of our Company's outstanding borrowings as on March 31, 2023

(₹ in lakhs)

Category of Borrowings	Sanctioned amount as at March 31, 2023	Outstanding amount as at March 31, 2023
Secured Loans		
Fund based facilities		
Term loans	2473.55	2157.29
Vehicle Loan	-	-
Overdraft Facility	8,000.00	6,169.94
Working Capital Limits		
- Cash Credit	-	-
- EPC	-	-
Non Fund based facilities	4,000.00	2,682.57
Total	14,73.55	11,009.08

As certified by P Chandrasekar LLP, Statutory Auditors vide certificate dated August 25, 2023

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigations, suits, criminal or civil prosecutions, proceedings or tax liabilities against/by the Company, its Directors, its Promoters, its Group Companies and Subsidiaries and there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions by the Company, default in creation of full security as per terms of issue/other liabilities, no proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under Schedule V to the Companies Act, 2013) other than unclaimed liabilities of our Company and no disciplinary action has been taken by SEBI or any stock exchange against the Company, its Promoters, its Directors its Group Companies and Subsidiaries.

Further, except as stated herein, there are no past cases in which penalties have been imposed on the Company, its Promoters, its Directors, its Group Companies or subsidiaries, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of the Company. Further, there are no cases of litigation, defaults etc. in respect of companies/firms/ventures with which the Promoters were associated in the past but are no longer associated, in respect of which the name(s) of the Promoters continues to be associated.

Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors; its Group Companies or Subsidiaries from any statutory authority / revenue authority that would have a material adverse effect on our business.

Further, no outstanding details of any other pending material litigation which are determined to be material as per a policy adopted by our Board (“Material Policy”), in each case involving our Company, Promoters, Directors and Group Companies.

Our Board, in its meeting held on July 28, 2023 has considered and adopted a policy of materiality for identification of material litigation involving our Company, Directors, Promoters, Group Companies and Subsidiary:

In terms of the Materiality Policy, all pending litigation involving our Company, Directors, Promoters, Group Companies and Subsidiaries, other than the criminal proceedings, action by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five Fiscals including outstanding action and tax matters would be considered as ‘material’ if:

- a) the aggregate amount involved in such individual litigation exceeds 5.00% of the Company’s net profit as per the last audited financial statements or where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually
- b) dues to creditors in excess of 5.00% of the Company’s net profit as per the last audited financial statements.
- c) any such litigation wherein the monetary liability is not quantifiable but which is expected to be material from the perspective of the Company’s business, operations, prospects or reputation.

Except as stated in this section, there are no Outstanding Material Dues to Creditors, or outstanding dues to small scale undertakings and other creditors. Also, unless otherwise stated to the contrary, the information related to the outstanding litigations provided is as of the date of this Draft Red Herring Prospectus.

1) LITIGATION RELATING TO OUR COMPANY

Cases filed by our Company

Sr. No.	Parties	Courts/Case No./Judges	Case Details	Amount Involved (₹ in Lakhs)	Current Status
1)	Vinyas Innovative Technologies Private	Prl. Civil Judge and JMFC	Granting permanent injunction against	Nil	Evidence

Sr. No.	Parties	Courts/Case No./Judges	Case Details	Amount Involved (₹ in Lakhs)	Current Status
	Limited Vs. Mr. Eswar C & others	O.S. 1373/2018	Defendants from causing any type of disturbance for smooth functioning of the organization inside or outside the premises.		
2)	Vinyas Innovative Technologies Private Limited Vs. Mr. Sadashiva C.A.	Hon'ble Industrial Tribunal, Mysore. Serial Application No.10/2020	Since there was a dispute with regard to many demands pending in Ref.220/2018, the Management after conducting domestic enquiry has decided to dismiss them from service. However, since there was a dispute pending, the Management had to comply with Sec. 33 of I.D. Act. Hence, this application has been filed.	Nil	For Applicant Evidence
3)	Vinyas Innovative Technologies Private Limited Vs. Ms. Chandrakala	Hon'ble Industrial Tribunal, Mysore. Serial Application No.11/2020	Since there was a dispute with regard to many demands pending in Ref.220/2018, the Management after conducting domestic enquiry has decided to dismiss them from service. However, since there was a dispute pending, the Management had to comply with Sec. 33 of I.D. Act. Hence, this application has been filed.	Nil	For Applicant Evidence
4)	Vinyas Innovative Technologies Private Limited Vs. Mr. Praveena SS	Hon'ble Industrial Tribunal, Mysore. Serial Application No.12/2020	Since there was a dispute with regard to many demands pending in Ref.220/2018, the Management after conducting domestic enquiry has decided to dismiss them from service. However, since there was a dispute pending, the Management had to comply with Sec. 33 of I.D. Act. Hence, this application has been filed.	Nil	For Applicant Evidence
5)	Vinyas Innovative Technologies Private Limited Vs. Mr. Eshwara C	Hon'ble Industrial Tribunal, Mysore. Serial Application No.13/2020	Since there was a dispute with regard to many demands pending in Ref.220/2018, the Management after conducting domestic enquiry has decided to dismiss them from service. However, since there was a dispute pending, the Management had to comply with Sec. 33 of I.D. Act. Hence,	Nil	For Applicant Evidence

Sr. No.	Parties	Courts/Case No./Judges	Case Details	Amount Involved (₹ in Lakhs)	Current Status
			this application has been filed.		
6)	Vinyas Innovative Technologies Private Limited V/s Mr. Chandra B.P.	Hon'ble Industrial Tribunal, Mysore. Serial Application No.22/2021	Since there was a dispute with regard to many demands pending in Ref.220/2018, the Management after conducting domestic enquiry has decided to dismiss them from service. However, since there was a dispute pending, the Management had to comply with Sec. 33 of I.D. Act. Hence, this application has been filed.	Nil	For Applicant Evidence
7)	Vinyas Innovative Technologies Private Limited V/s Ms. Sushma R Gowda	Hon'ble Industrial Tribunal, Mysore. Serial Application No.23/2021	Since there was a dispute with regard to many demands pending in Ref.220/2018, the Management after conducting domestic enquiry has decided to dismiss them from service. However, since there was a dispute pending, the Management had to comply with Sec. 33 of I.D. Act. Hence, this application has been filed.	Nil	For Applicant Evidence
8)	Vinyas Innovative Technologies Private Limited V/s Ms. Rathnamma	Hon'ble Industrial Tribunal, Mysore. Serial Application No.24/2021	Since there was a dispute with regard to many demands pending in Ref.220/2018, the Management after conducting domestic enquiry has decided to dismiss them from service. However, since there was a dispute pending, the Management had to comply with Sec. 33 of I.D. Act. Hence, this application has been filed.	Nil	For Applicant Evidence

Cases filed against our Company

Sr. No.	Parties	Courts/Case No./Judges	Case Details	Amount Involved (₹ in Lakhs)	Current Status
1)	State of Karnataka Vs. Vinyas Innovative Technologies Private Limited.	Supreme Court of India C.A. No. 006329 - 006352 / 2016	This case has been filed by the state against the company aggrieved by the order of High Court in indirect tax (VAT)	2.40	Pending for final hearing
2)	President, Mysore District General Employee's Union, Mysore Vs. Vinyas Innovative	Hon'ble Labour Court-Mysore. Ref.No.29/2021	This case has been filed for retrenchment of 45 employees of Tirupathi Unit conducting domestic enquiry has decided to	350.00	For Evidence

Sr. No.	Parties	Courts/Case No./Judges	Case Details	Amount Involved (₹ in Lakhs)	Current Status
	Technologies Private Limited		dismiss them from service. However, since there was a dispute pending, the Management had to comply with Sec. 33 of I.D. Act. Hence, this application has been filed.		
3)	President, Mysore District General Employee's Union, Mysore Vs. Vinyas Innovative Technologies Private Limited	Hon'ble Industrial Tribunal, Mysore. Ref.220/2018	This case has been filed for claiming many Charter of demands	300.00	Orders on IA
4)	Dhanarajegowda Y.N & others through President, Mysore District General Employee's Union, Mysore Vs. Vinyas Innovative Technologies Private Limited	Hon'ble Industrial Tribunal, Mysore. Ref. 16/2022	This case has been filed connected to transfer from Mysore Unit to Tiruapathi Unit	Nil	For claim statement by applicant

Cases pending with Income Tax Authorities

Assessment Year	Outstanding Demand Amount (₹ in lakhs)	Section Code	Forum where dispute is pending
2015-16	₹23.52	143 (1a)	CIT (Appeals)
2019-20	₹24.04	143 (1a)	CIT (Appeals)

Details of outstanding demand in respect of TDS

AY	24Q	26Q	27Q	27EQ
2007-08	0.13	-	-	-
2008-09	3.62	-	-	-
2009-10	-	0.03	-	-
2010-11	0.11	0.59	-	-
2011-12	Negligible	0.26	-	-
2012-13	0.96	1.44	-	-
2013-14	-	-	-	-
2014-15	-	-	-	-
2015-16	-	-	-	-
2016-17	-	Negligible	-	-
2017-18	-	0.08	-	-
2018-19	0.05	0.11	-	-
2019-20	-	0.57	-	-
2020-21	0.05	0.04	-	0.05
2021-22	0.51	0.42	0.74	0.05
2022-23	-	-	-	0.03

Note: The above liability has arisen due to adjustment of the Interest components which is already paid by the Company. There are unconsumed challans which the company has identified to be adjusted against the above liability.

Sr. No.	Year	Unconsumed Challan Amount
1)	2019	0.02
2)	2020	3.81

Sr. No.	Year	Unconsumed Challan Amount
3)	2021	3.16
4)	2022	3.70
5)	2023	2.11
	Grand Total	12.80

Detail of cases pending with GST authority - NIL

2) LITIGATIONS RELATING TO THE PROMOTER OF OUR COMPANY

Cases filed by our Promoters

NIL

Cases filed against our Promoters

NIL

Case Pending with Tax Authorities

NIL

3) LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTERS OF THE COMPANY

Cases filed against the Directors

NIL

Cases filed by the Directors

NIL

Case Pending with Tax Authorities:

4) LITIGATIONS RELATING TO THE GROUP COMPANY/ENTITY

Cases Filed against our Group Company/Entity

NIL

Cases Filed by our Group Company/Entity

NIL

Cases Pending with Tax Authorities

NIL

Details of outstanding demand in respect of TDS

NIL

5) LITIGATIONS RELATING TO THE DIRECTORS OF GROUP COMPANY/ENTITY

Cases filed against the Directors of Group Company

NIL

Cases filed by the Directors of Group Company

NIL

6) OUTSTANDING DUES TO CREDITORS

Our Board has, pursuant to its resolution dated July 28, 2023, has approved materiality policy as on latest audited financial statement i.e. March 31, 2023 as per the Restated Financial Information of our Company shall be considered "Material" creditors of our Company

The outstanding dues owed to small scale undertakings and such other material creditors, separately, giving details of number of cases and amounts for all such dues for March 31, 2022, is set out below:

Particulars	Number of cases	Amount Outstanding (₹ in Lakhs)
Material Dues to Creditors	5	2,560.17
Outstanding dues to MSMEs	2	18.11
Outstanding dues to other creditors	188	1,831.72
Total	195	4,410.00

Disciplinary Action including Penalty imposed by SEBI or Stock Exchanges against the Promoter during the last 5 Financial Years

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoter during the last 5 financial years including outstanding actions.

Except as disclosed elsewhere in audited financial statements of the Company, there have been no material developments that have occurred after the last Balance Sheet Date duly signed by the Board of Directors.

Material Developments

Except as stated in the chapter titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on page 144 of this Draft Red Herring Prospectus, no material developments have taken place since the date of the last audited balance sheet, that would materially adversely affect the performance of Draft Red Herring Prospectus of the Company. In accordance with SEBI requirements, our Company and the Lead Manager shall ensure that investors are informed of material developments until such time as the grant of listing and trading permission by the Emerge Platform of NSE.

We certify that except as stated herein above:

- a) There are no pending proceedings for offences for non-payment of statutory dues by the promoters of the Company.
- b) There are no cases of litigation pending against our Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of our Company.
- c) There is no pending litigation against the Promoter/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- d) There are no pending proceedings initiated for economic offences against the Directors, Promoter, Companies and firms promoted by the Promoter.
- e) There is no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- f) There are no litigations against the Promoter / Directors in their personal capacity.
- g) The Company, its Promoter and other Companies with which promoter are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- h) The Company, its Promoters and other Companies in which Directors, Promoters are interested has not been declared as wilful defaulters.

GOVERNMENT AND OTHER STATUTORY APPROVALS

On the basis of the list of material approvals provided below, our Company can undertake the Issue and its current business activities and other than as stated below, no further approvals from any regulatory authority are required to undertake the Issue or continue such business activities. In case, if any of licenses and approvals which have expired; we have either made an application for renewal or are in process of making an application for renewal. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus. For further details, in connection with the applicable regulatory and legal framework, kindly refer “Key Industry Regulation and Policies” on page 113 of this Draft Red Herring Prospectus.

Approvals in Relation to the Issue

Corporate Approvals

- 1) Our Board has, pursuant to a resolution passed at its meeting held on July 28, 2023 authorized the Issue.
- 2) Our shareholders have pursuant to a resolution passed at their meeting August 19, 2023 under Section 62(1)(c) of the Companies Act 2013, authorized the Issue.

Incorporation Details

- 1) Corporate Identity Number: U26104KA2001PLC028959
- 2) Certificate of Incorporation dated April 27, 2001 issued by the Registrar of Companies, Bangalore, in the name of “Vinyas Innovative Technologies Private Limited”.
- 3) Fresh Certificate of Incorporation dated June 14, 2023 issued by the Registrar of Companies, Bangalore in the name of Vinyas Innovative Technologies Limited, pursuant to conversion from private to public company.

Approvals/ Licenses in relation to the Business of our Company

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:

Under Direct and Indirect Tax Laws

- 1) Permanent Account Number: AABCV3713D
- 2) Tax Identification Number: BLRV03347B
- 3) Goods and Services Tax (Kerala): 32AABCV3713D1ZX
- 4) Goods and Services Tax (Karnataka): 29AABCV3713D1ZK

Under Industrial and Labour Law

- 1) Registration under Employees Provident Fund and Miscellaneous Provisions Act: Establishment Code: KNMYS0022945000
- 2) Registration under Employees State Insurance Corporation: Employer Code Number: 73000185240000606
- 3) Factory License issued by Department of Factory Boilers Industrial Safety & Health, Government of Karnataka-Registration and Permission No.: MYM-1856
- 4) Consent for Operation of the Industry to Discharge Effluents & Emissions [Combined Consent Order: KSPCB/RO-2 (MYS-RURAL) EO/DEO/F No.-844/LG/13-14] u/s 25 of The Water (Prevention and Control of Pollution) Act 1974 and u/s 21 of The Air (Prevention and Control of Pollution) Act, 1981

- 5) Industrial License under IDR Act, 1951 for Manufacture of Microwave Components & Modules for EW Radar and sub systems, Thermal Imaging issued by Ministry of Commerce & Industry, DIPP, Government of India vide Letter No*: : DIL:23(2016)

**A license has been obtained from the Central Government for the manufacture of item(s) mentioned below, of which a copy is open to public inspection at the Head Office of the Company. It must be distinctly understood that, in granting this license, The Government of India do not take any responsibility for the financial soundness of this undertaking or for the correctness of any of the statements made or opinions expressed in regard to it.*

Sr. No	Name of the Item
1	EW RADARs and Sub Systems specially designed for Military application
2	Imaging or Countermeasure Equipment like Infrared or Thermal Imaging Equipment for military use only

Other Registration and Certificates of the Company

- 1) Legal Entity Identifier Code issued by Legal Entity Identifier India Limited: 335800I6B4J4SYBD7N73
- 2) Udyog Aadhar Registration Certificate: Udyam Registration Number-UDYAM-KR-22-0009039
- 3) Importer-Exporter Code issued by the Department of Commerce, Ministry of Commerce & Industry, Government of India- IEC:0702006475
- 4) Letter of Permission No.: EIG/EHTP/VINYAS/MYS/GEN/12917 issued by Software Technology Parks of India, Ministry of Electronics & Information Technology, Government of India
- 5) Quality Certification issued by The Certificate Body of TUV SUD AMERICA INC. for AS 9100D and ISO 9001:2015
- 6) Registration under Karnataka State Tax on Professions, Trades, Callings and Employments Act, 1976: Registration No. 29320024280

Note: All the above mentioned Registrations are in the name "Vinyas Innovative Technologies Private Limited". Our Company is in the process of obtaining all the Registrations under the Present Name i.e. Vinyas Innovative Technologies Limited.

Key approvals applied by our Company but not received

There are no pending approvals or licenses which company has applied for or are yet to apply w.r.t. to the business of the Company except for the trademark application which is as under:

- 1) Trademark (details are hereunder)

Logo	Act Under Which Application Was Made	Country	Date of Application/ Approval date	Application No./Trademark No.	Class	Current Status	Valid Up to
	Trade Marks Act, 1999	India	January 18, 2023	5769248	42	Objected	-

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on July 28, 2023 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013, passed at the Extra Ordinary General Meeting of our Company held on August 19, 2023.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, our Promoter, our Directors and our Promoter Group, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The Companies with which our Promoter, our Directors or persons in control of our Company are/ were associated as promoter, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

None of our Directors are in any manner associated with the securities market. Also, there has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors in the past five years.

Neither of our Promoter nor any of our Directors is declared as Fugitive Economic Offender.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, Promoter, promoter group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (SBO Rules), and the General Circular No. 07/2018 dated September 06, 2018 and General Circular No. 08/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, to the extent they are applicable on our Company, as on the date of filing of this Draft Red Herring Prospectus.

Prohibition by RBI

Neither our Company, nor our Promoter, or the relatives (as defined under the Companies Act) of our Promoter or Group Companies have been identified as wilful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

Eligibility for this Issue

We are an issuer whose post issue paid-up capital will be more than ₹10.00 Crores and therefore, our company is eligible for the Issue in accordance with Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited for listing of our Equity Shares. The point wise Criteria for Emerge Platform of National Stock Exchange of India Limited and compliance thereof are given hereunder;

1) The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.

Our Company is incorporated under the Companies Act, 1956.

2) The post issue paid-up capital of the company (face value) shall not be more than ₹25.00 Crores.

The present paid-up capital of our Company is ₹9.27 crores and we are proposing issue of 33,12,800 Equity Shares of ₹10.00 each at Issue price of ₹[•] per Equity Share including share premium of ₹[•] per Equity Share, aggregating to ₹[•] Lakhs. Hence, our Post Issue Paid up Capital will be ₹12.58 crores which is less than ₹25.00 Crore.

3) Track Record

A. The company should have a track record of at least 3 years

Our Company was incorporated on April 27, 2001, under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by Registrar of Companies, Bangalore. Therefore, we are in compliance with criteria of having track record of 3 years.

B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(₹in Lakhs)

Particulars	For the period ended March 31, 2023	For the period ended March 31, 2022	For the period ended March 31, 2021
Operating Profit (earnings before interest, depreciation and tax) from operations	2,057.38	1,188.20	1,055.62
Net Worth as per Restated Financial Statement	4,552.99	3,144.74	3,069.38

4) Other Requirements

We confirm that:

- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies
- There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.
- The Company has a website: www.vinyasit.com

5) Disclosures

We confirm that

- i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting companies of the Company
- ii. There is no default in payment of interest and/or principal to the debenture/bond/ fixed deposit holders, banks, FIs by the Company, promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting Company(ies) during the past three years.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

Our Company is complying with the eligibility criteria as mentioned under Rule 19(2)(b) of Securities Contracts (Regulation) Rules, 1957. Further, our Company is also eligible for the Issue in terms of Regulation 229(2) of chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer shall be eligible to make an initial public issue only if its post-issue paid-up capital is more than ten crore rupees and up to twenty-five crore rupees, may issue shares to the public in accordance with the provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018. Our Company also complies with the eligibility conditions laid by the NSE SME Platform for listing of our Equity Shares.

We confirm that:

- a) In accordance with regulation 260 of the SEBI ICDR Regulations, 2018, this issue is 100.00% underwritten and that the BRLM has underwritten 100.00% of the total issue size. For further details, pertaining to underwriting please refer to chapter titled “General Information” beginning on page 51 of this Draft Red Herring Prospectus.
- b) In accordance with Regulation 268 (1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed u/s 40 of the Companies Act, 2013.
- c) In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we have filed the Offer Document with SEBI and SEBI will not issue any observations on our Offer Document. Also, we shall ensure that our Book Running Lead Manager submits the copy of 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.
- d) In accordance with Regulation 261 of the SEBI ICDR Regulations, 2018, the Book Running Lead Managers will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the issue. We have signed Market Making Agreement dated [•] with [•]. For further details of the market making arrangement see chapter titled “General Information” beginning on page 51 of this Draft Red Herring Prospectus.
- e) We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN 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 THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGERS, SARTHI CAPITAL ADVISORS PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS, SARTHI CAPITAL ADVISORS PRIVATE 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 MANAGERS, SARTHI CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [•], WHICH READS AS FOLLOWS:

“WE, THE UNDER NOTED BOOK RUNNING LEAD MANAGERS TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT**

RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;

- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
 - A. THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS MATERIAL TO THE ISSUE;**
 - B. ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED 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 PROSPECTUS ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 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 SHALL SATISFY 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 SPECIFIED SECURITIES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE 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 ALL THE APPLICABLE PROVISIONS 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 CLAUSE (D) OF SUB-REGULATION (2) OF REGULATION 236 AND CLAUSE (C) AND (D) OF SUB-REGULATION (9) OF REGULATION 25 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. 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 PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN PUBLIC ISSUE ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**
- 8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE**

BANK ACCOUNT IN A SCHEDULED BANK AS PER THE PROVISIONS OF SUB-SECTION 3 OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE STOCK EXCHANGE MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE.

- 9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE ‘MAIN OBJECTS’ LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE EXISTING ACTIVITIES AND ACTIVITIES WHICH HAVE BEEN CARRIED OUT IN THE LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**
- 10. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**
- 11. 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.**
- 12. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO BUSINESS OF THE ISSUER, THE RISKS IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTER AND THAT THE RELATED PARTY TRANSACTIONS ENTERED INTO FOR THE PERIOD DISCLOSED IN THE OFFER DOCUMENT HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.**
- 13. 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.**

Note:

The filing of this Draft Red Herring Prospectus does not, however, absolve our Company from any liabilities under Section 34, Section 35, Section 36 OR 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 Issue. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Managers any irregularities or lapses in the Draft Red Herring Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Red Herring Prospectus with the Registrar of Companies, Bangalore, in terms of Section 26 and 33 of the Companies Act, 2013.

Disclaimer Statement from our Company and the Book Running Lead Manager

Our Company, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.vinyasit.net would be doing so at his or her own risk.

Caution

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Book Running Lead Manager and our Company dated August 23, 2023 the Underwriting Agreement dated [•] entered into among the Underwriter and our Company and the Market Making Agreement dated [•] entered among the Market Maker, Book Running Lead Manager and our Company.

Our Company and the Book Running Lead Manager shall make all information available 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 or at collection centres, *etc.*

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Book Running Lead Manager 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 Equity Shares.

Price Information and the Track Record of the Past Issues handled by the Book Running Lead Manager

For details regarding the price information and the track record of the past Issues handled by the Book Running Lead Manager to the Issue as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by the SEBI, please refer to the section “Disclosure of price information of latest ten issues handled by Sarthi Capital Advisors Private Limited” in the chapter titled “Other Regulatory and Statutory Disclosures” on page no.167 of this Draft Red Herring Prospectus and the website of the Book Running Lead Manager at www.sarthi.in.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, Companies, Corporate Bodies and Societies registered under the 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 Insurance Regulatory and Development Authority, Provident Funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, Multilateral and Bilateral Development Financial Institutions, FVCIs and Eligible Foreign Investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with NSE for its observations and NSE shall 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 since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, 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.

Disclaimer Clause of the NSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to NSE. The Disclaimer Clause as intimated by the NSE to us, post scrutiny of the Draft Red Herring Prospectus, will be included in the Red Herring Prospectus/Prospectus prior to filing with the Stock Exchange.

Filing

Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the copy of the offer document shall also be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the offer document in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the offer document will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus along with the documents required to be filed under Section 32 of the Companies Act, 2013 will be filed with Registrar of Companies, Bangalore.

Listing

The Equity Shares of our Company are proposed to be listed on NSE EMERGE. Our Company has obtained in principle approval from NSE by way of its letter dated [•] for listing of equity shares on NSE EMERGE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of this Draft Red Herring Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application 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 mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue within Six (6) Working Days from the Issue 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 15.00% per annum for the delayed period.

Consents

Consents in writing of: (a) the Promoters, the Directors, the Company Secretary and Compliance Officer, Chief Financial Officer, the Statutory Auditor and Peer Reviewed Auditor, the Banker to the Company and lenders, if any and (b) Book Running Lead Manager, Underwriter, Market Maker, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Lenders, to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 32 of Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Red Herring Prospectus with NSE.

Expert to the Issue

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

Report of the Statutory Auditor on Statement of Tax Benefits.

Expenses of the Issue

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, see the chapter “Objects of the Issue” beginning on page 73 of this Draft Red Herring Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Book Running Lead Manager

The total fees payable to the Book Running Lead Manager will be as per the Mandate Letter dated January 21, 2022 issued by Book Running Lead Manager to our Company, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar dated August 23, 2023, a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letter.

Underwriting Commission, Brokerage and Selling Commission

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Book Running Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with applicable laws.

Previous Rights and Public Issues during the last Five Years

We have not made any previous rights and/or public issue during the last five years and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations, 2018.

Previous issues of Shares otherwise than for Cash

Except as stated in the chapter titled “Capital Structure” beginning on page 58 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Commission and Brokerage on Previous Issues

Since this is the Initial Public Offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares.

Particulars in regard to our Company and other Listed Companies under the same management within the meaning of section 186 of Companies Act, 2013 which made any Capital Issue during the last Three Years

None of the equity shares of our Group Companies are listed on any recognized stock exchange. None of the companies have raised any capital during the past 3 years.

Promise versus Performance for our Company

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, 2018, and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, 2018. Further, our subsidiaries are not listed and we have Mr. Narendra Narayanan, Mrs. Meera Narendra and Mr. Sumukh Narendra as promoters i.e. the data regarding promise versus performance is not applicable to us.

Outstanding Debentures, Bonds, Redeemable Preference Shares and other Instruments issued by our Company

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

Stock Market Data for our Equity Shares

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, 2018, and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, 2018. Thus, there is no stock market data available for the Equity Shares of our Company.

Disclosure of Price Information of latest Ten Issues handled by Sarthi Capital Advisors Private Limited

Table 1

Financial year	Total no. of IPOs	Total funds raised (Rs. in Crores)	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar day from listing			No. of IPOs trading at premium – 180 th calendar day from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
12-13	1	12.21	-	-	-	-	-	1	-	-	-	-	1	-
13-14	4	34.39	-	-	2	1	-	1	-	-	2	-	1	1
14-15	4	13.65	-	-	2	-	-	2	-	1	-	1	-	2
15-16	7	47.48	-	-	4	1	-	2	-	-	2	2	-	3
16-17	6	37.94	-	1	1	2	-	2	-	2	2	1	1	-
17-18	17	279.36	-	1	8	2	1	3	-	2	6	2	2	3
18-19	3	67.32	-	-	2	-	-	1	-	1	-	-	-	1
20-21	1	10.52	-	-	1	-	-	-	-	-	-	-	-	1
21-22	1	4.40	-	-	-	1	-	-	-	-	-	1	-	-
22-23	2	89.03	-	-	-	1	1	-	-	-	1	-	-	-

Table 2

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing Benchmark]- 30 th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 90 th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 180 th calendar day from listing
1.	Marvel Décor Limited	26.26	47.00	March 23, 2018	57.75	-2.33[8.76]	-3.28[4.73]	-1.04[-6.12]
2.	Mittal Life Style Limited	4.41	21.00	April 02, 2018	21.00	1.19[5.73]	8.10[0.70]	7.14[-7.90]
3.	Five Core Electronics Limited*	46.66	140.00	May 21, 2018	141.00	-12.71[-2.55]	-	-
4.	Marshall Machines Limited	16.25	42.00	September 07, 2018	37.45	-3.31[-5.35]	-18.58[-2.54]	-28.75[-4.69]
5.	Bonlon Industries Limited	10.52	28.00	July 13, 2020	21.00	17.44[3.23]	-23.26[10.63]	16.28[34.27]

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing Benchmark]- 30 th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 90 th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 180 th calendar day from listing
6.	Vivo Collaboration Solutions Limited	4.40	82.00	December 31, 2021	355.10	19.53[0.81]	-53.82[21.65]	-55.27[16.54]
7.	P. E. Analytics Limited	31.60	114.00	April 04, 2022	170.00	-2.07 [-0.80]	-13.62[-7.64]	-6.53 [15.42]
8.	Frog Cellsat Limited	41.57	102.00	October 13, 2022	177.00	19.11 [7.73]	24.14 [5.18]	-1.99/4.16
9.	Homesfy Realty Limited	15.86	197.00	January 02, 2023	275.05	78.28 [-3.19]	45.15 [-4.39]	49.71 [6.18]
10.	Spectrum Talent Management Limited	105.14	173.00	June 22, 2023	155.00	[-2.92] 4.80	-	-

*Trading in Equity Shares of the Company has been suspended in accordance with the NSE Circular dated June 18, 2019 vide reference no. NSE/CML/41337.

Sources: All share price data is from www.bseindia.com / www.nseindia.com

Note

1. The BSE Sensex/ Nifty is considered as the Benchmark Index.
2. Price on BSE/ NSE is considered for all of the above calculations.
3. In case 30th/90th/180th day is not a trading day (trading holiday), closing price on BSE/ NSE of the next trading day has been considered.
4. In case 30th/90th/180th day if there is no trade then the closing price of the next day when trading has taken place has been considered.

Mechanism for redressal of Investor Grievances

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application, UPI ID linked bank account number in which amount is blocked and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

Disposal of Investor Grievances by our Company

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board vide resolution passed at the Board Meeting held on July 28, 2023. For further details, please refer to the chapter titled "Our Management" beginning on page 123 of this Draft Red Herring Prospectus.

Our Company has appointed Mr. Subodh M R as the Company Secretary and Compliance Officer and he may be contacted at the following address:

Vinyas Innovative Technologies Limited

Plot No. 19, Survey No. 26 & 273-P, 3rd Phase Koorgalli Industrial Area,
Ilawala Hobali, Mysore-570018, Karnataka

Tel: +91 821 240 4444

E-mail: secretarial@vinyasit.net

Website: www.vinyasit.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre- issue or post- issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Draft Red Herring Prospectus, the abridged prospectus, any addendum/ corrigendum thereto, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the issue. The Equity Shares shall also be subject to all applicable laws, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, RoC, RBI and/or other authorities, as in force on the date of the issue and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public issues by retail individual investors through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants).

Authority for the Issue

The present public offer of up to 33,12,800 Equity shares has been authorized by a resolution of Board of Directors of our Company at their meeting held on July 28, 2023 and was approved by the Shareholders of the Company by passing Special resolution at their extra ordinary general meeting held on August 19, 2023 in accordance with provision of Section 62(1)(c) of the Companies Act, 2013.

Ranking of the Equity Shares

The Equity Shares being offered, transferred and Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, our Memorandum of Association and our Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares, including in respect of the right to receive dividend and voting. The Allottees, upon Allotment of Equity Shares under the Issue, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. See "Main Provisions of the Articles of Association" beginning on page 208.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and our Articles of Association and provisions of the SEBI Listing Regulations and other applicable laws including guidelines or directives that may be issued by the GoI in this respect. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable law. For further details in relation to dividends, see "Dividend Policy" and "Main Provisions of the Articles of Association" beginning on pages 143 and 208, respectively.

Face Value, Issue Price, Floor Price and Price Band

The Face Value of each Equity Share is ₹10.00 and the Issue Price at the lower end of the Price Band is ₹[•] per Equity Share ("Floor Price") and at the higher end of the Price Band is ₹[•] per Equity Share ("Cap Price"). The Anchor Investor Issue Price is ₹[•] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions [•], an English national daily newspaper, all editions of [•], a Hindi national daily newspaper, each with wide circulation and a regional newspaper, at least two Working Days prior to the Bid/Issue 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 websites of the Stock Exchange.

The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with SEBI ICDR Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting rights, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- right to receive offers for rights Equity Shares and be allotted bonus Equity Shares, if announced;
- right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- right of free transferability of the Equity Shares, subject to applicable laws including any rules and regulations prescribed by the RBI; and
- such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, our Articles of Association and other applicable laws.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, etc., please refer to the section titled "Main Provisions of Articles of Association" beginning on page 208 of this Draft Red Herring Prospectus.

Minimum Application Value, Allotment of Equity Shares in Dematerialized Form, 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.

As per the provisions of the Depositories Act, 1996 & Regulations made thereunder and Section 29(1) of the Companies Act, 2013, the Equity Shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [•] Equity Shares and the same may be modified by the NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this issue will be done in multiples of [•] Equity 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

In accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, 2018, the minimum number of allottees in this issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this issue and all the monies blocked by SCSBs shall be unblocked within 4 working days of closure of issue.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder would prevail. If the Bidders wish to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Issue, after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicant and the Escrow Collection Bank to release the Application Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this issue 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 our Company in consultation with the Book Running Lead Manager withdraw the issue after the issue Closing Date and thereafter determine that they will proceed with public offering of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchange.

Bid/Issue Programme

BID/ISSUE OPENS ON	[•] ⁽¹⁾
BID/ISSUE CLOSES ON	[•] ⁽²⁾

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

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

An indicative timetable in respect of the Issue is disclosed below:

Event	Indicative Date
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [•]
Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account*	On or about [•]
Credit of Equity Shares to dematerialized accounts of Allottees	On or about [•]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [•]

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Issue 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. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company or the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within six Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue 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 SEBI is in the process of streamlining and reducing the post issue 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 issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+6 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (Other than Bids from Anchor Investors)

Bid/Issue Period (except the Bid/Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))
Bid/Issue Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Issue 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/Issue 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 Issue 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/ Issue 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/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue 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/Issue 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 Issue. 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 (i) 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 as the final data for the purpose of Allotment.

Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the 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

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

- a) If the Paid-up Capital of our Company is likely to increase above ₹25.00 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters 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 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 ₹10.00 crores and the capitalization of our equity is more than ₹25.00 crores and our company have been listed on SME Platform for at least three years, 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 Promoters 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

- c) Such other conditions as may be prescribed by NSE

Market Making

The shares offered through this issue are proposed to be listed on the EMERGE Platform of NSE wherein the Book Running Lead Manager to the issue shall ensure compulsory Market Making through registered Market Makers of the NSE Limited for a minimum period of three years from the date of listing of shares offered through this Draft Red Herring Prospectus. For further details of the Market Making arrangement see chapter titled “General Information - Details of the Market Making Arrangements for this issue” beginning on page 51 of this Draft Red Herring Prospectus.

Restrictions, if any, on Transfer and Transmission of Shares and on their Consolidation or Splitting

Except for lock-in of the pre-issue Equity Shares and Promoter’s minimum contribution as detailed in chapter titled “Capital Structure” beginning on page [•] of this Draft Red Herring Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. Please refer to the section “Main Provisions of the Articles of Association” beginning on page 208 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 the SEBI (ICDR) Regulations, 2018, 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 NSE EMERGE Platform.

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 Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO.

However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Allotment of Equity Shares in Dematerialized Form

Our Company shall issue shares only in dematerialized form. Investors making application in dematerialized form may get the specified securities rematerialized subsequent to allotment. However, as per Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, no transfer of equity shares shall take place if the same are not in dematerialized form.

Further it is mandatory for the investor to furnish the details of his/her depository account, & if for any reasons details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

New Financial Instruments

There are no new financial instruments such as deep discount bonds, debentures with warrants, secured premium notes, etc. issued by our Company.

Jurisdiction

Exclusive jurisdiction for the purpose of this issue is with the competent courts / authorities in New Delhi, India. The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be offered or sold within the United States 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 offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. 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.

ISSUE STRUCTURE

Initial public offering of up to [•] Equity Shares for cash at a price of ₹[•] per Equity Share (including a share premium of ₹[•] per Equity Share) aggregating up to ₹[•] lakhs. The Issue will constitute [•] % of the Post–Issue paid-up share capital of our Company.

The Issue is being made by way of Book Building Process

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
Number of Equity Shares available for Allotment/allocation ^{*(2)}	[•] Equity Shares	[•] Equity Shares	[•] Equity Shares	[•] Equity Shares
Percentage of Issue Size available for Allotment/allocation	Not more than 50.00% of the Net Issue size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only	Not less than 15.00% of the Issue or the Issue less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation	Not less than 35.00% of the Issue or the Issue less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation	[•] % of the Issue Size
Basis of Allotment/allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion: (a) up to [•] Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) [•] Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above [•] Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled “Issue Procedure” beginning on page 187 of the Draft Red Herring Prospectus	Proportionate	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, “Issue Procedure” on page 187.	Firm Allotment
Mode of Bidding	ASBA Process only (excluding Anchor Investors)	ASBA Process only	ASBA only (including the UPI Mechanism)	ASBA Process Only
Minimum Bid	Such number of Equity Shares in multiples of [•] Equity Shares that the Application size exceeds ₹2,00,000	Such number of Equity Shares in multiples of [•] Equity Shares such that the Application size exceeds ₹2,00,000	[•] Equity Shares	[•] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [•] Equity Shares not exceeding the size of the issue, subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [•] Equity Shares not exceeding the size of the issue, subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid Amount does not exceed ₹2,00,000	Up to [•] Equity
Trading Lot		[•] Equity Shares		[•] Equity Shares.

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
				However, the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Mode of Allotment	Compulsorily in Dematerialized Mode			
Bid Lot	[*] Equity Shares and in multiples of [*] Equity Shares thereafter			
Allotment Lot	A minimum of [*] Equity Shares and thereafter in multiples [*] Equity Share			
Trading Lot	[*] Equity Shares and in multiples [*] Equity Share			
Mode of Allotment	Compulsorily in dematerialized form			
Terms of Payment	In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism (for RIIs), that is specified in the ASBA Form at the time of submission of the ASBA Form.			

* Assuming full subscription in the Issue

⁽¹⁾ Our Company may, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see "Issue Procedure" on page 187

⁽²⁾ Subject to valid Bids being received at or above the Issue Price. The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 253 of the SEBI ICDR Regulations.

⁽³⁾ Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "Terms of the Issue" on page 178

⁽⁴⁾ Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Issue Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

Withdrawal of the Issue

Our Company, in consultation with the BRLM, reserve the right not to proceed with the Issue, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue and shall promptly inform the Stock Exchange on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the issue, 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 issue 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-issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company, in consultation with the BRLM withdraw the issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with an initial public offering of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock exchange. Notwithstanding the foregoing, this Issue 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 within six Working Days of the Bid/Issue Closing Date or such other period as per applicable law; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by Retail Individual Investors through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by Retail Individual Investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, which came into effect from May 01, 2021 had put in place measures to have a uniform policy to further streamline the processing of ASBA applications through UPI process among intermediaries/SCSBs and also provided a mechanism of compensation to investors.

However, in view of the representations received from stakeholders, SEBI vide Circular no: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 given some relaxation for the implementation timelines for the provisions of “the circular” which are as under:

- SMS Alerts: Para 9 of “the circular” prescribed the details to be sent by SCSB’s in SMS alerts. While SCSB’s shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc shall be included in SMS for Public Issues opening on/after January 01, 2022.
- Web Portal for CUG: For ease of doing business, Para 10 of “the circular” prescribed a web portal to be hosted by Sponsor Banks for closed user group (hereinafter referred to as “CUG”) entities. In view of the

representations received from the stakeholders, it has been decided that:

- The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.
 - In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details prescribed in Para 10 of “the circular” to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB’s etc, the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Issue process.
 - The Stock Exchanges and Lead Managers shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.
- Completion of Unblocks by T+4: Para 13 of “the circular” prescribed the process and timeline for ensuring the completion of unblocks pertaining to UPI mandates on T+4 (T: Issue Closing Date). while the process of unblocking shall be completed by T+4, in view of the representations received from stakeholders, the following shall be the revised timelines:
- Completion of Unblocks by T+4: Para 13 of “the circular” prescribed the process and timeline for ensuring the completion of unblocks pertaining to UPI mandates on T+4 (T: Issue Closing Date). while the process of unblocking shall be completed by T+4, in view of the representations received from stakeholders, the following shall be the revised timelines:
 - The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Issue, not later than 5:00 PM on BOA+1.
 - Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Issue shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1.
 - To ensure that the unblocking is completed on T+4, the Lead Managers, on a continuous basis and before the opening of the public issue shall take up the matter with the SCSB’s at appropriate level.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public issue opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Issues where the application amount is up to ₹5.00 Lakhs shall use UPI.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 (four) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs.100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus. Further, our Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus.

Book Building Procedure

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLM, allocate up to 60.00% 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, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

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 BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

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, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Issue.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no 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 issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Retail Individual Bidders using the UPI.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate in the Issue through the ASBA process. The RIs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

RIBs Bidding in the Retail Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

The prescribed color of the Bid cum Application Form for the various categories is as disclosed below.

Category	Color of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[•]
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	[•]
Anchor Investors	[•]

*Excluding electronic Bid cum Application Form

Notes:

- 1) Electronic Bid Cum Application Forms will also be available for download on the website of the NSE (www.nseindia.com).
- 2) Bid cum Application Forms for Anchor Investors will be made available at the office of BRLM.

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchange. For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. For ASBA Forms (other than 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 RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date (“Cut-Off Time”). Accordingly, RIBs 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 NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (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 bankers to an issue. The BRLMs shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

Electronic registration of Bids

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. 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 on-line facilities for Book Building on a regular basis before the closure of the Issue.
- b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchange Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application

Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company’s paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% 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, on a repatriation or non-repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see “Restrictions on Foreign Ownership of Indian Securities” beginning on page 206. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50.00% or common control) must be below 10.00% of our post-issue Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 01, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully

diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100.00% under automatic route.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (i) such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- (ii) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilize the multi investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations ("Operational FPI Guidelines"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilize the multi investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "MIM Structure"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

Bids by SEBI-registered AIFs, VCFs and FVCIs

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF

Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) 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.

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.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids by Banking Companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company 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. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction –

Ownership in Private Sector Banks, Directions, 2016, see “Key Regulations and Policies” beginning on page 113.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Systemically Important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- (a) equity shares of a company: the lower of 10.00%* of the outstanding equity shares (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: not more than 15.00% of the respective fund in case of a life insurer or 15.00% of investment assets in case of a general insurer or reinsurer or 15.00% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector in which the investee company operates: not more than 15.00% of the fund of a life insurer or a general insurer or a reinsurer or 15.00% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹25,000,000 lakhs or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹5,000,000 lakhs or more but less than ₹25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

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 the terms and conditions that our Company, in consultation with the BRLM may deem fit.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion 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 exceeds ₹200 lakhs. A Bid cannot be submitted for over 60.00% 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 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/ Issue Opening Date.
- 5) Our Company, in consultation with the BRLM will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
 - a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹200.00 lakhs;
 - b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 lakhs but up to ₹2,500 lakhs, subject to a minimum Allotment of ₹100.00 lakhs per Anchor Investor; and
 - c) in case of allocation above ₹2,500 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 lakhs, and an additional 10 Anchor Investors for every additional ₹2,500 lakhs, subject to minimum allotment of ₹100 lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.

- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
- 10) Neither the BRLM or any associate of the BRLM (other than mutual funds sponsored by entities which are associate of the BRLMs or insurance companies promoted by entities which are associate of the BRLM or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLM shall apply under the Anchor Investors category.

Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchange to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLM are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA 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;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. 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 or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. 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;
18. Ensure that the category and the investor status is indicated;

19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in); and
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by RIBs);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of a Bidder;
9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Anchor Investors should not Bid through the ASBA process;
12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Company;
13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
14. Do not submit the General Index Register (GIR) number instead of the PAN;
15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
18. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
19. Do not submit a Bid using UPI ID, if you are not a RIB;
20. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
21. Do not Bid for Equity Shares in excess of what is specified for each category;
22. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
25. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

26. Do not Bid if you are an OCB; and

27. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-issue or post-issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled “General Information” and “Our Management” beginning on pages 51 and 123, respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “General Information” beginning on page 51

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “General Information” beginning on page 51

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of Rs. 100 per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalizing the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Basis of Allotment

Allotment will be made in consultation NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [•] Equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted [•] equity shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the 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.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [•] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [•] equity shares subject to a minimum allotment of [•] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

Basis of Allotment in the event of under subscription

In the event of under subscription in the issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the NSE - the Designated Stock Exchange in addition to Book Running Lead

Manager and Registrar to the issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the issue. There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Equity Shares in Dematerialized Form with NSDL/CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on January 23, 2023.
- b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on January 30, 2023.

The Company's Equity shares bear an ISIN No. INE0OLS01010

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLM, 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: "[•]"; and
- (b) In case of Non-Resident Anchor Investors: "[•]".

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: [•] (English) (All Editions), [•] (Hindi) (All Editions) and [•] (Kannada) (Mysore Edition).

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of the Underwriting Agreement and the RoC Filing

- (a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.
- (b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, issue size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10.00 Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

Undertakings by Our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within six Working Days

of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;

- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the SEBI.

Utilization of Issue Proceeds

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of 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. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI ("DIPP") by circular of 2017 with effect from August 28, 2017 ("Circular of 2017"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, this circular of 2017 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a Non-resident does not require the prior approval of the the RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (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; (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI and such other conditions as provided in the FDI Policy from time to time. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

Investment Conditions/Restrictions for Overseas Entities

Under the current FDI Policy 2017, 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 Schedule 1, 2, 2A, 3, 6, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment up to aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

1) 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 be less than 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 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this aggregate 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.

2) Investment by Registered Foreign Portfolio Investor (RFPI) under Foreign Portfolio Investment (FPI) Scheme

With respect to purchase/sale of shares or convertible debentures or warrants, a RFPI registered in accordance with SEBI (FPI) Regulations, 2014 as amended in regular intervals may purchase shares or convertible debentures or warrants of an Indian company under FPI scheme. The total holding by each RFPI shall be below 10 % of the total paid-up equity capital or 10.00% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all RFPI put together shall not exceed 24.00% of paid-up equity capital or paid up value of each series of convertible debentures. The said limit of 24.00% will be called aggregate limit. However, the aggregate limit of 24.00% may be increased up to the 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. For arriving at the ceiling on holdings of RFPI, shares or convertible debentures or warrants acquired both through primary as well as secondary market will be included. However, the ceiling will exclude investment made by RFPI through off-shore Funds, Global Depository Receipts and Euro-Convertible Bonds but include holding of RFPI and deemed RFPI in the investee company for computation of 24.00% or enhanced limit.

3) Investment by NRI on repatriation and non-repatriation basis under PIS:

With respect to purchase/sale of shares and/or convertible debentures by a NRI on a stock exchange in India on repatriation and/or non-repatriation basis under PIS is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2000. Further, with regard to limits:

- the paid-up value of shares of an Indian company, purchased by each NRI both on repatriation and on non-repatriation basis, does not exceed 5% of the paid-up value of shares issued by the company concerned;
- the paid-up value of each series of convertible debentures purchased by each NRI both on repatriation and non-repatriation basis does not exceed 5% of the paid-up value of each series of convertible debentures issued by the company concerned;
- the aggregate paid-up value of shares of any company purchased by all NRIs does not exceed 10% of the paid-up capital of the company and in the case of purchase of convertible debentures.
- the aggregate paid-up value of each series of debentures purchased by all NRIs does not exceed 10% of the paid-up value of each series of convertible debentures;

However, the aggregate ceiling of 10% may be raised to 24.00% if a special resolution to that effect is passed by the General Body of the Indian company concerned.

4) Investment by NRI on non-repatriation basis:

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident Outside India) Regulations – 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 (U.S. 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), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. However, 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 The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of 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.

SECTION IX – MAIN PROVISION OF ARTICLES OF ASSOCIATION

Pursuant to Schedule II of the Companies Act and the SEBI Regulation, the main provisions of our Articles relating to, inter alia, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each Provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles.

**The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Extra-ordinary general meeting of the Company held on 23rd day of January 2023 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.*

INTERPRETATION

- TABLE 'F': -The regulations contained in table "F" of Schedule I to the Companies Act, 2013 shall apply to the Company only in so far as the same are not provided for or are not inconsistent with these Articles.
- COMPANY TO BE GOVERNED BY THESE ARTICLES: - The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

DEFINITIONS

- In these Articles, expressions in the Articles to bear the same meaning as in the Act – Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.
- "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.
- "Articles" mean these articles of association of the Company, as may be altered from time to time in accordance with the Act.
- "Applicable Law" means the Act, and as appropriate, includes any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing, by any governmental authority having jurisdiction over the matter in question, or mandatory standards as may be applicable from time to time.
- "Board" or "Board of Directors" means the means the collective body of the directors for the time being of the Company.
- "Company" or "This Company" means VINYAS INNOVATIVE TECHNOLOGIES LIMITED**
- "Managing Director" means a director who, by virtue of the articles of the Company or an agreement with the company or a resolution passed in its General Meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing Director, by whatever name called.
- "Meeting" or "General Meeting" means a meeting of Members.
- "Seal" means the common seal of the Company.

- “Shares” means the shares into which the Capital of the Company is divided whether held in tangible or fungible form.
- Term(s) and phrases not specifically defined in these Articles shall bear the same meaning as assigned to the same in the Act.
- Reference to the singular includes reference to the plural and vice versa.
- Reference to any gender includes a reference to all genders.

SHARE CAPITAL AND VARIATION OF RIGHTS

1.

- **AUTHORISED SHARE CAPITAL:** -The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.
- **NEW CAPITAL PART OF THE EXISTING CAPITAL:** - Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
- **KINDS OF SHARE CAPITAL:** -The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws: (a) Equity share capital: (i) with voting rights; and/or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Act; and (b) Preference share capital.

2.

- **SHARES AT THE DISPOSAL OF THE DIRECTORS:** -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 Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit.
- **CONSIDERATION FOR ALLOTMENT:** -The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares.

3. **FURTHER ISSUE OF SHARES:** -

- (1) Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder: (A) (i) to the persons who at the date of the issue are holders of the 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 conditions mentioned in (ii) to (iv) below; (ii) The Issue aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the issue, within which the issue if not accepted, shall be deemed to have been declined. Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue; (iii) The issue 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 sub-clause (ii) shall contain a statement of this right; (iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company; (B) to employees under any scheme of employees' stock option subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under applicable law; or (C) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder;

- (2) Nothing in sub-clause (iii) of Clause (1)(A) shall be deemed: (i) To extend the time within which the offer should be accepted; or (ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.
- (3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company: Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the Company in a General Meeting.
- (4) Notwithstanding anything contained in Article II3(3) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion: Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.

4.

- **RIGHT TO CONVERT LOANS INTO CAPITAL:** -Notwithstanding anything contained in sub-clauses(s) of Article II3 above, but subject, however, to the provisions of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company.
- **ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES:** -Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members, shall, for the purpose of these Articles, be a Member.
- **RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT:** -The Board shall observe the restrictions as regards allotment of shares to the public contained in the Act, and as regards return on allotments, the Directors shall comply with applicable provisions of the Act.
- **MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY:** -The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of allottee in the Register as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

5.

- **INSTALLMENTS ON SHARES:** -If, by the conditions of allotment of any shares, whole or part of the amount or issue price thereof shall be payable by instalments, 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.
 - **MEMBERS OR HEIRS TO PAY UNPAID AMOUNTS:** -Every Member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with these Articles require or fix for the payment thereof.
- 6.
- **VARIATION OF SHAREHOLDERS' RIGHTS:** -(a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth 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 issued shares of that class, as prescribed by the Act. (b) Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to meeting shall mutatis mutandis apply.
 - **PAYMENTS OF INTEREST OUT OF CAPITAL:** -The Company shall have the power to pay interest out of its capital on so much of the shares which have been issued for the purpose of raising money to defray the expenses of the construction of any work or building for the Company in accordance with the Act.
 - **AMALGAMATION:** - Subject to provisions of these Articles, the Company may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate subject to the provisions of the Act.
- 7.
- **ISSUE OF CERTIFICATE:** -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 determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. 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 joint holders. Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary and the common seal it shall be affixed in the presence of the persons required to sign the certificate.
 - **RULES TO ISSUE SHARE CERTIFICATES:** -The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the format, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the said Act.
 - **ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED:** -If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Article shall be issued upon on payment of Rupees 20 for each certificate. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above, the Directors shall comply with such rules

or regulation or requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf. The provision of this Article shall mutatis mutandis apply to debentures of the Company.

8.

- COMMISSION FOR PLACING SHARES, DEBENTURES, ETC: -(a) Subject to the provisions of the Act and other applicable laws, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares or debentures of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares or debentures of the Company and provisions of the Act shall apply. (b) The Company may also, in any issue, pay such brokerage as may be lawful. (c) 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.

LIEN

9.

- COMPANY'S LIEN ON SHARES / DEBENTURES: -The Company shall subject to applicable law have a first and paramount lien on every share / debenture (not being a fully paid share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of the Company's lien, if any, on such shares / debentures. Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. 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.
- LIEN TO EXTEND TO DIVIDENDS, ETC: -The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

10.

- ENFORCING LIEN BY SALE: -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— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise. No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.
- VALIDITY OF SALE: -To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. 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 with reference to the sale.
- VALIDITY OF COMPANY'S RECEIPT: -The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
- APPLICATION OF SALE PROCEEDS: -The proceeds of any such 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 and 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.

11.

- **OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN:** -In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

12.

- **PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC:** -The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities, including debentures, of the Company.

CALLS ON SHARES

13.

- **BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES:** -The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by 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 be payable at less than one month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders' in a General Meeting.
- **NOTICE FOR CALL:** -Each Member shall, subject to receiving at least fourteen (14) 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. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more Members as the Board may deem appropriate in any circumstances.
- **CALL WHEN MADE:** -The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board and may be required to be paid in instalments.

14.

- **LIABILITY OF JOINT HOLDERS FOR A CALL:** - The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

15.

- **CALLS TO CARRY INTEREST:** -If a Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at the rate of ten percent or such other lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

16.

- **DUES DEEMED TO BE CALLS:** -Any 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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. **EFFECT OF NON-PAYMENT OF SUMS:** -In case of non-payment of such sum, all the relevant provisions of these Articles 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.

17.

- **PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST:** -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 as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable by him.
- 18.
- **PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC:** - The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities, including debentures, of the Company

TRANSFER OF SHARES

- 19.
- **REGISTER OF TRANSFERS:** -Shares or other securities of any member shall be freely transferable, provided that any contract or arrangement between two or more persons in respect of transfer of securities shall be enforceable as a contract. The Company shall keep a “Register of Transfers” and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.
 - **ENDORSEMENT OF TRANSFER:** -In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.
 - **INSTRUMENT OF TRANSFER:** -(a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply. (b) The Board may decline to recognize any instrument of transfer unless- (i) the instrument of transfer is in the form prescribed under the Act; (ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (iii) the instrument of transfer is in respect of only one class of shares. (c) 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.
 - **EXECUTION OF TRANSFER INSTRUMENT:** -Every such instrument of transfer shall be executed, both by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.
- 20.
- **CLOSING REGISTER OF TRANSFERS AND OF MEMBERS:** -Subject to compliance with the Act and other applicable law, the Board shall be empowered, on giving not less than seven (7) days’ notice or such period as may be prescribed, to close the transfer books, Register of Members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty (30) days at a time and not exceeding an aggregate forty-five (45) days in each year as it may seem expedient.
- 21.
- **DIRECTORS MAY REFUSE TO REGISTER TRANSFER:** -Subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of,

or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being 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. Transfer of shares/debentures in whatever lot shall not be refused.

- **TRANSFER OF PARTLY PAID SHARES:** -Where in the case of partly paid shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

22.

- **TITLE TO SHARES OF DECEASED MEMBERS:** -The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.
- **TRANSFERS NOT PERMITTED:** -No share shall in any circumstances be transferred to any infant, insolvent or a person of unsound mind, except fully paid shares through a legal guardian.

TRANSMISSION OF SHARES

23.

- Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer 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.

24. `

- **RIGHTS ON TRANSMISSION:** -A person becoming entitled to a share by transmission shall, reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, 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 a 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 (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.

25.

- **SHARE CERTIFICATES TO BE SURRENDERED:** -Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer.

26.

- **COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS:** -The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

27.

- **TRANSFER AND TRANSMISSION OF DEBENTURES:** -The provisions of these Articles, shall, mutatis mutandis, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

FORFEITURE OF SHARES

28. **BOARD TO HAVE A RIGHT TO FORFEIT SHARES:** -If a Member fails to pay any call, or instalment of a call or any money due in respect of any share, 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 or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

29. **NOTICE FOR FORFEITURE OF SHARES:** -The notice aforesaid shall: (a) name a further day (not being earlier than the expiry of fourteen days from the date of services of the notice) on or before which the payment required by the notice is to be made; and (b) 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. 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.

30.

- **RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE:** - Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
- **FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY:** -Any share forfeited in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit.
- **ENTRY OF FORFEITURE IN REGISTER OF MEMBERS:** -When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

31.

- **MEMBER TO BE LIABLE EVEN AFTER FORFEITURE:** -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, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so,

enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. 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.

- **EFFECT OF FORFEITURE:** -The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and 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 expressly saved.
 - **CERTIFICATE OF FORFEITURE:** -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.
32. **TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARES:** - The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and 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, re-allotment or disposal of the share.
- 33.
- **VALIDITY OF SALES:** -Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.
 - **CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES:** -Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
 - **BOARD ENTITLED TO CANCEL FORFEITURE:** -The Board may at any time before any share so forfeited shall have them sold, re allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit. **SURRENDER OF SHARE CERTIFICATES** The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering them on such terms as they think fit.
 - **SUMS DEEMED TO BE CALLS:** -The provisions of these Articles as to forfeiture shall apply in the case of nonpayment 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.
34. **PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC:** -The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities, including debentures, of the Company.

ALTERATION OF CAPITAL

35. **SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CERTIFICATE:** -Subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:
- (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
 - (b) divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;
 - (c) cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;
 - (d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and
 - (e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.
36. **RIGHTS TO ISSUE SHARE WARRANTS:** -The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant. **BOARD TO MAKE RULES:** -The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.
37. **SHARES MAY BE CONVERTED INTO STOCK:** -Where shares are converted into stock: (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose; (b) 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 meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage; (c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/" Member" shall include "stock" and "stockholder" respectively.
38. **REDUCTION OF CAPITAL** The Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act:
- (a) its share capital; and/or
 - (b) any capital redemption reserve account; and/or
 - (c) any share premium account

and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up; (ii) either with or without extinguishing or reducing liability on any of its shares, cancel paid up share capital which is lost or is unrepresented by available assets; or (ii) either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

CAPITALISATION OF PROFITS

39.

- (a) The Company in General Meeting, may, on recommendation of the Board resolve:
- (i) that it is desirable to capitalize any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and
 - (ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
- (b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (c) below, either in or towards:
- (i) paying up any amounts for the time being unpaid on shares held by such Members respectively;
 - (ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or
 - (iii) partly in the way specified in sub-clause (i) and partly that specified in sub -clause (ii).
 - (iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.
 - (v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

40. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE

- (a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- (i) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or other securities, if any; and
 - (ii) generally do all acts and things required to give effect thereto.
- (b) The Board shall have full power:
- (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and
 - (ii) to authorize 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 or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.
- (c) Any agreement made under such authority shall be effective and binding on such Members.

BUY-BACK OF SHARES

41. Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS

42. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.
43. All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting." Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting. Provided further that The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

PROCEEDINGS AT GENERAL MEETINGS

44.

- **NOTICE FOR GENERAL MEETINGS:** -All General Meetings shall be convened by giving not less than clear twenty-one (21) days' notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings. The Members may participate in General Meetings through such modes as permitted by applicable laws.
- **SHORTER NOTICE ADMISSIBLE:** -Upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice than twenty-one (21) days.
- **CIRCULATION OF MEMBERS' RESOLUTION:** -The Company shall comply with provisions of Section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

45. **SPECIAL AND ORDINARY BUSINESS:** -

- (a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting, all business shall be deemed to be special.
- (b) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

46.

- **QUORUM FOR GENERAL MEETING:** -Such number of members as prescribed under the Act or the applicable law for the time being in force and, no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.
- **TIME FOR QUORUM AND ADJOURNMENT:** -Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

47.

- **CHAIRPERSON OF GENERAL MEETING:** -The chairperson, if any, of the Board of Directors shall preside as chairperson at every General Meeting of the Company.
- **ELECTION OF CHAIRPERSON:** -Subject to the provisions of the Act, if there is no such chairperson or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, the Directors present shall elect another Director as chairperson and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairperson.

48.

- **VOTING AT MEETING:** -At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.
- **DECISION BY POLL:** -If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairperson directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

- **CASTING VOTE OF CHAIRPERSON:** -In case of equal votes, whether on a show of hands or on a poll, the chairperson of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a Member.
- **PASSING RESOLUTIONS BY POSTAL BALLOT:** -(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act. (c) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

ADJOURNMENT OF MEETING

49. Subject to the provisions of the Act, the chairperson of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place. no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

- 50.
- Subject to any rights or restrictions for the time being attached to any class or classes of shares
 - on a show of hands, every member present in person shall have one vote; and
 - on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 52.
- i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
 - ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
53. 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.
54. Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
- 56.
- i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
 - ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

57. Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

INSTRUMENT OF PROXY:

An instrument appointing a proxy shall be in the form as prescribed under the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a body corporate either under its common seal or under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or 23 adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (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.

58. **VALIDITY OF PROXY:**

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 or of the authority under which the proxy was executed, or the transfer of 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.

59. **CORPORATE MEMBERS**

Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

BOARD OF DIRECTORS

60. Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.

Provided that the Company may appoint more than fifteen (15) directors after passing a Special Resolution.

The following shall be the first directors of the company: -

- 1. Mr. NARENDRA NARAYANAN**
- 2. Mrs. MEERA NARENDRA**

61. **SHARE QUALIFICATION NOT NECESSARY**

Any person whether a Member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

- 62.

- (1) **ROTATION AND RETIREMENT OF DIRECTOR-ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR:** -at the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the managing director appointed, or the Directors appointed as a debenture director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

- (2) **RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION:** -A Retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto. **WHICH DIRECTOR TO RETIRE:** -The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.
- (3) **POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION:** -Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of his period of office and may, by an Ordinary Resolution, appoint another person instead. Provided that an independent director re-appointed for second term under the provisions of the Act shall be removed by the company only by passing a Special Resolution and after giving him a reasonable opportunity of being heard.
- (4) **DIRECTORS NOT LIABLE FOR RETIREMENT:** -The Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.
- (5) **DIRECTOR FOR COMPANIES PROMOTED BY THE COMPANY:** -Directors of the Company may be or become a director of any company promoted by the Company or in which it may be interested as vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company subject to compliance with applicable provisions of the Act.
63. Same individual may be Chairperson / Managing Director / Chief Executive Officer: -An individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

64.

(1) **REMUNERATION OF DIRECTORS**

A Director (other than a managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

(2) **REMUNERATION TO REQUIRE MEMBERS' CONSENT**

The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.

(3) **TRAVELLING AND OTHER EXPENSES**

In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

- a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
- b. in connection with the business of the Company.

(4) **EXPENSES FOR REGISTERING THE COMPANY**

The Board may pay all expenses incurred in registering the Company

65.

(1) **APPOINTMENT OF ADDITIONAL DIRECTORS:** -

Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional

directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

- (2) **DURATION OF OFFICE OF ADDITIONAL DIRECTOR: -**
Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
- (3) **APPOINTMENT OF ALTERNATE DIRECTOR: -**
The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original 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.
- (4) **DURATION OF OFFICE OF ALTERNATE DIRECTOR: -**
An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
- (5) **RE-APPOINTMENT PROVISIONS APPLICABLE TO ORIGINAL DIRECTOR: -**
If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

66.

- (1) **APPOINTMENT OF DIRECTOR TO FILL CASUAL VACANCY: -**
If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
- (2) **DURATION OF OFFICE OF DIRECTOR APPOINTED TO FILL CASUAL VACANCY: -**
The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.

PROCEEDINGS OF THE BOARD

67. **MEETINGS OF THE BOARD:**

- (a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of four (4) months between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairperson of the Board.
- (b) The chairperson may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting may be convened by 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 and 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.
- (c) The notice of each meeting of the Board shall include
 - (i) the time for the proposed meeting;
 - (ii) the venue for the proposed meeting; and
 - (iii) an agenda setting out the business proposed to be transacted at the meeting.
- (d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.
 - **QUESTIONS AT BOARD MEETING HOW DECIDED:-**
Questions arising at any time at a meeting of the Board shall be decided by majority of votes and in case of equality of votes, the Chairperson, in his absence the Vice Chairperson or the Director presiding shall have a second or casting vote.

68.

- **QUORUM:-**
Subject to the provisions of the Act, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.
At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.
- **ADJOURNED MEETING:-**
Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.
- **ELECTION OF CHAIRPERSON OF BOARD:-**
(a) The Board may elect a chairperson of its meeting and determine the period for which he is to hold office.
(b) If no such chairperson is elected or at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairperson of the meeting.

69.

- **POWERS OF DIRECTORS:-**
(a) 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 applicable law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other applicable law and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
(b) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

DELEGATION OF POWERS

- (a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such members of its body as it thinks fit.
- (b) Any committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

70.

- **ELECTION OF CHAIRPERSON OF COMMITTEE:-**
(a) A committee may elect a chairperson of its meeting. If no such chairperson is elected or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be the chairperson of the committee meeting.
(b) The quorum of a committee may be fixed by the Board of Directors.
- **QUESTIONS HOW DETERMINED:-**
(a) A committee may meet and adjourn as it thinks proper.
(b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote, the chairperson shall have a second or casting vote, in addition to his vote as a member of the committee.
- **VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE:-**
All acts done by any meeting of the Board, of a committee thereof, or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that

they or any of them were disqualified be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director.

71. RESOLUTION BY CIRCULATION:-

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

72. BORROWING POWERS:-

(a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves. Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.

(c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and he same shall be in the interests of the Company.

(d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

73. NOMINEE DIRECTORS:-

(a) Subject to the provisions of the Act, so long as any moneys remain owing by the Company to Financial Institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the "Corporation") so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non-whole-time (which Director or Director/s is/are hereinafter referred to as "Nominee Directors/s") on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

(b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(c) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.

(d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

74. REGISTER OF CHARGES :-

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

75. MANAGING DIRECTOR(S) AND/OR WHOLE TIME DIRECTORS:-

(a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the managing director and/ or whole time directors for such term and subject to such remuneration, terms and conditions as they may think fit.

(b) The Directors may from time to time resolve that there shall be either one or more managing directors and/ or whole-time directors.

(c) In the event of any vacancy arising in the office of a managing director and/or whole time director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members.

(d) If a managing director and/or whole time director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing director/whole time director.

(e) The managing director and/or whole time director shall not be liable to retirement by rotation as long as he holds office as managing director or whole-time director.

76. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR:-

The managing director/whole time director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

REIMBURSEMENT OF EXPENSES

The managing Directors/whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

77. Subject to the provisions of the Act —

Subject to the provisions of the Act — A chief executive officer, manager, company secretary and 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 and chief financial officer so appointed may be removed by means of a resolution of the Board. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time. A provision of the Act or the Articles 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 a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

77. 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

78.

- **CUSTODY OF COMMON SEAL:-**

The Board shall provide for the safe custody of the common seal for the Company and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof.

- **SEAL HOW AFFIXED:-**

The Directors shall 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 the Directors shall provide for the safe custody of the seal for the time being and the seal shall never be used except by or under the authority of the Directors or a committee of the Directors previously given, and in the presence of at least two Directors and of the company secretary or such other person duly authorised by the Directors or a committee of the Directors, who shall sign every instrument to which the seal is so affixed in his presence. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall accordingly be vested in the Directors or any other person duly authorized for the purpose.

DIVIDENDS AND RESERVE

79.

- **COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS:** -The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

80. **INTERIM DIVIDENDS:** - Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the company.

81.

- **DIVIDENDS ONLY TO BE PAID OUT OF PROFITS:** -(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit. 2) **CARRY FORWARD OF PROFITS:** -(i) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve

82.

- **DIVISION OF PROFITS:** - Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. (2) **PAYMENTS IN ADVANCE:** - No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (3) **DIVIDENDS TO BE APPORTIONED:** - 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.

83.

- **DEDUCTION OF ARREARS:** - Subject to the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares of or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company. **RETENTION OF DIVIDENDS:** -The Board may retain dividends payable upon shares in respect of which any person is, under Articles 19 to 27 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such shares.

84.

- **DIVIDEND HOW REMITTED:** - Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- **DISCHARGE TO COMPANY:** - Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

85. **RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND:** -(a) Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits. (b) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (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 of vinyas innovative technologies Limited". (c) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act. (d) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law. (e) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

86. **DIVIDENDS NOT TO BEAR INTEREST:** -No dividends shall bear interest against the Company.

87. **TRANSFER OF SHARES AND DIVIDENDS:** -Subject to the provisions of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

ACCOUNTS

88.

- **WHERE BOOKS OF ACCOUNTS TO BE KEPT:**

The Books of Account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

- **INSPECTION BY DIRECTORS:**

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act.

- **INSPECTION BY MEMBERS:**

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorized by the Board.

WINDING UP

89. Subject to the applicable provisions of the Act—

- (1) 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.
 - (2) 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.
 - (3) 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.
- Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

INDEMNITY

90.

(1) DIRECTORS AND OFFICERS RIGHT TO INDEMNITY: -

- a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
- b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

(2) INSURANCE:

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

OTHERS

91.

(1) GENERAL POWERS

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 out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the provisions of the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations, from time to time.

(2) DEMATERIALISATION OF SECURITIES: -

- (a) The Company shall recognize interest in dematerialized securities under the Depositories Act, 1996: -

Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other Applicable Law.

- (b) Dematerialization/Re-materialization of securities: -

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialize its existing securities, re materialize its securities held in Depositories and/or offer its fresh securities in the dematerialized form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

- (c) Option to receive security certificate or hold securities with the Depository: -

Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, the Company shall intimate such Depository of the 19 details of allotment of the security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that Security.

- (d) Securities in electronic form: - All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.
 - (e) Beneficial owner deemed as absolute owner: - Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) 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 has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.
 - (f) Register and index of beneficial owners: - The Company shall cause to be kept a register and index of members with details of securities held in materialized and dematerialized forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.
- (3) Joint-holders
Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:
- (4) Liability of Joint holders
The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
 - (5) Death of one or more joint-holders
On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person
 - (6) Receipt of one sufficient
Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
 - (7) Delivery of certificate and giving of notice to first named holder
Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
 - (8) Vote of joint holders

Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
- (9) Executors or administrators as joint holders

Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.

(10) Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc.

The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

(11) Statutory registers

The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during the business hours on all working days, other than Saturdays and Sundays, at the registered office of the Company by the persons entitled thereto on payment, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

(12) Foreign register

- a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
- b) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

(13) *SECRECACY*: -

Every manager, Auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all bona fide transactions of the Company with its customers and the state of accounts 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 Directors or by any general meeting or by the law of the country and except so far as maybe necessary in order to comply with any of the provisions in these presents and the provisions of the Act.

Subject to the provisions of these Articles and the Act, no member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or to examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the "*VINYAS INNOVATIVE TECHNOLOGIES LIMITED*"

SECTION X- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are, or may be deemed material, will be attached to the copy of the Red Herring Prospectus delivered to the Registrar of Companies for Filing. Copies of the aforementioned contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered Office, between 10.00 am and 5.00 pm on all Working Days and will also be available at the website of our Company, from the date of the Red Herring Prospectus until the Bid/Issue Closing Date (except for such agreements executed after the Bid/Issue Closing Date).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act, 2013 and other applicable law.

MATERIAL CONTRACTS

- 1) Issue Agreement dated August 23, 2023 between the Book Running Lead Manager and our Company.
- 2) Agreement dated August 23, 2023 between our Company and the Registrar to the Issue.
- 3) Public Issue Account Agreement dated [•] among our Company, the Book Running Lead Manager, the Banker to Issue/Public Issue Bank/Refund Banker/Sponsor Banker, and the Registrar to the Issue.
- 4) Underwriting Agreement dated [•] between our Company and Book Running Lead Manager.
- 5) Market Making Agreement dated [•] between our Company, the Book Running Lead Manager and the Market Maker.
- 6) Agreement among NSDL, our Company and the Registrar to the Issue dated January 23, 2023.
- 7) Agreement among CDSL, our Company and the Registrar to the Issue dated January 30, 2023.

MATERIAL DOCUMENTS

- 1) Certified True Copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.
- 2) Resolution of the Board dated July 28, 2023 authorizing the Issue.
- 3) Special Resolution of the shareholders passed at the Extra Ordinary General Meeting dated August 19, 2023 authorizing the Issue.
- 4) Statement of Tax Benefits dated August 25, 2023 issued by P Chandrasekar LLP, Chartered Accountants, Statutory Auditor of our Company.
- 5) Report of the Statutory & Peer Reviewed Auditor, P. Chandrasekar LLP, Chartered Accountants dated June 17, 2023 on the Restated Financial Statements for the Financial Years ended as on March 31, 2023, 2022 and 2021 of our Company.
- 6) Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Banker to our Company, Lenders, the Lead Manager, Underwriter, Registrar to the Issue, Market Maker to the Issue, Peer Review Auditor, Legal Advisor, Banker to the Issue/Public Issue Bank, Refund Banker to the Issue, Sponsor Bank to the Issue, to act in their respective capacities.
- 7) Copy of approval from NSE vide letter dated [•] to use the name of NSE in this offer document for listing of Equity Shares on NSE Emerge Platform.

- 8) Due Diligence Certificate [•] from the Book Running Lead Manager.
- 9) Copy of Managing Director Agreement with Mr. Narendra Narayanan and our Company dated April 01, 2021 for his appointment.
- 10) Copy of Whole-Time Director Agreement with Mr. Sumukh Narendra and our Company dated August 11, 2020 for his appointment.
- 11) Copy of Whole-Time Director Agreement with Mr. T.R. Srinivasan and our Company dated April 01, 2021 for his appointment.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that, all relevant provisions of the Companies Act, 2013, applicable provisions of Companies Act, 1956 and the rules/guidelines/regulations issued by the Government of India or the regulations / guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, applicable provisions of Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Sd/-

Narendra Narayanan
(Managing Director)

T.R. Srinivasan
(Whole-Time Director)

Sd/-

Sd/-

Sumukh Narendra
(Whole-Time Director)

Pradeep Desai
(Independent Director)

Sd/-

Sd/-

Deepa Prakash
(Independent Director)

B.S. Ramakrishna
(Independent Director)

SIGNED BY THE CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY OF OUR COMPANY:

Sd/-

Sd/-

Subodh Mulbagal Rajanna
(Company Secretary & Compliance Officer)

Amitava Majumdar
(Chief Financial Officer)

Place: Mysore

Date: August 30, 2023