**DRAFT RED HERRING PROSPECTUS**
Dated February 4, 2022
Please read Section 32 of the Companies Act, 2013
*(This Draft Red Herring Prospectus will be updated upon filing with the RoC)*
**100% Book Built Offer**

# COGENT E-SERVICES LIMITED

| REGISTERED OFFICE | CORPORATE OFFICE | CONTACT PERSON |
|---|---|---|
| Level 2, Elegance Tower<br>Mathura Road, Jasola<br>New Delhi 110 025<br>Delhi, India | C-100, Sector 63<br>Noida, Gautam Buddha Nagar<br>Uttar Pradesh 201 301<br>India | Niharika Agarwal<br>Company Secretary and Compliance Officer |
| **WEBSITE** | **TELEPHONE** | **EMAIL** |
| www.cogenteservices.com | +91 120 483 2550 | cs@cogenteservices.com |

**PROMOTERS OF OUR COMPANY: ABHINAV SINGH, ARUNABH SINGH, GAURAV ABROL, PRANJAL KUMAR, BOOMERANG TECHNOLOGY LLP AND TSSR TECHNOLOGY LLP**

Initial public offer of up to [●] Equity Shares of face value of ₹2 each (the "**Equity Shares**") for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) (the "**Offer Price**") aggregating up to ₹ [●] million (the "**Offer**") which comprises:

- Fresh issue of up to [●] Equity Shares aggregating up to ₹1,500.00 million (the "**Fresh Issue**"); and
- Offer for sale of up to 9,468,297 Equity Shares aggregating up to ₹[●] million ("**Offer for Sale**").

Our Company may, in consultation with the book running lead managers (the "**BRLMs**"), consider a further issue of Equity Shares, including by way of a private placement of Equity Shares, aggregating up to ₹300 million, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). If the Pre-IPO Placement is undertaken, it will be at a price to be decided by our Company and the Selling Shareholders in consultation with the BRLMs and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) complying with rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**").

The Offer is being made in terms of Rule 19 (2) (b) of the SCRR, read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**")

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

| Name of the Selling Shareholder | Maximum number of Offered Shares (up to) | Average cost of acquisition per Equity Share (in ₹)* |
|---|---|---|
| **Abhinav Singh** | **1,539,318** | **0.28** |
| **Arunabh Singh** | **1,539,318** | **0.28** |
| **Gaurav Abrol** | **1,539,318** | **0.44** |
| **Pranjal Kumar** | **1,539,318** | **0.32** |
| **Boomerang Technology LLP** | **1,839,418** | **3.87** |
| **TSSR Technology LLP** | **1,471,607** | **2.94** |
| **Total** | **9,468,297** | |

***^Each Selling Shareholder, severally and not jointly, confirms that, as required under Regulation 8 of the SEBI ICDR Regulations, they have held the Equity Shares proposed to be offered and sold by them in the Offer for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus. Therefore, the Equity Shares that will be offered by it in the Offer for Sale are eligible to be offered for sale in the Offer.***
****As certified by A A A M & Co. LLP, Chartered Accountants, by way of their certificate dated February 4, 2022***

**BID/OFFER PROGRAMME**

| | |
|---|---|
| **BID/OFFER OPENS ON*** | [●] |
| **BID/OFFER CLOSES ON**** | [●] |

** Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

**DRAFT RED HERRING PROSPECTUS**
Dated February 4, 2022
Please read Section 32 of the Companies Act, 2013
*(This Draft Red Herring Prospectus will be updated upon filing with the RoC)*
**100% Book Built Offer**

COGENT

# COGENT E-SERVICES LIMITED

Our Company was incorporated as 'Cogent E-Services Private Limited', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 15, 2004, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("**RoC**"). The name of our Company was changed to 'Cogent E-Services Limited' upon conversion to a public limited company pursuant to the Board resolution dated December 30, 2021 and Shareholders' resolution, dated December 31, 2021 and a fresh certificate of incorporation dated January 11, 2022, was issued by the RoC. For details in relation to the changes in registered office address of our Company, see "***History and Certain Corporate Matters***" beginning on page 188.

**Registered Office:** Level 2, Elegance Tower, Mathura Road, Jasola, New Delhi 110 025 Delhi, India
**Corporate Office:** C-100, Sector 63, Noida, Gautam Buddha Nagar, Uttar Pradesh 201 301, India **Tel:** +91 120 483 2550
**Contact Person:** Niharika Agarwal, Company Secretary and Compliance Officer **Tel:** +91 120 483 2550
**E-mail:** cs@cogenteservices.com **Website:** www.cogenteservices.com
**Corporate Identity Number:** U72300DL2004PLC126944

**OUR PROMOTERS: ABHINAV SINGH, ARUNABH SINGH, GAURAV ABROL, PRANJAL KUMAR, BOOMERANG TECHNOLOGY LLP AND TSSR TECHNOLOGY LLP**

**INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH (THE "EQUITY SHARES") OF COGENT E-SERVICES LIMITED ("OUR COMPANY" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 1,500 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 9,468,297 EQUITY SHARES (THE "OFFERED SHARES") AGGREGATING UP TO ₹ [●] MILLION, COMPRISING AN OFFER FOR SALE OF UP TO 1,539,318 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY ABHINAV SINGH, UP TO 1,539,318 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY ARUNABH SINGH, UP TO 1,539,318 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY GAURAV ABROL, UP TO 1,539,318 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY PRANJAL KUMAR, UP TO 1,839,418 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY BOOMERANG TECHNOLOGY LLP ("BOOMERANG"), AND UP TO 1,471,607 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY TSSR TECHNOLOGY LLP ("TSSR", AND TOGETHER WITH ABHINAV SINGH, ARUNABH SINGH, GAURAV ABROL, PRANJAL KUMAR AND BOOMERANG, THE "SELLING SHAREHOLDERS" WHO ARE ALSO OUR PROMOTERS, AND SUCH OFFER BY SELLING SHAREHOLDERS, THE "OFFER FOR SALE"). THE OFFER WOULD CONSTITUTE AT LEAST [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**OUR COMPANY MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (THE "BRLMS"), CONSIDER A FURTHER ISSUE OF EQUITY SHARES, INCLUDING BY WAY OF A PRIVATE PLACEMENT OF EQUITY SHARES, AGGREGATING UP TO ₹300 MILLION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, IT WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMS AND THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE OFFER (COMPRISING THE FRESH ISSUE SO REDUCED BY THE AMOUNT RAISED FROM THE PRE-IPO PLACEMENT, AND THE OFFER FOR SALE) COMPLYING WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED ("SCRR").**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN [●] EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF DELHI WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH "BSE", THE "STOCK EXCHANGES") FOR THE PURPOSES OF UPLOADING ON THEIR RESPECTIVE WEBSITES.**

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

The Offer is being made in terms of Rule 19 (2) (b) of the Securities Contracts (Regulation) Rules, 1957, as amended, read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). The Offer is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (the "**QIBs**") (the "**QIB Portion**"), provided that our Company and the Selling Shareholders in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis (the "**Anchor Investor Portion**"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors. 5% of the QIB Portion (excluding the Anchor Investor Portion) (the "**Net QIB Portion**") shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders, other than the Anchor Investors, are mandatorily required to participate in this Offer only through an Application Supported by Blocked Amount ("**ASBA**") process, providing details of their respective bank accounts (including UPI ID for Retail Individual Investors using UPI Mechanism) in which the Bid amount will be blocked by the Self Certified Syndicate Banks or the Sponsor Bank, as the case may be. The Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, see "***Offer Procedure***" beginning on page 334.

**RISKS IN RELATION TO THE FIRST OFFER**

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹2. The Offer Price/Floor Price/Cap Price, as determined and justified by our Company and the Selling Shareholders, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations and as stated in '***Basis for Offer Price***' beginning on page 107 should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Issuer and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to '***Risk Factors***' beginning on page 32.

**ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Each of the Selling Shareholders severally and not jointly, accepts responsibility for and confirms only the statements specifically made by it in this Draft Red Herring Prospectus to the extent of information specifically pertaining to itself, and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. None of the Selling Shareholders assumes any responsibility for any other statement in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements made by or relating to our Company or our Company's business or any other Selling Shareholder.

**LISTING**

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of this Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26 (4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "***Material Contracts and Documents for Inspection***" beginning on page 366.

| BOOK RUNNING LEAD MANAGERS | | REGISTRAR TO THE OFFER |
|---|---|---|
| DAM CAPITAL | IIFL SECURITIES | LINKIntime |
| **DAM Capital Advisors Limited**<br>*(Formerly IDFC Securities Limited)*<br>One BKC, Tower C, 15th Floor<br>Unit no. 1511, Bandra Kurla Complex<br>Bandra (East), 400 051<br>Maharashtra, India<br>**Tel**: +91 22 4202 2500<br>**E-mail**: cogent.ipo@damcapital.in<br>**Investor Grievance E-mail**: complaint@damcapital.in<br>**Website**: www.damcapital.in<br>**Contact Person**: Gunjan Jain / Nidhi Gupta<br>**SEBI Registration No.**: MB/INM000011336 | **IIFL Securities Limited**<br>10th Floor, IIFL Centre<br>Kamala City, Senapati Bapat Marg<br>Lower Parel (West)<br>Mumbai 400 013<br>Maharashtra, India<br>**Telephone:** +91 22 4646 4600<br>**E-mail:** cogent.ipo@iiflcap.com<br>**Website:** www.iiflcap.com<br>**Investor Grievance E-mail:** ig.ib@iiflcap.com<br>**Contact Person:** Devendra Maydeo/Nishita Mody<br>**SEBI Registration No.:** INM000010940 | **Link Intime India Private Limited**<br>C 101, 247 Park, L.B.S. Marg<br>Vikhroli (West)<br>Mumbai 400 083<br>Maharashtra, India<br>**Tel**: +91 22 4918 6200<br>**E-mail**: cogent.ipo@linkintime.co.in<br>**Website**: www.linkintime.co.in<br>**Investor grievance E-mail:**<br>cogent.ipo@linkintime.co.in<br>**Contact Person:** Shanti Gopalkrishnan<br>**SEBI Registration No.:** INR000004058 |

**BID/OFFER PERIOD**

| BID/OFFER OPENS ON* | [●] | BID/OFFER CLOSES ON** | [●] |
|---|---|---|---|

* *Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.*
***Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

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## SECTION I - GENERAL

## DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*Unless the context otherwise indicates, all references to "**the Company**", "**our Company**", "**we**" and "**us**" are references to Cogent E-Services Limited, a public limited company incorporated in India under the Companies Act, 1956 with its Registered Office situated at Level 2, Elegance Tower, Mathura Road, Jasola, New Delhi 110 025 Delhi, India.*

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

*Notwithstanding the foregoing, terms in '**Statement of Special Tax Benefits**', '**Industry Overview**', '**Key Regulations and Policies in India**', '**Financial Information**', '**Outstanding Litigation and Material Developments**' and '**Main Provisions of the Articles of Association**', beginning on pages 110, 118, 184, 216, 307 and 353, respectively will have the meaning ascribed to such terms in those respective sections.*

### Company Related Terms

| Term | Description |
|---|---|
| AoA/Articles of Association or Articles | The articles of association of our Company, as amended from time to time |
| Audit Committee | The audit committee of our Board, as described in "***Our Management***" beginning on page 192 |
| Board/Board of Directors | The board of directors of our Company (including any duly constituted committee thereof), as described in "***Our Management***" beginning on page 192 |
| Boomerang | Boomerang Technology LLP |
| Chairman | The chairman of our Company, Abhinav Singh |
| Chief Executive Officer/CEO | The chief executive officer of our Company, Gaurav Abrol |
| Chief Financial Officer/CFO | The chief financial officer of our Company, Jaspreet Singh Arora |
| Chief Operating Offcier | The chief operating officer of our Company, Nitin Sahni |
| Cogent ES | Cogent ES Limited |
| Cogent FS | Cogent FS Private Limited |
| Company Secretary and Compliance Officer | The company secretary of our Company and compliance officer appointed in relation to the Offer, Niharika Agarwal |
| Corporate Office | The corporate office of our Company located at 100, Block C, Sector 63, Noida, Gautam Buddha Nagar, Uttar Pradesh 201 301, India |
| Corporate Promoter(s) | Together, Boomerang and TSSR |
| CSR Committee | The corporate social responsibility committee of our Board, as described in "***Our Management***" beginning on page 192 |
| Director(s) | The director(s) on our Board. For details, see "***Our Management***" beginning on page 192 |
| ESOP Plan | Cogent Employee Stock Option Plan 2021 |
| Equity Shares | The equity shares of our Company having a face value of ₹ 2 each |
| Executive Director(s) | The executive directors on the Board of our Company, as described in "***Our Management***" beginning on page 192 |
| Group Companies | Our group companies, being Sukhmani, Cogent ES and Cogent FS identified in accordance with SEBI ICDR Regulations and as identified in "***Group Companies***" beginning on page 212 |
| Individual Promoter(s) | Collectively, Abhinav Singh, Arunabh Singh, Gaurav Abrol and Pranjal Kumar |
| Joint Statutory Auditors | Collectively, the joint statutory auditors of our Company, being Walker Chandiok & Co LLP, Chartered Accountants and A A A M & Co LLP, Chartered Accountants |
| IPO Committee | The IPO committee of our Board constituted to facilitate the process of the Offer, as described in "***Our Management***" beginning on page 192 |

| Term | Description |
|---|---|
| KMP/Key Managerial Personnel | Key managerial personnel of our Company in terms of Regulation 2 (1) (bb) of the SEBI ICDR Regulations and Section 2 (51) of the Companies Act, 2013, as described in "***Our Management***" beginning on page 192 |
| Managing Director | The managing director of our Company, Abhinav Singh |
| Materiality Policy | The policy adopted by our Board in its meeting dated January 13, 2022, for identification of group companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations |
| MoA/Memorandum of Association | The memorandum of association of our Company, as amended |
| Nomination and Remuneration Committee | The nomination and remuneration committee of our Board, as described in "***Our Management***" beginning on page 192 |
| Non-Executive Independent Directors | The non-executive independent directors on the Board of our Company. For details, see "***Our Management***" beginning on page 192 |
| Promoters | The promoters of our Company, Abhinav Singh, Arunabh Singh, Gaurav Abrol, Pranjal Kumar, Boomerang and TSSR |
| Promoter Group | The entities and persons constituting the promoter group of our Company in terms of Regulation 2 (1) (pp) of the SEBI ICDR Regulations, as described in "***Promoters and Promoter Group***" beginning on page 206 |
| Registered Office | The registered office of our Company located at Level 2, Elegance Tower, Mathura Road, Jasola, New Delhi 110 025 Delhi, India |
| Restated Financial Statements | Our restated financial statements, which comprise the restated statement of assets and liabilities as at September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement for the six months period ended September 30, 2021 and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, the summary statement of significant accounting policies, and other explanatory information, together with the annexures and the notes thereto, prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI. |
| Registrar of Companies or RoC | Registrar of Companies, National Capital Territory of Delhi and Haryana |
| Selling Shareholders | Our Promoters, Abhinav Singh, Arunabh Singh, Gaurav Abrol, Pranjal Kumar, Boomerang and TSSR, are also our Selling Shareholders |
| Shareholders | The holders of the Equity Shares of our Company, from time to time |
| Stakeholders' Relationship Committee | The stakeholders' relationship committee of our Board, as described in "***Our Management***" beginning on page 192 |
| Sukhmani | Sukhmani Infotech Private Limited |
| TSSR | TSSR Technology LLP |

### Offer Related Terms

| Term | Description |
|---|---|
| Abridged Prospectus | Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf |
| Acknowledgment Slip | The slip or document issued by the Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form |
| Allotment Advice | The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange |
| Allotted/Allotment/Allot | Unless the context otherwise requires, allotment of Equity Shares pursuant to the Fresh Issue and/or the transfer of the Equity Shares offered by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders |
| Allottee | A successful Bidder to whom the Equity Shares are Allotted |
| Anchor Investor | A QIB, who applies under the Anchor Investor Portion with a minimum Bid of ₹ 100.00 million in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus |
| Anchor Investor Allocation Price | The price at which allocation is done to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company and the Selling Shareholders, in consultation with the BRLMs |
| Anchor Investor Application Form | The form used by an Anchor Investor to Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus |

| Term | Description |
|---|---|
| Anchor Investor Bid/Offer Period | The day being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed |
| Anchor Investor Bidding Date | The date being one Working Day prior to the Bid/Offer Opening Date on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors and allocation to the Anchor Investors shall be completed |
| Anchor Investor Offer Price | The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be a price equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs |
| Anchor Investor Portion | Up to 60% of the QIB Portion, which may be allocated by our Company and the Selling Shareholders, in consultation with the BRLMs, to Anchor Investors, on a discretionary basis, in accordance with SEBI ICDR Regulations. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion |
| Application Supported by Blocked Amount/ASBA | The application (whether physical or electronic) by a Bidder (other than Anchor Investors) to make a Bid authorising the relevant SCSB to block the Bid Amount in the relevant ASBA Account and will include application made by Retail Individual Investors using UPI, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by Retail Individual Investors |
| ASBA Account | A bank account maintained with an SCSB and specified in the Bid cum Application Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by a Bidder (other than a Bid by an Anchor Investor) and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism |
| ASBA Bid | A Bid made by ASBA Bidder |
| ASBA Bidder(s) | Bidders (other than Anchor Investors) in the Offer who intend to submit their Bid through the ASBA process |
| ASBA Form | An application form, whether physical or electronic, used by Bidders bidding through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus |
| Banker(s) to the Offer | Collectively, the Escrow Collection Bank(s), Refund Bank(s) and Public Offer Account Bank(s) and the Sponsor Bank |
| Basis of Allotment | The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "***Offer Procedure***" beginning on page 334 |
| Bid | An indication to make an offer during the Bid/Offer Period by an ASBA Bidder, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of a Bid cum Application Form, to subscribe for or purchase our Equity Shares at a price within the Price Band, including all revisions and modifications thereto, as permitted under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly |
| Bid Amount | The highest value of the optional Bids as indicated in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer |
| Bid cum Application Form | The form in terms of which the Bidder shall make a Bid and which shall be considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus and the Prospectus, including ASBA Form |
| Bid Lot | [●] Equity Shares |
| Bid/Offer Closing Date | Except in relation to Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids for the Offer, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi where our registered office is located) and in case of any revisions, the extended Bid/Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members, as required under the SEBI ICDR Regulations. Our Company and the Selling Shareholders, in consultation with the BRLMs, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, subject to the SEBI ICDR Regulations |
| Bid/Offer Opening Date | Except in relation to Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, being [●], which shall be published in **[●]** editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi where our registered office is located) |

| Term | Description |
|---|---|
| Bid/Offer Period | Except in relation to any Bids received from the Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days during which prospective Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus |
| Bidder/Investor | 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, and includes an Anchor Investor |
| Bidding Centres | Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated SCSB Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs |
| Book Building Process | The book building process as described in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made |
| Book Running Lead Managers/BRLMs | DAM Capital and IIFL |
| Broker Centres | Broker centres of the Registered Brokers, where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com |
| CAN/Confirmation of Allocation Note | Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date |
| Cap Price | The higher end of the Price Band above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be atleast 105% of the Floor Price. |
| Client ID | Client identification number of the Bidder's beneficiary account |
| Collecting Depository Participants/CDPs | A depository participant, as defined under the Depositories Act, 1996 and registered under Section 12 (1A) of the SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by the SEBI |
| Collecting Registrar and Share Transfer Agents or CRTAs | Registrar to an issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by the SEBI |
| Cut-off Price | The Offer Price, finalised by our Company and the Selling Shareholders, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price |
| DAM Capital | DAM Capital Advisors Limited (*formerly IDFC Securities Limited*) |
| Demographic Details | The details of the Bidders including the Bidders' address, names of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, as applicable |
| Designated CDP Locations | Such centres of the Collecting Depository Participants where Bidders (except Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the websites of the Stock Exchanges and updated from time to time |
| Designated Date | The date on which the funds from the Escrow Account(s) are transferred to the Public Offer Account(s) or the Refund Account(s), as appropriate, and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, to the Public Offer Account(s) or Refund Account(s) and/or are unblocked, as applicable, in terms of the Red Herring Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer |
| Designated Intermediaries | In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.<br><br>In relation to ASBA Forms submitted by RIIs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs.<br><br>In relation to ASBA Forms submitted by QIBs and NIIs, Designated Intermediaries shall mean the SCSBs, the members of the Syndicate, sub-Syndicate members, Registered Brokers, CDPs and RTAs |
| Designated RTA Locations | Such centres of the CRTAs where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the CRTAs are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time |

| Term | Description |
|---|---|
| Designated SCSB Branches | Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time |
| Designated Stock Exchange | [●] |
| DP ID | Depository Participant's identity number |
| Draft Red Herring Prospectus | This draft red herring prospectus dated February 4, 2022, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which our Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto |
| Eligible FPIs | FPIs that are eligible to participate in this Offer in terms of applicable laws, other than individuals, corporate bodies and family offices |
| Eligible NRIs | Non-resident Indians, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus constitutes an invitation to subscribe for the Equity Shares |
| Escrow Account(s) | Account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid |
| Escrow and Sponsor Bank Agreement | Agreement to be entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Banker(s) to the Offer for collection of the Bid Amounts and where applicable remitting refunds, if any, to the Anchor Investors, on the terms and conditions thereof |
| Escrow Collection Bank(s) | Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) will be opened, in this case being [●] |
| First/Sole Bidder | The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bidders, whose name appears as the first holder of the beneficiary account held in joint names |
| Floor Price | The lower end of the Price Band, and any revisions thereof, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares |
| Fresh Issue | Fresh issue of up to [●] Equity Shares by our Company aggregating up to ₹ 1,500 million to be issued by our Company as part of the Offer, in terms of the Red Herring Prospectus and the Prospectus.<br><br>Our Company may, in consultation with the BRLMs, consider a Pre-IPO Placement of Equity Shares aggregating up to ₹ 300 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, it will be at an issue price to be decided by our Company and the Selling Shareholders in consultation with the BRLMs and the Fresh Issue size will be reduced to the extent of the quantum of such Pre-IPO Placement undertaken, subject to the Offer (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) complying with rule 19(2)(b) of the SCRR |
| Fraudulent Borrower | An entity or person categorised as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations. |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| General Information Document/GID | 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 the UPI Circulars and circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 issued by the SEBI. |
| IIFL | IIFL Securities Limited |
| IST | Indian standard time |
| Maximum RII Allottees | The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot |
| Mutual Fund Portion | 5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price |
| Monitoring Agency | [●] |
| Monitoring Agency Agreement | The agreement to be entered into between our Company and the Monitoring Agency |
| Net Proceeds | Proceeds of the Fresh Issue less the Offer Expenses to the extent applicable to the Fresh Issue. For further details, see "***Objects of the Offer***" beginning on page 97 |
| Net QIB Portion | The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors. |

| Term | Description |
|---|---|
| Non-Institutional Category/Non-Institutional Portion | The portion of the Offer, being not less than 15% of the Offer or [●] Equity Shares, available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price |
| Non-Institutional Investors/NIIs | All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with the SEBI that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have Bid for Equity Shares for an amount of more than ₹ 200,000.00 (but not including NRIs other than Eligible NRIs) |
| NPCI | National Payments Corporation of India |
| Offer | The proposed initial public offering of [●] Equity Shares of face value of ₹ 2 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million comprising the Fresh Issue and the Offer for Sale |
| Offer Agreement | The agreement dated February 4, 2022 entered into among our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer |
| Offer for Sale | The offer for sale of up to 9,468,297 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders in terms of the Red Herring Prospectus and the Prospectus |
| Offer Price | The final price at which Equity Shares will be Allotted to the successful Bidders (except Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company and the Selling Shareholders, in consultation with the BRLMs in terms of the Red Herring Prospectus on the Pricing Date |
| Offered Shares | The Equity Shares offered by the Selling Shareholders in the Offer by way of the Offer for Sale |
| Pre-IPO Placement | Our Company may, in consultation with the BRLMs, consider a further issue of equity shares, including by way of a private placement of equity shares aggregating up to ₹ 300 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, it will be at an issue price to be decided by our Company and the Selling Shareholders in consultation with the BRLMs and the Fresh Issue size will be reduced to the extent of the quantum of such Pre-IPO Placement undertaken, subject to the Offer (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) complying with rule 19(2)(b) of the SCRR |
| Price Band | Price band of the Floor Price of ₹[●] and a Cap Price of ₹[●], including any revisions thereof. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders in consultation with the BRLMs, and advertised in [●] editions of [●], (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi where our registered office is located) at least two Working Days prior to the Bid/Offer Opening Date |
| Pricing Date | The date on which our Company and the Selling Shareholders, in consultation with the BRLMs, shall finalise the Offer Price |
| Prospectus | The Prospectus to be filed with the RoC for this Offer on or after the Pricing Date in accordance with the provisions of Sections 26 and 32 of the Companies Act 2013 and the SEBI ICDR Regulations, containing the Offer Price, *inter alia*, the size of the Offer and certain other information, including any addenda or corrigenda thereto |
| Public Offer Account(s) | Account(s) opened with the Public Offer Account Bank(s) under Section 40 (3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and from the ASBA Account on the Designated Date |
| Public Offer Account Bank(s) | The bank(s) with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Account on the Designated Date, in this case being [●] |
| QIB Portion | The portion of the Offer, being 50% of the Offer or [●] Equity Shares to be allocated to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company and Selling Shareholders in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price |
| Qualified Institutional Buyers or QIBs | A qualified institutional buyer as defined under Regulation 2 (1) (ss) of the SEBI ICDR Regulations |
| Red Herring Prospectus or RHP | The red herring prospectus to be issued in accordance with Section 32 of the Companies Act 2013 and the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares shall be Allotted and which shall be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto |
| Refund Account(s) | Account(s) opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors |
| Refund Bank(s) | The bank(s) with whom the Refund Account(s) will be opened, in this case being [●] |
| Registered Brokers | Stock brokers registered with the stock exchange having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular no. CIR/CFD/14/2012 dated October 14, 2012, issued by the SEBI |

| Term | Description |
|---|---|
| Registrar Agreement | The agreement dated February 1, 2022, entered into among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer |
| Registrar to the Offer | Link Intime India Private Limited |
| Retail Category/Retail Portion | The portion of the Offer, being not less than 35% of the Offer or [●] Equity Shares, available for allocation to Retail Individual Investors, which shall not be less than the minimum Bid lot, subject to availability in the Retail Portion |
| Retail Individual Investors/RIIs | Bidders (including HUFs and Eligible NRIs) whose Bid Amount for Equity Shares in the Offer is not more than ₹ 200,000.00 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs) |
| Revision Form | The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bids during Bid/Offer period and withdraw their Bids until Bid/Offer Closing Date |
| Self-Certified Syndicate Banks or SCSBs | The list of SCSBs notified by SEBI for the ASBA process is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RII using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.<br>In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time.<br>In accordance with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 issued by the SEBI, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time |
| Share Escrow Agent | The share escrow agent appointed pursuant to the Share Escrow Agreement namely, [●] |
| Share Escrow Agreement | Agreement to be entered into among the Selling Shareholders, our Company and a share escrow agent in connection with the transfer of the respective portion of the Offered Shares by each Selling Shareholder in the Offer for Sale portion of the Offer and credit of such Equity Shares to the demat account of the Allottees |
| Specified Locations | Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form |
| Sponsor Bank | [●], being a Banker to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/or payment instructions of the RIBs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars |
| Stock Exchanges | BSE and NSE |
| Syndicate Agreement | The agreement to be entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate |
| Syndicate Members | Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case being [●]. For details see "***General Information***" beginning on page 74 |
| Syndicate or members of the Syndicate | Collectively, the BRLMs and the Syndicate Members |
| Systemically Important Non-Banking Financial Companies | A non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than ₹ 5,000.00 million as per its last audited financial statements |
| Underwriters | [●] |
| Underwriting Agreement | The agreement to be entered into among our Company, the Selling Shareholders and the Underwriters, to be entered into on or after the Pricing Date |
| UPI | Unified Payments Interface, which is an instant payment mechanism, developed by NPCI |

| Term | Description |
|---|---|
| UPI Circulars | Circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as amended by its circular no. SEBI/HO/CED/DIL/CIR/2016/26 dated January 21, 2016 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 issued by SEBI as amended or modified by SEBI from time to time, including circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in relation thereto from time to time |
| UPI ID | Unified payments interface identification, that is, the ID created on the UPI for single-window mobile payment system, developed by the NPCI |
| UPI Mandate Request | A request (intimating the Retail Individual Investors, by way of a notification on the UPI application and by way of a SMS directing the Retail Individual Investors to such UPI application) to the Retail Individual Investors initiated by the Sponsor Bank to authorise blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI, and the subsequent debit of funds in case of Allotment |
| UPI Mechanism | The Bidding mechanism that is used by Retail Individual Investors to make Bids in the Offer in accordance with the UPI Circulars |
| UPI PIN | Password to authenticate UPI transactions |
| Wilful Defaulter | An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(lll) of the SEBI ICDR Regulations |
| Working Day(s) | All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI. |
| Zinnov | Zinnov Management Consulting Private Limited |
| Zinnov Report | Report titled "*Customer Experience Management (CXM) Market Analysis*" dated February 3, 2022 |

### Conventional and General Terms and Abbreviations

| Term | Description |
|---|---|
| AGM | Annual general meeting |
| AIF(s) | Alternative Investment Funds |
| BSE | BSE Limited |
| CAGR | Compound Annual Growth Rate |
| CDSL | Central Depository Services (India) Limited |
| CIN | Corporate Identity Number |
| Companies Act, 1956 | The erstwhile Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder |
| Companies Act, 2013/Companies Act/Companies Act 2013 | Companies Act, 2013, as amended read along with relevant rules, regulations, clarifications, circulars and notifications issued thereunder |
| COVID-19 | A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020 |
| Consolidated FDI Policy | Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade (*formerly Department of Industrial Policy and Promotion*), Ministry of Commerce and Industry, GoI by circular DPIIT file number 5(2)/2020-FDI Policy, with effect from October 15, 2020 |
| DDT | Dividend Distribution Tax |
| Depositories Act | The Depositories Act, 1996 |
| Depository | A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 |
| DIN | Director Identification Number |
| DPIIT | Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (*formerly Department of Industrial Policy and Promotion*), GoI |

| Term | Description |
|---|---|
| DP ID | Depository Participant's identity number |
| EBITDA | Earnings before interest, taxes, depreciation, and amortization |
| EBIT | Earnings before interest and taxes |
| ECL | Expected credit loss |
| EGM | Extra-ordinary general meeting |
| EIR | Effective interest rate |
| EPS | Earnings per share |
| ESI Act | Employees' State Insurance Act, 1948 |
| FDI | Foreign direct investment |
| FEMA | The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder |
| FEMA Rules | Foreign Exchange Management (Non-debt Instruments) Rules, 2019 |
| Financial Year/Fiscal/Fiscal Year | The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year |
| FPIs | A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations |
| FVCI | Foreign Venture Capital Investors, as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, registered with SEBI |
| FVTPL | Fair value through profit and loss |
| GDP | Gross Domestic Product |
| GST | Goods and Services tax |
| HR | Human Resource |
| HUF(s) | Hindu Undivided Family(ies) |
| ICAI | Institute of Chartered Accountants of India |
| IFRS | International Financial Reporting Standards of the International Accounting Standards Board |
| IFSC | Indian Financial System Code |
| IMF | International Monetary Fund |
| Income Tax Act | Income Tax Act, 1961 |
| Ind AS | The Indian Accounting Standards referred to in the Companies Act 2013 and Companies (Indian Accounting Standard) Rules, 2015, as amended |
| Ind AS Rules | Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended |
| Indian GAAP | Accounting standards notified under Section 133 of the Companies Act, 2013, read with the Companies (Accounting Standards) Rules, 2006, as amended and the Companies (Accounts) Rules, 2014, as amended |
| INR/Rupee/₹/Rs. | Indian Rupee, the official currency of the Republic of India |
| Ind AS 24 | Indian Accounting Standard 24 of the Ind AS Rules |
| IT Act | Information Technology Act, 2002 |
| LLP | Limited Liability Partnership registered under the Limited Liability Partnership Act, 2008 |
| LLPIN | Limited Liability Partnership Identification Number |
| MAT | Minimum alternate tax |
| MCA | The Ministry of Corporate Affairs, Government of India |
| 'Mn' or 'mn' | Million |
| Mutual Funds | Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| NACH | National Automated Clearing House |
| NAV | Net asset value |
| NBFC | Non-banking financial company |
| NR/Non-resident | A person resident outside India, as defined under the FEMA and includes an NRI |
| NRE accounts | Non-resident external accounts |
| NRI | Non-resident Indian |
| NRO accounts | Non-resident ordinary accounts |
| NSDL | National Securities Depository Limited |
| NSE | National Stock Exchange of India Limited |
| ODI | Overseas direct investment |
| P/E Ratio | Price/Earnings ratio |
| PAN | Permanent account number |
| PAT | Profit after tax |
| RBI | Reserve Bank of India |
| Regulation S | Regulation S under the U.S. Securities Act |
| RoC/Registrar of Companies | The Registrar of Companies, NCT of Delhi and Haryana |
| ROCE | Return on capital employed |
| ROE | Return on equity |
| RoNW | Return on net worth |

| Term | Description |
|---|---|
| SAP | Systems applications and products |
| SCRA | Securities Contract (Regulation) Act, 1956 |
| SCRR | The Securities Contracts (Regulation) Rules, 1957 |
| SCSB | Self-certified syndicate bank |
| SEBI | The Securities and Exchange Board of India established under Section 3 of the SEBI Act |
| SEBI Act | Securities and Exchange Board of India Act, 1992 |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 |
| SEBI SBEBSE Regulations, 2021 | SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 |
| SEBI ICDR Regulations | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 |
| SEBI Insider Trading Regulations | Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 |
| SEBI Listing Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| STT | Securities Transaction Tax |
| S&E Acts | Shops and Establishment Acts of various states in India |
| Takeover Regulations | The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| U.S Securities Act | United States Securities Act of 1933, as amended |
| VCFs | Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be |

### Technical/Industry Related Terms/Abbreviations

| Term | Description |
|---|---|
| AI | Artificial intelligence |
| API | Application programming interface |
| B2B | Business-to-business |
| B2C | Business-to-consumer |
| BPM | Business process management |
| Caller ID | Caller identification |
| COD | Cash on delivery |
| CRM | Customer relationship management |
| CSA | Customer service associates |
| CSAT | Customer satisfaction |
| CSR | Corporate social responsibility |
| CX | Customer experience |
| CXM | Customer experience management |
| DTH | Direct-to-home |
| ERP | Enterprise resource planning |
| FTE | Full-time equivalent |
| GIS | Geographic information system |
| IEC | International Electrotechnical Commission |
| ISO | International Organization for Standardization |
| IT | Information technology |
| IT-BPM | Information Technology and Business Process Management |
| IVR | Interactive voice response |
| KPI | Key performance indicator |
| KYC | Know your customer |
| MNCs | Multinational clients |
| ML | Machine learning |
| MSA | Master services agreement |
| NDR | Non delivery returns |
| NGOs | Non-governmental organizations |
| NPS | Net promoter score |
| OBD | Outbound dialer |
| PPC | Pay per click |
| QMS | Quality management system |
| SEO | Search engine optimization |

| Term | Description |
|---|---|
| SFTP | Secure file transfer protocol |
| SME | Small and medium enterprise |
| SMS | Short message service |
| SOW | Statements of work |
| TMS | Team management system |
| TNI | Training need identification |
| UPS | Uninterruptible power supply |
| URL | Uniform resource locators |
| VPN | Virtual private network |

## CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL INFORMATION, INDUSTRY AND MARKET DATA

### Certain Conventions

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

### Page Numbers

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

### Currency and Units of Presentation

All references to *"Rupee(s)"*, *"Rs."*, "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "$", *"US$"*, *"U.S. Dollars"* or *"USD"* are to United States Dollars, the official currency of the United States of America.

### Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

(*in ₹*)

| Currency | Exchange rate as on | | | |
|---|---|---|---|---|
| | September 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019* |
| USD | 74.26 | 73.50 | 75.39 | 69.17 |

*Source: www.rbi.org.in and www.fbil.org.in*

**Exchange rate as on March 29, 2019, as RBI reference rate is not available for March 31, 2019 and March 30, 2019 being a Sunday and a Saturday, respectively.*

Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated above or at all.

### Time

All references to time in this Draft Red Herring Prospectus are to IST.

### Financial Data

Unless indicated otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Statements. The Restated Financial Statements included in this Draft Red Herring Prospectus comprise the restated statement of assets and liabilities as at September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement for the six months period ended September 30, 2021 and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, the summary statement of significant accounting policies, and other explanatory information, together with the annexures and the notes thereto, prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI. See "***Summary of Offer Document - Summary Select Financial Information***" and "***Restated Financial Statements***" beginning on pages 24 and 216, respectively.

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

Our Restated Financial Statements have been prepared in accordance with Ind AS. There are significant differences between International Financial Reporting Standards ("**IFRS**") and Generally Accepted Accounting Principles in the United States of America ("**U.S. GAAP**"). The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India. Accordingly, any reliance by persons not familiar with Ind AS, the Companies Act 2013, the SEBI ICDR Regulations, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those under U.S. GAAP or IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial information. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "***Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.***" on page 60.

Certain additional financial information pertaining to our Group Companies are derived from their respective audited financial statements.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals, including percentages, have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded off to such number of decimal points as provided in their respective sources.

Unless the context otherwise indicates, any percentage or amounts, as set forth in "***Risk Factors***", "***Our Business***", and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 32, 145, and 278, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Statements of our Company.

**Non-GAAP Financial Measures**

Certain Non-GAAP Measures relating to our operations and financial performance including EBITDA, EBITDA Margin, EBITDA CAGR, EBIT, RoNW, ROCE and NAV per Equity Share ("**Non-GAAP Measures**") have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP Measures relating to our financial performance as we consider such information to be supplemental and useful measures of our business and financial performance. These Non-GAAP Measures and other information relating to financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by generally accepted accounting principles, including Ind AS and may not be comparable to similarly titled measures presented by other companies.

**Industry and Market Data**

The industry and market data set forth in this Draft Red Herring Prospectus have been obtained or derived from publicly available information as well as industry publications and sources. 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. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in '***Risk Factors***' beginning on page 32.

For the purpose of confirming our understanding of the industry in connection with the Offer, we have commissioned and paid for a report titled "*Customer Experience Management (CXM) Market Analysis*" dated Feburary 3, 2022 ("**Zinnov Report**") prepared by Zinnov Management Consulting Private Limited ("**Zinnov**"), who were appointed pursuant to the Statement of Work dated October 13, 2021. The copy of the Zinnov Report is available on www.cogenteservices.com/investors. Zinnov has required us to include the following disclaimer in connection with the Zinnov Report:

*"This independent market research study "Customer Experience Management (CXM) Market Analysis" dated Feburary 3, 2022 ("**Report**") has been prepared for the proposed initial public offering of equity shares by Cogent E-Services Limited ("**Company**").*

*This study has been undertaken through extensive primary and secondary research, which involves discussing the status of the industry with leading market participants and market / industry experts, and compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Zinnov and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.*

*Zinnov has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.*

*Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.*

*In making any decision, the recipient should conduct its own investigation and analysis of all facts and information contained in the document of which this report is a part and the recipient must rely on its own examination thereof. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors."*

**Notice to Prospective Investors in the United States**

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the U.S. Securities Act and, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are being offered and sold 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 such offers and sales are made.

**Notice to Prospective Investors in the European Economic Area**

This Draft Red Herring Prospectus has been prepared on the basis that all offers of Equity Shares were made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of Equity Shares. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129, as applicable in the Relevant Member State (each a "**Relevant Member State**"). Accordingly, any person making or intending to make an offer within the European Economic Area ("**EEA**") of Equity Shares which are the subject of the placement contemplated in this Draft Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company, the Selling Shareholders or any of the BRLMs to produce a prospectus for such offer. None of our Company, the Selling Shareholders and the BRLMs have authorised, nor do they authorise, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the

Members of the Syndicate which constitute the final placement of Equity Shares contemplated in this Draft Red Herring Prospectus.

**Information to Distributors (as defined below)**

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

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Equity Shares. Each Distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

**Notice to Prospective Investors in the United Kingdom**

This Draft Red Herring Prospectus has been prepared on the basis that all offers of Equity Shares will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to produce a prospectus for offers of Equity Shares. The expression "UK Prospectus Regulation" means Prospectus Regulation (EU) 2017/1129, as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018. Accordingly, any person making or intending to make an offer within the United Kingdom of Equity Shares which are the subject of the placement contemplated in this Draft Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company, the Selling Shareholders or any of the BRLMs to produce a prospectus for such offer. None of our Company, the Selling Shareholders and the BRLMs have authorized, nor do they authorize, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the Members of the Syndicate which constitute the final placement of Equity Shares contemplated in this Draft Red Herring Prospectus.

**Notice to Distributors (as defined below)**

Solely for the purposes of the product governance requirements contained within the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any 'manufacturer' (for the purposes of the UK MiFIR Product Governance Rules) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of: (a) investors who meet the criteria of professional clients as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (b) eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"); and (c) retail clients who do not meet the definition of professional client under(b) or eligible counterparty per (c); and (ii) eligible for distribution through all distribution channels as are permitted by Directive 2014/65/EU (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the BRLMs will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of COBS 9A and COBS 10A respectively; or (b) a recommendation to any investor or group of investors to invest in, or purchase or take any other action whatsoever with respect to the Equity Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

## FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward looking statements, which include statements with respect to our business strategy, our revenue and profitability, our goals and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements generally can be identified by words or phrases such as *"aim", "anticipate", "believe", "goal", "expect", "estimate", "intend", "objective", "plan", "project", "should" "will", "will continue", "seek to", "will pursue"* or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes and changes in competition in our industry. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- failure to compete effectively against our current and future competitors, affecting our revenue and profitability;
- failure to develop and innovate CXM tools, platforms and processes, materially and adversely affecting our business, financial performance and prospects;
- inability to adapt our service offerings to changes in technology and market expectations;
- dependency upon a limited number of clients for a substantial portion of our revenue;
- absence of long-term binding agreements with clients;
- spending on omnichannel CXM solutions by clients subject to fluctuations in economic and regulatory environments;
- unsuccessful in implementing our business growth strategy; and
- failure to comply with the service level and performance requirements required by our clients or if we are in breach of any of our obligations under our agreements with our clients.

For a further discussion of factors that could cause our actual results to differ from our expectations, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 32, 145 and 278, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on the currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, Directors, the Selling Shareholders, and the BRLMs or 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. There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

In accordance with regulatory requirements, our Company will ensure that investors in India are informed of material developments from the date of filing of this Draft Red Herring Prospectus until the date of Allotment. Each Selling Shareholder will ensure that investors are informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in the Red Herring Prospectus until the date of Allotment. Only statements and undertakings which are specifically confirmed or undertaken by each

Selling Shareholder, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder.

In accordance with requirements of SEBI and as prescribed under applicable law, each Selling Shareholder, shall severally and not jointly, ensure that the investors in India are informed of material developments in relation to statements and undertakings specifically confirmed or undertaken by such Selling Shareholder with respect to itself and its respective portion of the Offered Shares in this Draft Red Herring Prospectus until the time of the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. Only statements and undertakings which are specifically "confirmed" or "undertaken" by the Selling Shareholders, as the case may be, in this Draft Red Herring Prospectus shall, severally and not jointly, deemed to be statements and undertakings made by such Selling Shareholder.

## SUMMARY OF THE OFFER DOCUMENT

*This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled '**Risk Factors**', '**Objects of the Offer**', '**Our Business**', '**Industry Overview'**, '**Capital Structure**', '**The Offer**' and '**Outstanding Litigation and Material Developments**' beginning on pages 32, 97, 145, 118, 83, 67 and 307, respectively.*

### Summary of Business

We are an end-to-end CX solutions provider offering omnichannel solutions along various customer interaction touchpoints from customer sales and support through voice and non-voice channels, back office solutions and transformative services and digital marketing. We leverage customer interaction data analytics and technology to help clients derive insights and manage customer interactions. Our clients are diversified across more than 10 industry verticals including high growth verticals such as banking and financial services and e-commerce. We are present in seven cities in India across 16 sites, and service our customers in more than 10 languages including English, Hindi and regional languages.

### Summary of Industry

CXM is defined as a set of processes and strategies leveraged to track, oversee, and manage a customer across all their interactions with the enterprise. The focus of CXM is to meet or exceed customer expectations, in turn boosting the top line and profit of the company. India's CXM market was at USD 11.8 billion in 2020, growing at ~3% CAGR over the last two years. It represents ~10% of the APAC market, and ~3.4% of the Global CXM spend. The market is expected to grow at a CAGR of 5.5% and reach ~USD 14.5 billion by 2024. (*Source: Zinnov Report*)

### Promoters

Our Promoters are Abhinav Singh, Arunabh Singh, Pranjal Kumar, Gaurav Abrol, Boomerang and TSSR. For further details, see "***Our Promoters and Promoter Group***" beginning on page 206.

### Offer Size

| | |
|---|---|
| Offer | [●] Equity Shares, aggregating up to ₹ [●] million |
| *of which* | |
| Fresh Issue(1)(3) | Up to [●] Equity Shares aggregating up to ₹ 1,500 million |
| Offer for Sale(2) | Up to 9,468,297 Equity Shares, aggregating up to ₹ [●] million by the Selling Shareholders |

*(1) Our Board has authorised the Offer, pursuant to their resolutions dated December 30, 2021 and January 13, 2022. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated December 31, 2021.*

*(2) The Equity Shares being offered by each of the Selling Shareholders have been held by them for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus with the SEBI and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer for Sale, see "**Other Regulatory and Statutory Disclosures**" beginning on page 312.*

*(3) Our Company may, in consultation with the BRLMs, consider a Pre-IPO Placement Equity Shares aggregating up to ₹ 300 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, it will be at an issue price to be decided by our Company and the Selling Shareholders in consultation with the BRLMs and the Fresh Issue size will be reduced to the extent of the quantum of such Pre-IPO Placement undertaken, subject to the Offer (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) complying with rule 19(2)(b) of the SCRR.*

The above table summarises the details of the Offer. For further details of the offer, see "***The Offer***" and "***Offer Structure***" beginning on pages 67 and 331, respectively.

### Objects of the Offer

The Net Proceeds are proposed to be used in accordance with the details set forth below:

| Particulars | Estimated amount* (₹ in million) | Estimated amount as a percentage of Net Proceeds (%) |
|---|---|---|
| Funding investment in IT assets for expansion and existing IT infrastructure of our Company | 350.00 | [●] |
| Funding working capital requirements of our Company | 750.00 | [●] |
| General corporate purposes* | [●] | [●] |
| **Total** | [●] | 100.00 |

**To be determined on finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The aggregate amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.*

For further details, see "***Objects of the Offer***" beginning on page 97.

**Aggregate Pre-Offer shareholding of our Promoters, the Promoter Group and the Selling Shareholders**

The equity shareholding as on the date of this Draft Red Herring Prospectus and the percentage of pre-Offer paid-up equity share capital is set forth below.

| S. No. | Category of Shareholder | Equity Shares of face value of ₹ 2 each | Percentage of pre-Offer paid-up equity share capital (%) |
|---|---|---|---|
| | ***Promoters**** | | |
| 1. | Abhinav Singh | 7,888,675 | 16.26 |
| 2. | Arunabh Singh | 7,889,000 | 16.26 |
| 3. | Pranjal Kumar | 7,889,000 | 16.26 |
| 4. | Gaurav Abrol | 7,889,000 | 16.26 |
| 5. | Boomerang | 9,427,015 | 19.43 |
| 6. | TSSR | 7,541,985 | 15.53 |
| | ***Promoter Group*** | | |
| 1. | Tanushree Khanna | 325 | 0.00** |
| | **Total** | **48,525,000** | **100.00** |

** Also the Selling Shareholders*
***Negligible*

For further details, see "***Capital Structure***" beginning on page 83.

**Summary of select financial information derived from our Restated Financial Statements**

*(in ₹ million except per share data)*

| Particulars | As at and for the six months ended September 30, 2021 | As at and for the Fiscal ended March 31, 2021 | As at and for the Fiscal ended March 31, 2020 | As at and for the Fiscal ended March 31, 2019 |
|---|---|---|---|---|
| Share capital | 10.00 | 10.00 | 8.05 | 8.05 |
| Net worth (total Equity) | 890.36 | 647.02 | 451.18 | 358.93 |
| Revenue | 1,805.54 | 2 ,739.42 | 2,481.29 | 1,594.10 |
| Profit after tax | 243.09 | 201.16 | 88.95 | 46.36 |
| Earnings per share (basic and diluted) | 7.51* | 6.22 | 2.75 | 1.43 |
| NAV per equity share | 27.52 | 20.00 | 13.95 | 11.10 |
| Total borrowings | 132.59 | 154.17 | 316.02 | 345.32 |

**Not Annualised*
***Notes:***

1. *Basic and diluted EPS are based on the Restated Financial Statements.*
2. *Basic Earnings per Equity Share (₹) = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year*
3. *Diluted Earnings per Equity Share (₹) = Net Profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year*
4. *Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'*
5. *NAV per equity share is calculated as net worth as of the end of relevant year divided by the number of equity shares outstanding at the end of the year. Further, "other equity" comprises retained earnings, other comprehensive income and securities premium reserve as at the end of respective year/period.*
6. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Statements of the Company, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation*

7. *Subsequent to the six month period ended September 30, 2021, the Board of Directors of the Company have approved the allotment of bonus shares of face value of ₹10 to each to the holders of equity shares in the ratio of 1:5.47 subject to rounding off (i.e. 5.47 Bonus share for every 1 equity share) and the same has been duly approved by the Shareholders of the Company. Hence, for the purpose of calculation of NAV per Equity Share, the number of Equity Shares outstanding (excluding the redeemable preference shares) as at the end of the respective period/year have been considered after factoring the aforementioned issue of Bonus shares.*
8. *Further, subsequent to the six month period ended September 30, 2021, the Board of Directors of the Company has approved the split of equity shares from ₹10 per share to ₹2 per share and the same has been duly approved by the Shareholders of the Company in their meeting dated November 29, 2021. Hence, for the purpose of calculation of NAV per Equity Share, the number of Equity Shares outstanding (excluding the redeemable preference shares) as at the end of the respective period/ year have been considered after factoring the aforementioned share split.*

For further details, see "***Other Financial Information***" beginning on page 273.

**Qualifications of the Auditors which have not been given effect to in the Restated Financial Statements**

There are no qualifications of the Auditors in the examination report that have not been given effect to in the Restated Financial Statements.

**Summary of Outstanding Litigation**

A summary of outstanding litigation proceedings involving our Company, our Promoters and our Directors as on the date of this Draft Red Herring Prospectus set forth below:

| Particulars^ | Number of Cases | Amount* (in ₹ million) |
|---|---|---|
| **Litigation involving our Company** | | |
| Criminal proceedings | - | - |
| Actions by statutory or regulatory authorities | 1 | N.A |
| Civil Proceedings | - | - |
| Tax Proceedings | 2 | 2.8 |
| **Sub-Total (A)** | **3** | **2.8** |
| **Litigation involving the Directors** | | |
| Criminal proceedings | - | - |
| Other pending litigation | - | - |
| Actions by statutory or regulatory authorities | 1 | N.A |
| Direct and indirect tax proceedings | 1 | - |
| **Sub-Total (B)** | **2** | **-** |
| **Litigation involving the Promoters** | | |
| Criminal proceedings | - | - |
| Other pending litigation | - | - |
| Actions by statutory or regulatory authorities | 1 | N.A |
| Disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against the Promoters in the five Financial Years immediately preceding the date of this Draft Red Herring Prospectus | - | - |
| Direct and indirect tax proceedings | 1 | - |
| **Sub-Total (C)** | **2** | **-** |
| **Total (A+B+C)** #@ | **4** | **2.8** |

* *To the extent quantifiable*
^*There is no pending litigation involving our Group Companies, in relation to which, an adverse outcome may have a material impact on our Company*
#*Actions by statutory or regulatory authorities against Directors and Promoters are not included separately, to the extent that they have been included as actions against the Company*
@*Tax proceedings against Directors are not included separately, to the extent that they have been included as tax proceedings against the Promoters*

For further details of the outstanding litigation proceedings, see "***Outstanding Litigation and Material Developments***" beginning on page 307.

**Risk Factors**

Specific attention of the investors is invited to '***Risk Factors***' section beginning on page 32. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

**Summary of Contingent Liabilities**

As of September 30, 2021, contingent liabilities as per Ind AS 37 as indicated in our Restated Financial Statements are as follows:

Our Company had given a corporate guarantee to a financial institution in respect of a facility availed by Sukhmani

Infotech Private Limited for ₹ 150.00 million. As of September 30, 2021, only ₹ 82.72 million has been utilised.

For further details of contingent liabilities as per Ind AS 37 as at September 30, 2021, see "***Restated Financial Statements – Note 46 – Commitments and Contingent Liabilities***" beginning on page 268.

**Summary of Related Party Transactions**

| | Nature of transactions | Period ended September 30, 2021 (in ₹ million) | Year ended March 31, 2021 (in ₹ million) | Year ended March 31, 2020 (in ₹ million) | Year ended March 31, 2019 (in ₹ million) |
|---|---|---|---|---|---|
| (i) | **Employee benefits expense** | | | | |
| | **Key Managerial Persons** | | | | |
| | **Short term employee benefits** | | | | |
| | Abhinav Singh | 6.00 | 6.00 | 6.00 | 6.00 |
| | Arunabh Singh | - | - | - | - |
| | Pranjal Kumar | 6.45 | 7.80 | 9.40 | 10.20 |
| | Gaurav Abrol | 6.90 | 9.60 | 10.40 | 12.30 |
| | Arif Ahmed Unia | - | - | - | 7.20 |
| | **Total** | **19.35** | **23.40** | **25.80** | **35.70** |
| | **Post Employment benefits** | | | | |
| | Since the gratuity provision is based upon actuarial for the company as a whole, accordingly the same has not been disclosed. | | | | |
| | | | | | |
| | **Relatives of Key Managerial Persons** | | | | |
| | Narendra Kumar Chaudhary | 1.20 | 2.40 | 2.40 | 1.20 |
| | **Total** | **1.20** | **2.40** | **2.40** | **1.20** |
| | | | | | |
| (ii) | **Receipt of loan** | | | | |
| | Abhinav Singh | - | 13.99 | 22.50 | 3.20 |
| | Arunabh Singh | 11.10 | 12.50 | 12.50 | 7.00 |
| | Pranjal Kumar | 5.00 | 21.45 | 12.50 | 1.00 |
| | Gaurav Abrol | - | 21.45 | 12.50 | 6.40 |
| | **Total** | **16.10** | **69.39** | **60.00** | **17.60** |
| | | | | | |
| (iii) | **Repayment of loan** | | | | |
| | Abhinav Singh | 4.10 | 13.34 | 19.22 | 6.29 |
| | Arunabh Singh | 11.10 | 18.96 | 11.02 | 12.00 |
| | Pranjal Kumar | 11.10 | 15.35 | 12.50 | 8.58 |
| | Gaurav Abrol | 6.10 | 23.05 | 11.20 | 21.78 |
| | **Total** | **32.40** | **70.70** | **53.94** | **48.65** |
| | | | | | |
| (iv) | **Issue of bonus shares-Equity** | | | | |
| | Abhinav Singh | - | 0.32 | - | - |
| | Arunabh Singh | - | 0.32 | - | - |

| | Nature of transactions | Period ended September 30, 2021 (in ₹ million) | Year ended March 31, 2021 (in ₹ million) | Year ended March 31, 2020 (in ₹ million) | Year ended March 31, 2019 (in ₹ million) |
|---|---|---|---|---|---|
| | Pranjal Kumar | - | 0.32 | - | - |
| | Gaurav Abrol | - | 0.32 | - | - |
| | Boomerang Technology LLP | - | 0.37 | - | - |
| | TSSR Technology LLP | - | 0.30 | - | - |
| | **Total** | **-** | **1.95** | **-** | **-** |
| | | | | | |
| (v) | **Issue of bonus shares-Preference** | | | | |
| | Abhinav Singh | - | 0.81 | - | - |
| | Arunabh Singh | - | 0.81 | - | - |
| | Pranjal Kumar | - | 0.81 | - | - |
| | Gaurav Abrol | - | 0.81 | - | - |
| | Boomerang Technology LLP | - | 0.98 | - | - |
| | TSSR Technology LLP | - | 0.78 | - | - |
| | **Total** | **-** | **5.00** | **-** | **-** |
| | | | | | |
| (vi) | **Redemption of preference shares** | | | | |
| | Abhinav Singh | - | - | 12.50 | - |
| | Arunabh Singh | - | - | 12.50 | - |
| | Pranjal Kumar | - | - | 12.50 | - |
| | Gaurav Abrol | - | - | 12.50 | - |
| | **Total** | **-** | **-** | **50.00** | **-** |
| | | | | | |
| (vii) | **Legal and professional fees** | | | | |
| | Nimisha Kumar | 1.02 | 1.96 | 1.67 | - |
| | Nishi Kumar | - | - | 0.23 | - |
| | **Total** | **1.02** | **1.96** | **1.90** | **-** |
| | | | | | |
| (viii) | **Rent expenses** | | | | |
| | Cogent ES Limited | | 1.45 | - | - |
| | Ganpati Design & Decors LLP | 0.84 | - | - | - |
| | **Total** | **0.84** | **1.45** | **-** | **-** |
| | | | | | |
| (ix) | **Outsourcing expenses** | | | | |
| | Aurum E Serve LLP | 174.66 | 404.34 | 563.78 | 404.54 |
| | Orion Call Source LLP | 34.48 | 54.16 | 44.70 | 7.65 |
| | Cogent ES Limited | - | - | - | 15.65 |
| | **Total** | **209.14** | **458.50** | **608.48** | **427.84** |

| | Nature of transactions | Period ended September 30, 2021 (in ₹ million) | Year ended March 31, 2021 (in ₹ million) | Year ended March 31, 2020 (in ₹ million) | Year ended March 31, 2019 (in ₹ million) |
|---|---|---|---|---|---|
| (x) | **Software support expenses** | | | | |
| | Canis E Services LLP | 1.60 | - | - | - |
| | Sukhmani Infotech Private Limited | 16.15 | 21.00 | - | - |
| | **Total** | **17.75** | **21.00** | **-** | **-** |
| (xi) | **Supervision expenses** | | | | |
| | Cogent FS Private Limited | - | 0.79 | - | - |
| | Lyra Techno Source LLP | - | - | 0.06 | - |
| | **Total** | **-** | **0.79** | **0.06** | **-** |
| (xii) | **Recruitment expenses** | | | | |
| | Sukhmani Infotech Private Limited | 20.10 | 15.00 | - | - |
| | **Total** | **20.10** | **15.00** | **-** | **-** |
| (xiii) | **Sale of investment** | | | | |
| | Abhinav Singh | - | - | 5.00 | - |
| | Arunabh Singh | - | - | 5.00 | - |
| | Pranjal Kumar | - | - | 5.00 | - |
| | Gaurav Abrol | - | - | 4.99 | - |
| | **Total** | **-** | **-** | **19.99** | **-** |

## Outstanding balances of related parties

| | Nature of transactions | As at September 30, 2021 (in ₹ million) | As at March 31, 2021 (in ₹ million) | As at March 31, 2020 (in ₹ million) | As at March 31, 2019 (in ₹ million) |
|---|---|---|---|---|---|
| (i) | **Trade payables** | | | | |
| | Aurum E Serve LLP | 6.32 | - | 53.49 | 50.70 |
| | Orion Call Source LLP | 5.55 | 7.91 | 3.85 | 1.16 |
| | Cogent ES Limited | - | 1.68 | - | 4.98 |
| | Sukhmani Infotech Private Limited | - | 2.45 | - | - |
| | Ganpati Design & Decors LLP | 0.84 | | | |
| | **Total** | **12.71** | **12.04** | **57.34** | **56.84** |
| (ii) | **Employee payables** | | | | |
| | Abhinav Singh | 0.66 | 0.35 | 0.35 | 0.38 |
| | Pranjal Kumar | 0.89 | 0.45 | 0.46 | 0.41 |

| | Nature of transactions | As at September 30, 2021 (in ₹ million) | As at March 31, 2021 (in ₹ million) | As at March 31, 2020 (in ₹ million) | As at March 31, 2019 (in ₹ million) |
|---|---|---|---|---|---|
| | Gaurav Abrol | 0.92 | 0.55 | 0.58 | 0.50 |
| | Narendra Kumar Chaudhary | 0.15 | 0.15 | 0.20 | 0.19 |
| | | **2.62** | **1.50** | **1.59** | **1.48** |
| | | | | | |
| (iii) | **Loan payables** | | | | |
| | Abhinav Singh | - | 4.09 | 3.46 | 0.18 |
| | Arunabh Singh | - | - | 6.46 | 4.98 |
| | Pranjal Kumar | - | 6.10 | - | - |
| | Gaurav Abrol | - | 6.10 | 7.70 | 6.40 |
| | | **-** | **16.29** | **17.62** | **11.56** |
| | | | | | |
| (iv) | Refer no 19 and note no 23 in the Restated Financial statement for personal guarantee and security given by directors / related party of the company against loan taken. | | | | |
| (v) | Company had given corporate guarantee to financial institution for Sukhmani Infotech Private Limited for ₹ 150 million which is originally sanctioned but till now ₹ 82.72 ( March 31, 2021: 64, March 31, 2020: 38, March 31, 2019: NA) million is utilised. | | | | |

For details of the related party transactions in accordance with Ind AS 24, see *"**Financial Information – Note 47 - Related Party Disclosures**"* beginning on page 269.

**Financing arrangements**

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

**Details of price at which equity shares were acquired by our Promoters (who are also the Selling Shareholders) and members of the Promoter Group, in the three years immediately preceding the date of this Draft Red Herring Prospectus**

| S. No. | Name of the acquirer/shareholder | Date of acquisition of equity shares | Number of equity shares | Acquisition Price per equity share (in ₹) |
|---|---|---|---|---|
| ***Promoters (who are also the Selling Shareholders)*** | | | | |
| 1. | Abhinav Singh | November 27, 2021 | 1,333,881 | Nil* |
| | | April 7, 2020 | 31,694 | Nil |
| | | March 31, 2020 | 50,000 | 20 |
| | | March 31, 2020 | 12,500 | 10 |
| 2. | Arunabh Singh | November 27, 2021 | 1,333,936 | Nil* |
| | | April 7, 2020 | 31,694 | Nil |
| | | March 31, 2020 | 50,000 | 20 |
| | | March 31, 2020 | 12,500 | 10 |
| 3. | Pranjal Kumar | November 27, 2021 | 1,333,936 | Nil* |
| | | April 7, 2020 | 31,694 | Nil |
| | | March 31, 2020 | 47,500 | 20 |
| 4. | Gaurav Abrol | November 27, 2021 | 1,333,936 | Nil* |
| | | April 7, 2020 | 31,694 | Nil |
| 5. | Boomerang | November 27, 2021 | 1,593,996 | Nil* |
| | | April 7, 2020 | 37,875 | Nil |

| S. No. | Name of the acquirer/shareholder | Date of acquisition of equity shares | Number of equity shares | Acquisition Price per equity share (in ₹) |
|---|---|---|---|---|
| 6. | TSSR | November 27, 2021 | 1,275,260 | Nil* |
| | | April 7, 2020 | 30,300 | Nil |
| ***Promoter Group*** | | | | |
| 1. | Tanushree Khanna | November 27, 2021 | 55 | Nil* |
| | | September 30, 2021 | 10 | 170 |

* *Bonus issue in the ratio of 1:5.47*

*Notes:*

1. *The above details have been certified by A A A M. & Co, LLP, Chartered Accountant by way of their certificate dated February 4, 2022.*
2. *Conversion of preference shares into equity shares is not considered as purchase or acquisition of shares.*
3. *Share split is not considered as a purchase or acquisition.*
4. *Bonus shares are considered as acquisition.*

As on the date of this Draft Red Herring Prospectus, there are no Shareholders that are entitled to nominate Directors or have other special rights.

**Weighted average price at which the equity shares were acquired by our Promoters (who are also the Selling Shareholders), in the one year immediately preceding the date of this Draft Red Herring Prospectus**

| S. No. | Name of the acquirer/shareholder | Date of acquisition of equity shares | Number of equity shares | Weighted Average Price per equity share (in ₹) |
|---|---|---|---|---|
| ***Promoters (who are also the Selling Shareholders)*** | | | | |
| 1. | Abhinav Singh | November 27, 2021 | 1,333,881 | Nil* |
| 2. | Arunabh Singh | November 27, 2021 | 1,333,936 | Nil* |
| 3. | Pranjal Kumar | November 27, 2021 | 1,333,936 | Nil* |
| 4. | Gaurav Abrol | November 27, 2021 | 1,333,936 | Nil* |
| 5. | Boomerang | November 27, 2021 | 1,593,996 | Nil* |
| 6. | TSSR | November 27, 2021 | 1,275,260 | Nil* |

* *Bonus issue in the ratio of 1:5.47*

*Notes:*

1. *The above details have been certified by A A A M & Co, LLP, Chartered Accountant by way of their certificate dated February 4, 2022.*
2. *Conversion of preference shares into equity shares is not considered as purchase or acquisition of shares.*
3. *Share split is not considered as a purchase or acquisition.*
4. *Bonus shares are considered as acquisition.*

**Average cost of acquisition of Equity Shares for our Promoters (who are also the Selling Shareholders)**

| Name | No. of Equity Shares held | Average cost of acquisition per Equity Share (in ₹)^ |
|---|---|---|
| ***Promoters (who are also the Selling Shareholders)*** | | |
| Abhinav Singh | 7,888,675 | 0.28 |
| Arunabh Singh | 7,889,000 | 0.28 |
| Pranjal Kumar | 7,889,000 | 0.32 |
| Gaurav Abrol | 7,889,000 | 0.44 |
| Boomerang | 9,427,015 | 3.87 |
| TSSR | 7,541,985 | 2.94 |

^ *The above details have been certified by A A A M & Co., LLP, Chartered Accountant by way of their certificate dated February 4, 2022.*

**Details of pre-Offer Placement**

Our Company may, in consultation with the BRLMs, consider a Pre-IPO Placement of Equity Shares aggregating up to ₹ 300 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, it will be at an issue price to be decided by our Company and the Selling Shareholders, in consultation with the BRLMs and the Fresh Issue size will be reduced to the extent of the quantum of such Pre-IPO Placement undertaken, subject to the Offer (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) complying with rule 19(2)(b) of the SCRR.

**Issue of Equity Shares for consideration other than cash in the one year immediately preceding the date of this Draft Red Herring Prospectus**

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

**Split/Consolidation of Equity Shares in the one year immediately preceding the date of this Draft Red Herring Prospectus**

Pursuant to Board resolution dated November 27, 2021 and Shareholders' resolution dated November 29, 2021, the face value of the Equity Shares of our Company was split from ₹10 each to ₹ 2 each, therefore the authorized share capital of our Company of ₹120,000,000 consisting of 12,000,000 equity shares of ₹10 each, was sub-divided into 60,000,000 Equity Shares of ₹2 each and the aggregate issued, subscribed and paid-up equity share capital of our Company of ₹ 97,050,000 consisting of 9,705,000 equity shares of ₹ 10 each was sub-divided into 48,525,000 Equity Shares of ₹ 2 each.

**Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

The Company has not sought any exemption from complying with any provisions of securities laws from SEBI.

## SECTION II: RISK FACTORS

*An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or the Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may occur and adversely impact our business, cash flows, prospects, results of operations and financial condition. Please read this section in conjunction with the sections "**Our Business**", "**Industry Overview**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on pages 145, 118 and 278, respectively. If any of the following risks, some combination of the following risks or other risks that are not currently known or are now deemed immaterial, actually occur, our business, financial condition and results of operations could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, you must rely on your own examination of us and the terms of the Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.*

*This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors, including but not limited to the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see "**Forward-Looking Statements**" beginning on page 21.*

*Unless otherwise stated, the financial information in this section has been derived from the Restated Financial Statements. See "**Restated Financial Statements**" beginning on page 216.*

*Industry and market data used in this section is obtained or extracted from the independent report titled "Customer Experience Management (CXM) Market Analysis" dated February 3, 2022 ("**Zinnov Report**"), which was exclusively commissioned and paid for by our Company, and was prepared and released by Zinnov, who were appointed by us pursuant to the Statement of Work dated October 13, 2021. The Zinnov Report forms part of the material contracts for inspection, and is accessible on the website of our Company at www.cogenteservices.com/investors. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Restated Financial Statements and included herein with respect to any particular year, refers to such information for the relevant year.*

### Internal Risk Factors

### Risks relating to our business and industry

1. ***We operate in a highly competitive environment, and any failure to compete effectively against current and future competitors could adversely affect our revenue and profitability***

   The customer experience management ("**CXM**") market is highly competitive. As of 2020, India has one of the largest concentrations of CXM service providers with over 2,500 firms, both organized and unorganized. (*Source: Zinnov Report*). Our future performance is largely dependent on our ability to compete successfully in markets we currently operate in, while expanding into newer domestic markets. We primarily compete on the basis of the quality of the services we provide, our geographical reach and industry expertise in tailored services for our clients, and our pricing and value proposition to clients. If we are unable to compete successfully and provide our clients with superior services at competitive prices, we could lose market share and clients to competitors, which would materially adversely affect our business, financial condition, and results of operations. Our major competition in the Indian market include CXM service providers (which offer specialized CXM services spanning skillsets, horizontals, and industry-specific offerings), business process management ("**BPM**") service providers and IT service provider with CXM offerings, and comprises service providers such as Teleperformance, Concentrix, TaskUS and TDCX, which are global headquartered service providers in India and Conneqt Business Solutions Limited and Altruist Customer Management India Private Limited which are India headquartered service providers (*Source: Zinnov Report*). Due to increased globalization, the Indian enterprise landscape has seen an exponential increase in the number of firms competing to grab the world's third-largest customer base as of 2021. As international players entered the Indian market, product/service differentiation became the priority for enterprises (*Source: Zinnov Report*). We may face competition from international CXM service providers from lower-cost jurisdictions such as India, that may offer similar services, at more competitive prices and aggressive contract terms than us; niche solution providers that compete with us in specific geographic markets, industry segments or service areas; companies that utilize new, potentially disruptive technologies or delivery models, including artificial intelligence/machine learning ("**AI/ML**") powered solutions; and in-house functions of large companies that use their own resources, rather than outsourcing the customer care and customer experience services we provide. Further, the growth of CXM market is driven by factors such as increased spending on flexible customer services offering omnichannel solutions, the shift towards personalization and curated experiences across industries, end-to-end customer experience solutions covering technology and managed services, and technological advancement which may enable the entry of new and different competitors in the domestic CXM market. *(Source: Zinnov Report)* Our growth is limited due to our limited geographical reach, we are presently operational in only seven cities in India whereas some of our competitors may have greater financial, human, and other resources, longer operating histories in particular regions, greater geographical reach, greater technological expertise and more established relationships with particular clients and prospective clients than we do and, therefore, may be better able to compete. Our competitors may enter into strategic or commercial relationships among themselves or with larger, more established companies in order to increase their ability to address customer and client needs and reduce operating costs or enter into similar arrangements with potential clients. Further, consolidation among CXM competitors may result in new competitors with greater scale, a broader footprint, better technologies, or efficiencies that may be attractive to our clients and impact our business and have an adverse impact on our financial condition and results of operations.

**2.** ***If we fail to develop and innovate our CXM tools, platforms and processes, our business, financial performance and prospects may be materially and adversely affected.***

The attractiveness of our CXM tools, platforms and processes depends on our ability to innovate. As the omnichannel approach increasingly becomes digitally pervasive, the CXM industry is witnessing larger convergence of next-generation capabilities such as intelligent automation, AI/ML based interactions, and customer service chatbots using deep learning algorithms (*Source: Zinnov Report*). To enable this, companies need CXM partners with expertise in advanced analytics, and AI/ML techniques. We must continue to enhance and improve our data analytical capabilities, platform interface, systems, processes, applications and technology infrastructure. These efforts may require us to develop internally, or to obtain licence for, increasingly complex technologies. Certain elements of our services incorporate software licensed from third parties, including open-source software. We leverage community backed open-source technologies to build our telephony, operating system, ticketing system and e-mails. The terms of many open source licenses to which we are subject have not been interpreted by courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to provide our services to our customers. Further, developing and integrating new services and technologies into our existing platform and infrastructure may be expensive and time-consuming. Furthermore, any new features and functions may contain undetected errors and may not achieve market acceptance at introduction. We may experience delays while developing and introducing new services for a variety of reasons, some of which may be beyond our control, such as difficulties in developing models, acquiring data and adapting to particular operating environments. We may not succeed in incorporating new technologies, or may incur substantial expenses in order to do so. Further, we may not be successful in anticipating or responding to our client expectations and interests in adopting evolving technology solutions, and their integration in our offerings may not achieve the intended enhancements or cost reductions. Services and technologies offered by our competitors may make our service offerings not competitive and may negatively impact our clients' interest in our offerings. If we fail to develop, introduce, acquire or incorporate new features, functions or technologies timely and effectively, our services may lose appeal, be rejected or experience delayed acceptance by the market. Consequently, our business, financial performance and prospects could be materially and adversely affected.

**3.** ***If we cannot adapt our service offerings to changes in technology and market expectations, our ability to grow and our results of operations may be affected***

We operate in businesses that require sophisticated computer systems and software for data processing, call routing, transaction processing, cloud-based platforms and other technologies. Our continued success will depend on our ability to adapt to changing technologies, manage and process ever-increasing amounts of data and information and improve the performance, features and reliability of our services in response to changing client and industry demands in a time-and-cost-effective manner. There can be no guarantee that we will be able to develop, acquire or integrate new technologies, that these new technologies will meet our needs or those of our clients' needs or achieve expected investment goals, or that we will be able to do so as effectively as our competitors.

The CXM services industry is subject to the periodic introduction of new technology, which often can enable us to service our clients more efficiently and cost effectively. In addition to the changing customer preferences and market dynamics, technological advancements are set to drive CXM market growth, enterprises and service providers are increasingly investing in capabilities in traditional areas like multi-channel solutions and automation and the emerging areas such as CXM analytics, AI/ML-enabled solutions and cloud shoring (*Source: Zinnov Report*). Our business is partly linked to our ability to recognize these new technological innovations and to apply these technological innovations to our business by incorporating them into our tailored offerings for our clients. If we do not recognize the importance of a particular new technology to our business in a timely manner or are not committed to investing in and developing such new technology and applying these technologies to our business, our current services may be less attractive to existing and potential clients, and we may lose market share to competitors who have recognized these trends and invested in such technology. There can be no assurance that we will have sufficient capacity or capital to meet these challenges.

Certain emerging technologies, such as AI/ML, may be disruptive to our industry, and our ability to identify, predict the outcomes of and incorporate disruptive technologies is key to our sustained business success. We will also be required to provide adequately trained personnel to address the increasingly sophisticated and tech savvy clients whose needs are constantly evolving. Furthermore, if we obtain access to an emerging technology through an acquisition, there can be no assurance that we will be successful in integrating that technology into our operations or business. Any such failure to recognize the importance of such technology or a decision not to invest and develop such technology that keeps pace with evolving industry standards and changing client demands could have a material adverse effect on our business, financial condition and results of operations.

Further, our current technology, such as our hardware, software and network systems may become obsolete and we may have to make significant investments in upgrading our technological infrastructure to be updated with market trends. This would require significant capital expenditure from us and would impact our profitability. Our investments in technologies and integrated solution development may not lead to increased revenue and profitability. If we are not successful in creating value from these investments, there could be a negative impact on our operating results and financial condition.

4. ***We are dependent upon a limited number of clients for a substantial portion of our revenue and the loss of one or more of these clients may adversely affect our business, financial condition and results of operations.***

We are dependent upon the business relationships we have developed with certain of our clients, and our business, financial condition and continued results of operations would depend significantly upon our ability to retain such clients. For instance, for the six months ended September 30, 2021, ₹ 1,101.13 million which constituted 61.00% of our revenue from operations for that period and ₹ 1,486.54 million which contributed 82.3% of our revenue from operations for that period, was from our top five customers (based on revenue contribution) and top 10 customers (based on revenue contribution), respectively.

In addition, there can be no assurance that the revenues from such clients will not vary significantly from year to year in the aggregate, particularly since we do not have exclusive arrangements with such clients. Several factors other than the price and quality of the services we provide, such as a change in the financial profile of a client, change of leadership or strategy within a client's senior management, or a corporate reorganization, merger or other acquisition involving a client, could result in the loss or reduction of business from any of our clients, including our largest clients, and we cannot predict the timing or occurrence of any such event. The loss of revenue from our largest clients may have an adverse effect on our business, financial condition and results of operations.

If such clients terminate their contracts with us, whether for convenience, for default in the event of a breach by us, or for other reasons specified in our contracts, as applicable, our business and results of operations could be adversely affected. Similarly, if such clients do not renew or expand their agreements

with us or if they renew their contracts for shorter lengths or on other terms less favourable to us, our revenue may grow more slowly than expected or decline, and our business could suffer.
Further, a number of factors other than our performance could cause the loss of or reduction in business or revenues from a customer, and these factors are not predictable. For example, a customer may decide to reduce spending on technology services or sourcing from us due to a challenging economic environment or other factors, both internal and external, relating to its business such as bankruptcy, change of management, mergers and acquisitions or the client may be involved in a litigation or may wind up. Further, factors which are not in our or our customers' control such as the socio-political situation in a particular region may also impact our business adversely. These factors, among others, may include customers pursuing a corporate restructuring, facing pricing pressure, changing outsourcing strategy, switching to other providers or returning work in-house. The loss of any of our major customers, or a significant decrease in the volume of services we provide or the price at which we sell our services to them could materially adversely affect our business, results of operations, financial condition, and cash flows.

Our business, financial condition, and results of operations would also be adversely affected if we face difficulty collecting our accounts receivable from our clients. In addition, our clients' decisions to expand the scope of services we offer to them depends on several factors, including general economic conditions, quality and accuracy of our offerings, our ability to assist our clients in appropriately identifying challenges faced, mapping out a feasible framework, achieving success with data-driven initiatives, and our clients' satisfaction with our offerings. If our efforts to expand within our existing client base are not successful, our business, results of operations and financial condition may be adversely impacted.

**5.** ***The COVID-19 pandemic, or a similar public health threat, could adversely affect our and our clients' business, financial condition, and results of operations.***

The outbreak of an infectious disease in India or elsewhere, or fear of an outbreak, together with any resulting restrictions on travel or quarantines imposed, could have a negative impact on the economy and business activity in India and thereby adversely impact our revenue. Examples of such outbreaks include the outbreaks of severe acute respiratory syndrome in 2003, avian influenza (also known as bird flu) in 2004 and 2005, the H1N1 influenza in 2009 and Ebola from 2014 to 2016.

More recently, an outbreak of the COVID-19 was recognised as a pandemic by the World Health Organisation ("**WHO**") in March 2020. In response to the COVID-19 pandemic, the governments of many countries, including India, took preventive or protective actions, such as imposing country-wide lockdowns, restrictions on travel and business operations and advising or requiring individuals to limit their time outside of their homes. On March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown which was announced on March 24, 2020. Businesses were either temporarily closed following the statutory orders or on a voluntary basis. The COVID-19 pandemic has led to a significant downturn in the global economy and substantial curtailment of business activities in India and worldwide, which adversely affected, and may adversely affect in the future, our results of operations, financial condition and cash flows. Our business continuity has been impacted as key geographies in which we operate imposed a lockdown. Since March 2021, India has experienced an intense second wave of the pandemic which led to various lockdowns and other restrictions in various parts of India, and there could be further disruptions and lockdowns in the rest of Financial Year 2022. The scope, duration, and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. Individuals' ability to travel both within and outside of India have been curtailed through mandated travel restrictions and may be further limited.

Globally, some sectors such as travel and hospitality and manufacturing bore the brunt of the COVID-19 pandemic, whereas in India businesses such as travel and hospitality, home services, and entertainment services witnessed a drop in the incoming traffic due to the pandemic. Some of our clients' businesses, particularly our clients in travel and hospitality industry were adversely impacted, which in turn, resulted in decreased demand for our services from our clients in these affected industries. On an aggregate basis, our revenue from our clients in travel and hospitality industry was ₹ 53.01 million, ₹ 79.95 million, ₹ 5.21 million and ₹ 1.62 million during Fiscal 2019, Fiscal 2020, Fiscal 2021 and six month period ended September 30, 2021, respectively, which constituted 3.33%, 3.22%, 0.19% and 0.09% of our total revenue from operations for Fiscal 2019, Fiscal 2020, Fiscal 2021 and the six month period ended September 30, 2021, respectively. There can be no assurance that our clients will not decide to further reduce their demand for our services due to COVID-19 related effects on their business.

As a result of the detection of new strains and variants (such as the Omicron variant) as well as subsequent waves of COVID-19 infections in several states in India as well as throughout various parts of the world, we may be subject to further lockdowns or other restrictions, which may adversely affect our business operations. Given the rapidly changing implications of the spread of COVID-19, it is difficult to assess its impact on our business and results of operations at this time and we may not be able to quantify or accurately predict the same. Further, as COVID-19 pandemic adversely affects our business and results of operations, it may also have the effect of exacerbating many of the other risks described in this "***Risk Factors***" section.

Since, as a result of government-imposed social distancing measures, we were required to either partially reduce physical headcount in our offices, we implemented a work from home strategy in order to comply with such measures. In many cases, this involved a certain period of transition while we worked with our employees to ensure adequate work from home working conditions, including providing our employees with adequate equipment and systems to support their work from home arrangements. We face increased risks associated with remote working arrangements, as we are more vulnerable to digital threats and cyber-attacks, such as viruses and malware, ransomware, hacking and phishing e-mails, targeting our employees working through their personal devices which may not have the cybersecurity protections we have implemented within our office systems. Remote working arrangements also increase network-related risks as our employees' home internet networks may not be secure, as well as security risk from working through unsecured public networks. Further, there can also be no assurance that we will be able to meet all local guidelines as we transition personnel back to the office and as local social distancing rules and regulations change in the jurisdictions in which we operate. Additionally, our delivery centres typically seat a large number of employees in one location. An outbreak of COVID-19 or similar contagious infection may result in disruptions or restrictions on our ability to continue operations without interruption, such as significant worker absenteeism, lower seat utilization rates, lower productivity, as well as temporary closures of our delivery centres or the facilities of our clients, which could adversely affect our ability to deliver our services. We also incurred higher costs in implementing safety measures at our offices. The spread or resurgence of COVID-19 could impair our day-to-day service delivery from our affected offices and result in, among other things, losses of revenue and cause us to fail to meet commitments under our client contracts.

We may also experience payment defaults or bankruptcy of some of our clients, which could also have a material adverse effect on our financial condition and results of operation. Clients may seek price reductions or discounts provided by us impacting our revenue and/or profitability. Due to financial stress, some clients may declare bankruptcy or restructuring or otherwise be under financial stress and so may not pay our receivables thus would negatively impact our profitability and/or cash flows. Increased payment terms requests from clients can impact our cash flows negatively. As our agreements typically have payment terms of 30 to 90 days, any change in our clients' cash flows that restrict their ability to make payments for services we have rendered may adversely affect our cash flows and results of operations.

The COVID-19 pandemic and global government-mandated restrictions on business adopted to contain it, are resulting in what is likely to be an extended global economic downturn, which could affect demand for our services and impact our results of operations and financial condition, even after the pandemic is contained and the business restrictions are lifted. Furthermore, COVID-19 or any other pandemic may result in difficulty accessing the capital markets on attractive terms, or at all, and a severe disruption and instability in the global financial markets, or deterioration in credit and financing conditions which could adversely affect our access to capital necessary to fund business operations or address maturing liabilities on a timely basis or at all. Any outbreak of a contagious disease in Asia or elsewhere (including the recent COVID-19 coronavirus or other diseases in the future), or fear or public perception of an outbreak, could have a negative impact on the economy and business activity in the markets in which we and/or our clients operate, thereby adversely impacting our operations and business.

While we will continue to take necessary initiatives to mitigate the effects of the pandemic, it is not possible to accurately predict the full impact of the COVID-19 pandemic on our business, cash flows, financial condition and results of operations due to the evolving nature of the COVID-19 pandemic and the extent of its impact across industries and geographies and numerous other uncertainties, including the duration and spread of the outbreak, additional actions that may be taken by governmental authorities, further impact on business partners, other intermediaries involved by us in our operations and other factors. The extent to which COVID-19 further impacts our results will depend on future developments (including, but not limited to, the emergence of new strains and variants), which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken globally to, among others, contain the coronavirus or treat its impact. Further, our existing insurance coverage may not provide protection for all costs that may arise from all such possible events. Please see "- ***Our insurance may be insufficient to cover all losses associated with our business operations***" on page 54.

6. ***We typically do not have binding long-term agreements with our clients, and our clients may choose not to renew contracts with us on favourable terms, or at all, or may terminate contracts before completion and without cause.***

Our relationships with our clients are typically governed by master services agreements ("**MSAs**"), pursuant to which statements of work are issued, which set out the details of our services we provide to our clients. There can be no assurance that our agreements with any of our clients, including our largest clients, will be renewed upon their expiration on commercially favourable terms or at all or will not be terminated early pursuant to their respective terms. Our clients typically have no obligation to renew or expand their agreements with us after the terms of their existing agreements have expired. Our ability to renew or expand our client relationships may decrease or vary as a result of a number of factors, including our clients' satisfaction or dissatisfaction with our services, reliability of our digital offerings, our pricing, the effects of general economic conditions, our ability to meet the key performance indicators, competitive offerings or alternatives, or reductions in our clients' spending levels. A contract termination, non-renewal of a contract when it expires, or significant reduction in the use and number of services under our contracts with our key clients could result in a lower utilization rate, which would result in decreased operating margins and profitability. We may not be able to replace any key clients that elect to terminate, scale back, or not renew its contract with us, which would have an adverse effect on our business, financial condition and results of operations.

Our agreements with our clients are typically for one to four year terms and renewal terms to be entered into are typically at the discretion of our clients. Accordingly, we may be bound by pricing and other established terms during the renewal periods and so we may not be able to revise pricing or other terms to take account for market conditions, including changes in labour costs. Certain of our client contracts may have fixed price elements. If we underestimate our project costs in tendering and bidding for a project from our clients, we may incur unanticipated costs that would reduce our profits or incur losses. Any failure by us to inaccurately evaluate our expected costs for a fixed-price contract may result in the decreased profitability of any such project and may have an adverse effect on our business, financial condition, and results of operations. Further, apart from pricing, our key clients may require us to accept contractual terms that are less favorable to us. For example, if our key clients require us to extend the payment periods beyond the typically prevailing 30 to 90 days, our working capital levels and overall financial position could be adversely affected, which may make it more difficult to finance our capital expenditures or increase our borrowing costs. In addition, certain of our clients may require us to include staffing related restrictions. For example, if certain project team members, such as senior project managers and certain other employees with access to sensitive client information, leave the relevant client's project, we must wait a certain period of time before we can staff that employee on a project for a different client in the same industry. These restrictions do not restrict our ability to transfer our employees among competing clients or otherwise restrict us from servicing or acquiring clients within the same industries as, or who are direct competitors to, our existing clients.

7. ***Our revenues are dependent on a limited number of industry verticals, and any decrease in demand for services in these industry verticals could reduce our revenues and materially adversely affect our business, results of operations, financial condition, and cash flows.***

Our clients include brands across industry verticals such as banking and financial services, e-commerce, direct-to-home ("**DTH**"), telecommunications, consumer goods, fast-moving consumer goods, internet service providers, logistics and automotive. A substantial portion of our customers are concentrated in the e-commerce, banking and financial services, DTH, telecommunication and consumer goods verticals. In Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, revenue from operations from these verticals was ₹ 1,466.49 million, ₹ 2,263.99 million, ₹ 2,480.92 million and ₹ 1,659.97 million, respectively, which represented 91.99%, 91.24%, 90.56% and 91.94% of our total revenue from operations in such periods, respectively.

For example, a downturn in the banking and financial services sector, a slowdown or reversal of the trend to outsource CXM offerings, the introduction of regulations that restrict companies from engaging external vendors could result in a decrease in the demand for our services and adversely affect our business, results of operations, financial condition, and cash flows. Further, our customers may experience rapid changes in their prospects, substantial price competition and pressure on their profitability. This, in turn, may result in increasing pressure on us from customers in these key industries to lower our prices, which could adversely affect our business, results of operations, financial condition, and cash flows.

**8.** ***Our profitability will suffer if we are not able to maintain our pricing, control costs or continue to grow our business through higher client engagements.***

Our profit margin, and therefore our profitability, is largely a function of our level of activity and the rates we are able to charge for our services. If we are unable to maintain the pricing for our services without corresponding cost reductions, our profitability will suffer. The pricing and levels of activity we are able to achieve are affected by a number of factors, including our clients' perceptions of our ability to add value through our services, the length of time it takes to on-board new employees on any new or current client engagements, the volume of work for new clients or new engagements with current clients, competition, the introduction of new services by us or our competitors, our ability to accurately estimate, attain and sustain revenue from client contracts and general economic conditions.

Our profitability is also a function of our ability to control our costs and improve our efficiency and productivity. Our ability to manage our utilisation levels depends significantly on our ability to hire and train high-performing personnel and to staff projects appropriately and on the general economy and its effect on our clients and their business decisions regarding the use of our services. If we experience a slowdown or stoppage of work for any client for which we have dedicated personnel or capabilities, we may not be able to efficiently reallocate these personnel to other clients and projects to keep their utilisation and productivity levels high. If we are not able to maintain high resource utilisation levels without corresponding cost reductions or price increases, our profitability will suffer. In the event of a slowdown due to external factors, or if the number of our clients reduce, we may be over-staffed and required to carry excess employee-related expenses which could affect our financial condition. Our profitability and the cost of providing our services are affected by the utilisation rates of our employees in our delivery locations. If we are not able to maintain appropriate utilisation rates for our employees involved in delivery of our services, our profit margin and our profitability may suffer. Our utilisation rates are affected by a number of factors, including our ability to: promptly transition our employees between client assignments; forecast demand for our services and thereby maintain an appropriate number of employees in each of our delivery locations; deploy employees with appropriate skills and seniority to assignments; manage the attrition of our employees and to hire and integrate new employees; and devote time and resources to training, professional development and other activities that cannot be billed to our clients. Employee shortages could prevent us from completing our contractual commitments in a timely manner, taking up new contracts and cause us to lose contracts or clients. Further, to the extent that we lack sufficient employees with lower levels of seniority and daily or hourly rates, we may be required to deploy more senior employees with higher rates on projects without the ability to pass such higher rates to our clients, which could adversely affect our profit margin and profitability.

**9.** ***Spending on omnichannel CXM solutions by our clients and prospective clients is subject to fluctuations depending on many factors, including both the economic and regulatory environments in the markets in which they operate.***

Our clients' budgets for our services and reductions in client spending arising from or related to economic slowdown in the markets in which our clients operate have in the past adversely impacted our revenues, gross profits, operating margins and results of operations. Certain events outside of the control of our clients, such as regulatory and political developments, may occur and adversely affect our revenues, gross profits, operating margins and results of operations. These economic conditions can occur abruptly. For example, the recent COVID-19 outbreak has caused volatility and uncertainty in the global economy. The pandemic severely impacted emerging economies such as Asia Pacific, Latin America, and the Middle East and Africa. Although some of these regions had growth momentum in the past, the market growth plunged in 2020 due to lack of remote work infrastructure, frequent lockdowns, and less digital adoption (*Source: Zinnov Report*). COVID-19 has adversely impacted us and many of our clients, and the extent to which COVID-19 may continue to impact our financial condition or results of operations in the future is uncertain and will depend in part on its impact on our clients and prospective clients and their customers.

Increased regulation, changes in existing regulation or increased government intervention in the industries in which our clients operate may adversely affect the growth of their respective businesses, which in turn may reduce demand for our services or cause us to incur additional costs in our processes or personnel, thereby negatively affecting our business, results of operations and financial condition. For example, our clients may be subject to stringent compliance requirements, including privacy and security standards for handling data, which could impact the manner in which we provide our services. Reduced or delayed spending by our clients may also lead to our clients cancelling ongoing projects with us, requesting pricing reductions or consolidating the service providers that they partner with. The business challenges and pressures resulting from economic slowdown in the markets in which our clients operate could also affect their credit ratings and our credit terms with them, leading to adverse impact on our cash flow and results of operations. Any of the foregoing could adversely affect our business, financial condition and results of operations.

10. ***If our services do not comply with the service level and performance requirements required by our clients or if we are in breach of any of our obligations under our agreements with our clients, it may result in reduced payments or the termination of our client agreements, which may have an adverse effect on our our business, operations, our cash flows and financial condition.***

Our contracts with clients typically stipulate service level and performance requirements, including requirements relating to the quality of our services and the timing and quality of responses to our end-customer based on certain key performance indicators, such as turnaround time it takes for a customer experience matter to be closed out and customer satisfaction. Failure to consistently meet service requirements of such end-customers or errors made by our employees while delivering services to such end-customers could disrupt our clients' businesses and result in a reduction in revenue or a claim against us for damages. For example, our agreements generally stipulate standards of service that, if not met by us, would result in reduction of fee payable to us by our clients. Further, a recurring failure on our part to meet the standard of services as per the service agreements, could lead to termination of our agreements with our clients. Such failures or inability to meet these requirements of such representations could seriously damage our reputation and affect our ability to attract new business or result in a claim for damages against us, which could have a material adverse effect on our business, financial condition, and results of operations. Further, our agreements also require us to indemnify our customers for losses arising out of, among other things, non-performance or breach of our obligations, infringement of intellectual property rights and negligence. In certain contracts, the liability could even extend beyond the contract value and for certain contracts, the capping of liability may not apply for instance in cases of security and/or data leakage, breach of confidentiality, customer claims of certain nature such as reputation loss, claims on account of breaches of regulations relating regulatory authorities, which are in the nature of consequential losses or indirect losses. We are also required under certain agreements to pay liquidated damages in the event of other non-compliances. While there have not been any past instances of failure to perform our obligations under such agreements, including any non-compliance with such specifications, any such failure on our part in the future may lead to termination of the agreement, loss of business with such customer, loss of reputation and loss of goodwill. Additionally, it could expose us to indemnity, monetary liability by way of liquidated damages and may further result in litigation proceedings, which could adversely affect our business, operations, our cash flows and financial condition.

11. ***If we are unsuccessful in implementing our business growth strategy, our long-term business and financial prospects could be affected***

We are a growth-focused CXM service provider for companies and are a one-stop shop omnichannel CXM service provider that enables businesses and brands to connect with their end customers, transform CXM across all their touch points and channels, and improve response times, business outcomes and performance. Our business growth strategy is critical to achieve economies of scale and increase our profitability. Our business growth strategy comprises expansion expanding our presence in Tier 2 and Tier 3 cities as well as expanding our client base. For further details, see "***Our Business – Our Strategies***" beginning on page 153.

Our business growth strategy would require hiring, training and retaining skilled personnel, developing or acquiring technology solutions that we incorporate in our services and maintaining and growing a globally oriented expertise in the industries that we cater to. We would be required to scale our infrastructure in these Tier 2 and Tier 3 cities through build to suit and lease models or other hybrid arrangements with developers to build infrastructure, in line with our asset light model. These infrastructures will be designed to meet various technology requirements with data and telecommunication connectivity and support 24/7 operations. Our business growth strategy may strain our existing management resources, operational, financial and management information systems and technology infrastructure to the point that they may no longer be adequate to support our operations, requiring us to incur significant expenditures in these areas. We expect that we will need to develop further financial, operational and management controls, reporting systems and procedures to accommodate future growth. We cannot assure you that we will be able to develop these controls, systems or procedures on a timely basis, or at all.

Our success in implementing our business strategy and growth-oriented business model may be adversely affected by other factors within and outside of our control, including the following:

- size, timing and profitability of significant engagements with current or new clients;
- changes in the volume of work we receive on a full-time equivalent basis from client engagements;
- the inability to accurately predict and in a timely manner fulfil FTE requirement on our client engagements;
- the inability to continually improve or adapt to rapid technology changes;
- adverse changes to our cost structure;
- our inability to operate and manage a larger operation as we grow our market share and enter new industry segments;
- existing or potential clients' decisions to stay with existing service providers or move services we provide in-house;
- the inability to win new client engagements through competitive bidding processes;
- the inability to attract qualified employees;
- operational, financial, and legal challenges;
- costs associated with entering new and unfamiliar geographies or commencing significant new engagements for our current and future clients; and
- negative press and reputational risks that adversely affect our brand, including similar risks to our industry.

Our growth also depends, in large part, on the willingness of our clients and potential clients to outsource customer care and management services to companies like ours. There can be no assurance that the customer care outsourcing trend will continue; and our clients and potential clients may elect to perform in-house customer care and management services that they currently outsource. Reduction in demand for our services and increased competition from other providers and in-house service alternatives could create pricing pressures and excess capacity that would have an adverse effect on our business, financial condition, and results of operations.

Further, as part of our business growth strategy, we intend to expand our client base, by focussing on helping in new economy to scale, among others. New economy refers to high growth industries which are enabled by technology advancements and innovation (*Source: Zinnov Report*). These new economy players have a higher focus on CXM spend and are increasingly looking at outsourcing partners to provide CXM support for them as they witness unprecedented growth in the Indian market (*Source: Zinnov Report*). Sales to new economy industries involve risks that may not be present (or that are present to a lesser extent) or the risks that we are unfamiliar with than risks involved in sales to the industries we are currently catering to. These risk may include leverage that the new clients might hold while negotiating contractual arrangements with us; changes in key decision makers within these organizations that may negatively impact our ability to negotiate in the future; resources may be spent on a potential client that ultimately elects not to engage our services; more stringent requirements in our service contracts, including stricter service response times, and increased penalties for any failure to meet service requirements; increased competition from larger competitors already established in such new industries that traditionally target these industries and that may already have purchase commitments from those clients.

We may also face a long selling cycle to secure contracts with new clients in these new industries. Even if we are successful in securing a new engagement, it may be followed by a long implementation period when clients must give notice to incumbent service providers or transfer in-house operations to us. There may also be a long ramp up period before we commence our services, and for certain contracts we may receive no revenue until we start performing the work. If we are not successful in obtaining contractual commitments after the initial prolonged sales cycle, or in maintaining the contractual relationship for a period of time necessary to offset new project investment costs and appropriate return on that investment, the investments may have a material adverse effect on our results of operations.

12. ***Our ability to provide our services depends in part upon the quality and reliability of the facilities and equipment provided by our technology, digital services and telecommunications providers, our reliance on a limited number of suppliers of such technology and the services and products of our clients.***

The success of our business depends in part on our ability to provide quality uninterrupted and reliable services, which in part depends upon the proper functioning of facilities and equipment (including appropriate hardware and software and technological applications). We depend on service providers such as telecommunication companies, data partners and software and hardware vendors, who are critical to our operations. These service providers are involved in our service offerings, communications and networking equipment, computer hardware and software and related support and maintenance. Our operations could be disrupted if we do not successfully manage relationships with our service providers, if they do not perform or are unable to perform agreed-upon services, or if they are unwilling to make their services available to us at reasonable prices. If our service providers do not perform their service obligations, it could adversely affect our reputation, business, financial condition and results of operations.

As of September 30, 2021, we were present in seven Tier 1, Tier 2 and Tier 3 cities in India (being, Noida, Vadodara, Bengaluru, Mangaluru, Meerut, Bareilly and Thane) and had 9,022 FTE CSA and 7,609 seats, located across 14 sites. Since September 30, 2021, we have expanded to include two additional sites at Mangaluru and Thane. As we typically lease our delivery centres from third parties, our ability to provide high quality and reliable services depend, in part, on our ability to maintain existing leases and accurately project our facility capacity requirements. Any early termination of a lease or failure to accurately predict facility requirements may cause us to have to relocate and cause disruptions to our services and business. We also depend on the telecommunication services provided by telecommunication companies in the geographies in which we operate, and any significant disruptions in these services would adversely affect our business. If these or other third party providers fail to maintain their equipment properly or fail to provide proper services in a timely or reliable manner, our clients may experience service interruptions. If interruptions adversely affect our services or the perceived quality and reliability of our services, we may lose client relationships or be forced to make significant unplanned investments in the purchase of additional equipment from other providers to ensure that we can continue to provide high quality and reliable services to our clients.

Our key technology systems and delivery centres may be damaged in natural disasters such as earthquakes or fires or subject to damage or compromise from human error, technical disruptions, power failure, computer glitches and viruses, telecommunications and digital services failures, adverse weather conditions and other unforeseen events, all of which are beyond our control. Such events may cause disruptions to information systems, electrical power and telephone and digital service for sustained periods. Any significant failure, damage or destruction of our equipment or systems, or any major disruptions to basic infrastructure such as power and telecommunications and digital systems in the locations in which we operate, could impede our ability to provide services to our clients and thus adversely affect their businesses, which may have a negative impact on our reputation and may cause us to incur substantial additional expenses to repair or replace damaged equipment or delivery centres. Prolonged disruption of our services, even if due to events beyond our control could also cause our clients to terminate their contracts with us, which would have a material adverse effect on our business, financial condition and results of operations. In addition, in some areas of our business, we depend upon the quality and reliability of the services of our clients, which we help to sell to their end customers. If the services we provide to our clients are disrupted due to technical difficulties or if there is any disruption to our services based on the foregoing factors, then the result may have an adverse effect on our business, financial condition and results of operations. In addition, any increases in the cost of telecommunications and digital services and products provided by third parties, including equipment, software, information technology products and related services and workstations have a direct effect on our operating costs. In addition, our clients may impose certain technological requirements or additional requirements beyond those implemented upon the initial project set up that may not be included in our current fee arrangements. In such cases, we may not be compensated for these additional costs and have to absorb such costs. The cost of telecommunications and digital services is subject to a number of factors, including changes in regulations and the market as well as competitive factors such as the concentration and bargaining power of technology and telecommunications and digital services providers and suppliers, most of which are beyond our control or which we cannot predict. The increase in the costs of these essential services and products could have an adverse effect on our business, financial condition and results of operations.

13. ***Cybersecurity breaches, attacks and frauds, and unauthorized information disclosure could harm our reputation, result in liability and service outages, any of which could adversely affect our business and results of operations***.

In conducting our business, we process, transmit sensitive business information and personal information about our clients, their customers and other parties. We may be a target of malicious third-party attempts to identify and exploit system vulnerabilities and penetrate or bypass our security measures to gain unauthorized access to our networks and systems or those of our associated third parties. A successful attempt could lead to the compromise of sensitive, business, personal or confidential information. As a result, we proactively employ multiple barriers and controls at different layers of our systems to defend our systems against intrusion and attack and to protect the data we collect. However, we cannot be certain that these measures will continue to successfully counter all current and emerging technology threats that are designed to breach our systems to gain access to confidential information. We have also in the past relied on, and may continue to rely on third party vendors for aspects of our cybersecurity strategy, such as to conduct security reviews and penetration tests, and there can be no assurance that the tests conducted by these vendors, or measures we take in response to such tests, will be effective at identifying or preventing any cybersecurity threat.

Our computer systems and the computer systems of our clients, which we rely on, could be in the future subject to breach, and our data protection measures may not prevent unauthorized access. The techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and are often difficult to detect. Threats to our systems and our associated third parties' systems can derive from human error, fraud or malice on the part of employees or third parties or may result from accidental technological failure. Computer viruses and other malware can be distributed and could infiltrate our systems or those of our associated third parties. In addition, denial of service or other attacks could be launched against us for a variety of purposes, including to interfere with our services or create a diversion for other malicious activities. Our defensive measures may not prevent downtime, unauthorized access or use of sensitive data. Further, while we carefully select third parties with which we associate, we do not control their actions. Any problems experienced by these third parties, including those resulting from breakdowns or other disruptions in the services provided by such parties or cyber-attacks and security breaches, could adversely affect our ability to service our clients or their customers or otherwise conduct our business.

Any type of security breach or attack as described above or otherwise whether experienced by us or an associated third party, could harm our reputation and deter existing and prospective clients from using our services or from making electronic payments generally, increase our operating expenses in order to contain and remediate the incident, expose us to unbudgeted or uninsured liability, disrupt our operations (including potential service interruptions), distract our management, increase our risk of regulatory scrutiny, result in the imposition of penalties and fines under applicable laws. Any of the foregoing could adversely affect our business, financial condition, and results of operations.

14. ***Our ability to provide our services to our clients depends significantly on our ability to recruit, train and retain our employees.***

Our business is labour intensive, and given that we provide complex and high-value services, including our ability to recruit, train and retain qualified employees to deliver our services to our clients in accordance with their requirements, and at costs and within timeframes commensurate to our client commitments, is critical to our business and financial condition. Further, despite a promising growth in the customer service and technical support verticals of the CXM services industry, these verticals are faced by challenges of high attrition rate which further leads to additional cost of recruiting, hiring, training, and developing new staff, thereby leading an increased knowledge and skill gap. (*Source: Zinnov Report*)

There is significant competition in the CXM services industry, for qualified and trained employees, including in particular due to specific linguistic proficiency requirements. In addition, we compete for employees with companies in other industries and geographies where we operate. Increased competition for qualified personnel could also have an adverse effect on our business. Additionally, a significant increase in the attrition rate among trained employees could result in increased costs, disrupted revenue streams and decreased profit margins. In addition, our ability to maintain and renew existing engagements, obtain new business and increase our margins will depend, in large part, on our ability to attract, hire, train and retain skilled employees that enable us to keep pace with the growing demand for business services, evolving industry standards, new technology applications and changing client preferences. Our failure to attract, hire, train and retain personnel with the experience and skills necessary to fulfil the needs of our existing and future clients or to assimilate new employees successfully into our culture and our operations could have an adverse effect on our business, financial condition and results of operations.

In Financial Years 2019, 2020 and 2021 and six months ended September 30, 2021, our employee benefits expenses were ₹ 657.73 million, ₹ 1,131.01 million, ₹ 1,327.48 million and ₹ 897.81 million, respectively, constituting 41.26%, 45.58%, 48.46% and 49.73% of our revenue from operations in Financial Years 2019, 2020 and 2021 and six months ended September 30, 2021, respectively. Our employee benefits expenses increased by 101.83% from Fiscal 2019 to Fiscal 2021. Our employee benefits expenses have increased over recent years as a result of economic growth, increased demand for business services and increased competition for trained and talented employees and we cannot assure that they will not continue to rise. Our expenses may also increase if we implement employment incentives to attract talent. For further details, please see "***Management's Discussion And Analysis Of Financial Condition And Results Of Operations - Efficiently recruiting and managing our employees while managing manpower costs***", on page 281.

**15.** ***Our sales efforts involve considerable time and expense, and our sales or credit cycle can get elongated***

Our results of operations may fluctuate, in part, because of the intensive nature of our sales efforts and the unpredictability of our sales cycle. Our results of operations also depend on sales to clients, which make decisions based in part or entirely on previous technology investments. As part of our sales efforts, we invest considerable time and expense evaluating the specific organizational needs of our potential clients and educating these potential clients about the technical capabilities and value of our services. We often also provide our services to potential clients at no or low cost initially to them for evaluation purposes through short-term pilot deployments, and there is no guarantee that we will be on-boarded by clients for later phases of their digital cycle or for a greater scope of services. In addition, we currently have a limited direct sales force, and our sales efforts have historically depended on the significant involvement of our senior management team. As decisions to engage us for our services involve significant financial commitments, potential clients generally evaluate us at multiple levels within their organization, each of which often have specific requirements, and typically involve their senior management. In addition, certain decision makers and other stakeholders within our potential clients may tend to have vested interests in the continued use of internally developed or existing services, which may make it more difficult for us to sell our services. As a result of these and other factors, our sales efforts typically require an extensive effort throughout a client's organization, a significant investment of human resources, expense and time, including by our senior management, and there can be no assurances that we will be successful in making a sale to a potential client. If our sales efforts to a potential client do not result in sufficient revenue to justify our investments, our business, financial condition, and results of operations could be adversely affected.

We usually bill and collect on relatively short cycles of 30 to 90 days. We typically allow a credit period of 30 to 90 days to our customers who enter into contracts in relation to our services, and are therefore exposed to credit risk from our customers. Our trade receivables were ₹ 456.43 million, ₹ 496.90 million, ₹ 388.11 million and ₹ 435.83 million as of March 31, 2019, March 31, 2020, March 31, 2021 and as of September 30, 2021, respectively. Our trade receivable turnover days were 104.51, 73.09, 51.71 and 44.05 days, in Fiscal 2019, 2020 and 2021 and in six months ended September 30, 2021. Actual losses on client balances could differ from those that we currently anticipate and, as a result, we might need to adjust our allowances. There is no guarantee that we will accurately assess the creditworthiness of our clients. Factors, or perceived factors, not directly related to the features or benefits of our services, including, among others, that client's projections of business growth, uncertainty about economic conditions (including as a result of the ongoing COVID-19 outbreak), capital budgets, potential preference for such client's internally developed processes, perceptions about our business and offerings, more favourable terms offered by potential competitors, weak macroeconomic conditions and related turmoil in the global financial system could also result in financial difficulties, including limited access to the credit markets, insolvency, or bankruptcy for our clients, and, as a result, could cause clients to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance, or default on their payment obligations to us. Timely collection of client balances also depends on our ability to complete our contractual commitments and bill and collect our contracted revenues. If we are unable to meet our contractual requirements, we might experience delays in collection of and/or be unable to collect our client balances, and if this occurs, our results of operations and cash flows could be materially adversely affected.

In addition, if we experience an increase in the time to bill and collect for our services, our cash flows could be adversely affected.

**16.** ***Internal or external fraud or misconduct or misrepresentation by our employees could adversely affect our reputation and our results of operations.***

Our business may expose us to the risk of fraud, misappropriation or misrepresentation or unauthorized transactions by our representatives and employees which could result in binding us to transactions that exceed authorised limits or present unacceptable risks. Further, we may be subject to regulatory or other proceedings in connection with any unauthorized transaction, fraud or misappropriation or misrepresentation by our representatives and employees, which could adversely affect our goodwill. Employee misconduct or mis-selling or misrepresentation could also involve the improper use or disclosure of confidential information, breach of any applicable confidentiality agreement, misappropriation or misuse of any third-party intellectual property rights which could result in penalties and serious reputational or financial harm. In addition, employees may utilize our confidential information and technology to start their own businesses and become our competitors. Although we have systems in place to prevent and deter fraudulent activities by our employees, there can be no assurance that such systems will be effective in all cases. Any instances of such fraud or misconduct or mis-selling could adversely affect our reputation, business, results of operations, cash flows and financial condition. If we fail to implement and maintain an effective system of internal controls, we may be unable to accurately or timely report our results of operations or prevent fraud.

**17.** ***Our project start-up and implementation cycles require significant resource commitments.***

From our initial business development engagement for a prospective project with either a new or existing client to our operational performance with respect to such a project, we are often required to invest significant capital, resources and time. Before committing to use our services for any specific new project, potential or current clients require us to expend substantial time and resources educating them as to the value proposition of our platform and assessing the feasibility of integrating our people, systems and processes with their operations. Our clients then evaluate our services before deciding whether to use them and, if they do decide to enter into an arrangement with us, we would then negotiate the requisite documentation, implement their specifications in our tailored offerings (including establishing our delivery centers to our clients' preferred specifications) and train our team leaders and other personnel that will be dedicated to the project. Therefore, our business prospecting and closure cycle, which generally ranges from six to 12 months, is subject to many risks and delays over which we have little or no control, including our clients' decision to choose alternatives to our services (such as other providers or in-house offshore resources), the timing of our clients' budget cycles and approval processes and the fluidity of our clients' requirements and specifications for a given engagement.

Implementing our services involves a significant commitment of resources over an extended period of time from both our clients and us. The period in which we train the personnel that will be dedicated to any specific client project generally ranges from two weeks to over two months. Our clients may also experience delays in obtaining internal approvals or delays associated with technology or system implementations, thereby further delaying the implementation process. Our current and future clients may not be willing or able to invest the time and resources necessary to implement our services, and we may fail to enter into arrangements for our services with potential clients to which we have devoted significant time and resources, which could have an adverse effect on our business, financial condition and results of operations.

**18.** ***Our success depends on the continued efforts of our senior management. If one or more of our key executives were unable or unwilling to continue in their present positions, our business may be severely disrupted.***

Our business operations depend on the continued services of our senior management, particularly our Promoters, Abhinav Singh (who is also our Managing Director), Gaurav Abrol (who is also our Chief Executive Officer and an Executive Director), Pranjal Kumar (who is also our Chief of Corporate Affairs and an Executive Director). Further, our business operations also depend on the continued services of our Key Managerial Personnel our Chief Operating Officer, Nitin Sahni and our Chief Financial Officer, Jaspreet Singh Arora. The loss of the services of our Key Managerial Personnel and any of our other executive officers or operational personnel who possess considerable experience in the industry in which we operate, and our inability to find suitable replacements, could result in a decline in sales and harm to our business and operations. We depend on the inputs and experience of our senior management, including our Key Managerial Personnel for the development of our business, operations and the strategic directions that we take. While we have provided incentives to our sales and operations staff, we cannot assure you that we can continue to retain their services. If one or more of our Key Managerial Personnel or other senior management were unable or unwilling to continue in their present positions, we may not be able to find suitable replacements, our future growth may be constrained, our business may be severely disrupted and our financial condition and results of operations may be materially and adversely affected. In order to attract and retain top talent, we have had to offer, and we believe we will need to continue to offer, competitive compensation and benefits packages. Competition for talent in the industry that we operate in is intense, and we may need to offer more attractive compensations and other benefits packages to attract and retain them.

**19.** ***We and our clients are subject to privacy, data protection and information security laws in the jurisdictions in which we and our clients operate.***

We may be required to collect and store sensitive data in connection with our services, including voice recordings, names, addresses, contact information, transaction history and other types of sensitive business or personal information. In certain cases, customer information may also be stored in our client's proprietary systems to which our employees have user access. Although we have employed measures to protect against unauthorized access of such personal, confidential and proprietary information, as the complexity of information infrastructure continues to grow, the potential risk of security breaches and cyber-attacks increases. Such breaches can lead to shutdowns or system interruptions, and potential unauthorized disclosure of sensitive or confidential information which may result in litigation proceedings that, if decided adversely against us, may result in our having to pay monetary compensation. If any person, including any of our employees, penetrates our network security or otherwise mismanages or misappropriates sensitive or confidential client or customer data, we could be subject to significant fines for violating privacy or data protection and consumer laws or lawsuits from our clients or their customers for breaching contractual confidentiality provisions which could result in negative publicity, legal liability, loss of clients and damage to our reputation. We may be liable for any misappropriation of customers' personal information which could also harm our relationship with our clients, and/or cause us to suffer financial losses and/or reputational harm. We may also be liable for damages in the case of such a security or network breach that results in an unauthorized or impermissible disclosure of client or customer data and information. Moreover, our insurance coverage may not be sufficient to cover one or more large claims for breaches or mismanagement of such data against us. We cannot provide assurance that the contractual requirements related to security and privacy that we impose on our employees who have access to client and customer data will be followed or will be adequate to prevent the unauthorized use or disclosure of data. In addition, we have agreed in certain agreements to take certain protective measures to ensure the confidentiality of client and customer data. Our clients may ask for broad undertakings from us pursuant to the privacy laws applicable to them and may decide not to do business with us if we do not agree to their privacy terms. Furthermore, the costs of systems and procedures associated with any protective measures that we are required to take by our clients may increase and could adversely affect our ability to compete effectively. Any failure to adequately enforce or provide these protective measures could result in liability, protracted and costly litigation, governmental and card network intervention, and fines and, with respect to misuse of our clients' and customers' information, lost revenue and reputational harm.

We may also be subject to laws and regulations that restrict the flow of personal data across countries; such laws may constrain our activities and have an adverse impact on our business. Laws and regulations that impact our business, and particularly laws, regulations and other measures governments may take based on privacy and data protection concerns, are increasing in complexity and change frequently. For instance, in December 2019, the Government of India published the Personal Data Protection Bill, 2019 ("**PDP Bill**"), which provided a framework for protection of personal data and use of non-personal data and seeks to, among others, lay down norms for cross border transfer of personal data, define the scope of the definition of personal data and non-personal data, establishment of data protection authority and ensure the accountability of entities processing personal data. The PDP Bill prescribed potential additional compliance requirements in relation to, among other things, obtaining consents, putting in place privacy policies and aligning data collection practices which comply with the 'privacy by design' principle, data protection impact assessments, registration requirements for a significant data fiduciary, reporting requirements for data breaches and data localization requirements. Further, in September 2019, the Ministry of Electronics & Information Technology, Government of India constituted a committee of experts to deliberate on issues related to non-personal data and to suggest suitable recommendations for its regulation. Subsequently, on December 16, 2021, the Joint Parliamentary Committee ("**JPC**") report on the PDP Bill was tabled in both Houses of Parliament. The report recommended modifications to the existing bill, together with corrections and improvements, and proposed nearly 90 drafting and 90 substantive changes in the PDP Bill along with the draft of the Data Protection Bill, 2021 ("**DP Bill**"). The JPC has further suggested removing the word 'personal' from the existing title of 'Personal Data Protection Bill'. To ensure better privacy, the DP Bill will also be dealing with non-personal data. Complying with the DP Bill, other laws, regulations, or other obligations relating to privacy, data protection, data localization or security requirements may cause us to incur substantial operational costs or require us to modify our data handling practices. Non-compliance could result in proceedings against us by governmental entities or others, could result in substantial fines or other liability, and may otherwise adversely impact our business, financial condition and operating results. For further details, see "***Key Regulations and Policies in India***" beginning on page 184.

**20.** ***Acquisitions and investments could be difficult to integrate, disrupt our business and lower our results of operations and the value of your investment.***

We may enter into select strategic acquisitions that are complementary to our business and operations, including opportunities that can help us further improve our technology system. We have limited experience in undertaking such strategic acquisitions and subsequent integrations. These strategic acquisitions and subsequent integrations of newly acquired businesses would require significant managerial and financial resources and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our growth and business operations. Acquired businesses or assets may not generate expected financial results, integration opportunities, synergies and other benefits immediately, or at all, and may incur losses. The cost and duration of integrating newly acquired businesses could also materially exceed our expectations, which could negatively affect our results of operation. We may also incur reputational or financial losses to resolve outstanding litigations, contractual liabilities or financial indebtedness we inherit from our strategic acquisitions. We may also face operational and structural integration challenges in integrating IT systems, retaining relationships with key employees of acquired businesses, and increased regulatory and compliance requirements. If any of such challenges are not resolved in our favour, we could lose opportunities in strategic acquisitions and alliances, and our business, financial condition and results of operations will be materially and adversely affected.

**21.** ***We use technologies from certain third-parties while deploying our services to our clients, and our inability to obtain such technologies could harm our business.***

We use third party technologies while deploying our services to our clients. We cannot be certain that our suppliers and licensors are not infringing the intellectual property rights of third-parties or that the suppliers and licensors have sufficient rights to the technology in all jurisdictions in which we may offer our services. Some of our agreements with our suppliers and licensors may be terminated for convenience by them. If we are unable to obtain or maintain rights to any of this technology because of intellectual property infringement claims brought by third parties against our suppliers and licensors or against us, or if we are unable to continue to obtain such technology or enter into new agreements on commercially reasonable terms, our ability to provide services containing such technology could be severely limited, and our business could be harmed. Additionally, if we are unable to obtain necessary technology from third parties, we may be forced to acquire or develop alternative technology, which may require significant time, cost and effort and may be of lower quality or performance standards. If alternative technology cannot be obtained or developed, we may not be able to offer certain functionality as part of our services. As a result, our margins, market share and results of operations could be significantly harmed

**22.** ***Any adverse changes in regulations governing our business and the business of our clients, may adversely impact our business, prospects and results of operations.***

Government regulations and policies of India can affect the demand for, expenses related to and availability of our services. We have incurred and expect to continue incurring costs for compliance with such laws and regulations. Any changes in government regulations and policies, such as the withdrawal of or changes in tax benefits or incentives and subsidies, could adversely affect our business and results of operations. Further, regulatory requirements with respect to our services and those governing our clients are subject to change. An adverse change in the regulations, including the development of licensing requirements and technical standards and specifications or the imposition of onerous requirements, may have an adverse impact on our operations. Accordingly, our Company may be required to alter processes and target markets and incur capital expenditure to achieve compliance with such new regulatory requirements applicable to us and our clients. We cannot assure you that we will be able to comply with the regulatory requirements. If we fail to comply with new statutory or regulatory requirements, there could be a delay or interruptions in the operation of our delivery centres. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke or we may be deemed to be in breach of our arrangements with our clients. Consequently, there is an inherent risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new studies, which may adversely impact our business, results of operations, cash flows, financial condition and/or reputation.

**23.** ***Maintaining our brand image and reputation among participants on our platform and the media is critical to our success, and any failure to do so could damage our reputation and brand.***

Since many of our specific client engagements involve highly tailored solutions, our corporate reputation is a significant factor in our clients' and prospective clients' determination of whether to continue engaging us or hire us for prospective services. We believe that our brand name and reputation are important corporate assets that help distinguish our services from those of our competitors and also contribute to our efforts to recruit and retain talented professionals.

However, our corporate reputation is susceptible to damage by various factors such as actions or statements made by current or former employees or clients, competitors, vendors and adversaries in legal proceedings, as well as members of the investment community and the media. There is a risk that negative information about our Company, even if based on false rumours or misunderstandings, could adversely affect our business. Any negative news affecting us might also affect our reputation and brand value. In particular, damage to our reputation could be difficult and time-consuming to repair, especially due to the competitiveness in our industry, which could make potential or existing clients reluctant to select us for new engagements, resulting in a loss of business, and could adversely affect our employee recruitment and retention efforts. Damage to our reputation could also reduce the value and effectiveness of our brand name, could reduce investor confidence in us, affect the price of our Equity Shares and adversely affect our ability to grow our business and our results of operations and financial condition.

**24.** ***The inability to identify, obtain and retain intellectual property rights could harm our business. Further, we may be subject to intellectual property infringement claims or other allegations by third parties, and any failure to protect our intellectual property could harm our business and competitive position.***

We do not have registered trademarks. We are in the process of registering the following trademarks in India, being "COGENT" under class 38, "COGENTESERVICES" under classes 9, 35, 38, 41 and 42 and " COGENT " under classes 9, 35, 38, 41 and 42. Maintaining and enhancing our brand and reputation associated with our intellectual property is integral to our success. Our failure to register or protect our intellectual property rights may undermine our brand and result in harm to the growth of our business. If any of our confidential or proprietary information, were to be disclosed or misappropriated, or if a competitor independently developed any such information, our competitive position could be harmed. Moreover, even if our applications are approved, third parties may seek to oppose or otherwise challenge these registrations and assert intellectual property claims against us. The measures that we adopt to protect our intellectual property rights under any future trademarks that we obtain may not be adequate. While we may seek to enforce non-disclosure agreements with our employees, customers and suppliers, certain proprietary knowledge may be leaked (either inadvertently or wilfully) at various stages of our operations. If confidential technical information about our services or business becomes available to third parties or to the general public, any competitive advantage we may have over our competitors could be compromised. Intellectual property claims involve complex scientific, legal and factual analysis and their outcome is uncertain. Therefore, any potential intellectual property that we obtain may not fully protect us from competition, as it may be challenged, invalidated or held to be unenforceable.

We rely on a combination of intellectual property laws and contractual arrangements, to protect our proprietary rights. Despite these measures, any of our intellectual property rights could be challenged, invalidated, circumvented or misappropriated, or such intellectual property may not be sufficient to provide us with competitive advantages. In addition, because of the rapid pace of technological change in our industry, parts of our business rely on technologies developed or licensed by third parties, such as software licenced from third parties for enterprise resource planning, and we may not be able to obtain or continue to obtain licenses and technologies from these third parties on reasonable terms, or at all.

Conversely, companies in the IT and ITeS industries may initiate litigations and investigations against our Company based on alleged infringement or other violations of their intellectual property rights. In addition, many of these companies have the capability to dedicate substantially greater resources to enforce their intellectual property rights and to defend claims that may be brought against them. From time-to-time, third parties, including certain of these leading companies and non-practicing entities, may assert patent, copyright, trademark or other intellectual property rights against us, our partners, our technology partners, or our clients. We may in the future receive, notices that claim we have misappropriated, misused, or infringed other parties' intellectual property rights, and to the extent we gain greater market visibility, we face a higher risk of being the subject of intellectual property infringement claims, which is not uncommon with respect to the enterprise software market. For instance, in the past, litigation proceedings were initiated against our Company in relation to alleged unlicensed use of third party software. Our Company eventually settled on mutually agreed terms with such third party software provider, and the matter was disposed of accordingly. 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, including issued or pending patents, that cover or claim to cover significant aspects of our technologies or business methods. Any intellectual property claims, with or without merit, could be 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 or enhanced statutory damages if we are found to have wilfully infringed patents or copyrights. 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 offerings. 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. The occurrence of any of the foregoing would adversely affect our business operations and financial results.

25. ***Our Registered Office and a significant number of our delivery centres are located on leased premises and there can be no assurance that these lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.***

As of September 30, 2021, 10 of our delivery centres, and our Registered Office, are currently held on a leasehold basis. These do not include owned and client sites from which we operate. Further, we have entered into a lease deed for our Registered Office, for a term of 12 months, renewing automatically on an annual basis, unless terminated. Also, the lease deed of one of our delivery centres located at Mangaluru, has expired on May 30, 2021, while we continue to carry out our operations at the delivery centre and pay the lease rentals for the usage, we are yet renew our lease agreement and it is currently undergoing negotiations. With respect to our delivery centres as well, we typically enter into term lease agreements with an option to renew such term. We may not be able to renew or extend these agreements at commercially acceptable terms, or at all. Further, we may be required to re-negotiate rent or other terms and conditions of such agreements during their currency. We may also be required to vacate the premises at short notice period prescribed in the lease agreements, and we may not be able to obtain alternate location, in a short span of time. In addition, lease agreements are required to be duly registered and adequately stamped under Indian law and if one of our lease agreements is not duly registered and adequately stamped, we may face challenges in enforcing them and they may be inadmissible as evidence in a court in India subject to penalties along with the requisite stamp duty prescribed under applicable Indian law being paid. Occurrence of any of the above events may have a material adverse effect on our business, results of operations and financial condition. Further, any adverse impact on the ownership rights of our landlords may impede our effective future operations.

Under the terms of the lease deeds we are required to comply with ongoing conditions, such as the requirement to use the premises for authorized purposes only in compliance with any and all applicable bylaws and rules. If we fail to meet any such conditions, we may be required to incur liability. Cancellation of the lease to us due to, among other things, non-compliance of the conditions of the lease deeds could have an impact on our financial condition, which could adversely impact our business, results of operations, cash flows and/or financial condition.

For further details, see "***Our Business – Properties***" on page 182. Our lease agreements may be terminated in accordance with their respective terms, and any termination or non-renewal of such leases could adversely affect our operations. There can be no assurance that we will be able to retain or renew such leases on same or similar terms, or that we will find alternate locations for the existing offices on terms favorable to us, or at all. Failure to identify suitable premises for relocation of existing properties, if required, or in relation to new or proposed properties we may purchase, in time or at all, may have an adverse effect on our production and supply chain, the pace of our projected growth as well as our business and results of operations.

**26.** ***We are exposed to credit risk from our customers and the recoverability of our trade receivables is subject to uncertainties.***

We typically allow a credit period of 30 to 90 days to our customers who enter into contracts in relation to our services, and are therefore exposed to credit risk from our customers. Our trade receivables were ₹ 456.43 million, ₹ 496.90 million, ₹ 388.11 million and ₹ 435.83 million in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively. Our trade receivable turnover days were 104.51, 73.09, 51.71 and 44.05 days, in Fiscal 2019, 2020 and 2021 and in six months ended September 30, 2021.

A customer's ability to make payments on timely basis depend on various factors such as general economic and market conditions and the customer's cash flow position, which are out of our control. Delays in receiving payments from our customers may adversely affect our cash flow position and our ability to meet our working capital requirements. Defaults in making payments to use on projects for which we have already incurred significant costs and expenditures can materially and adversely affect our results of operations and reduce our financial resources that would otherwise be available for other purposes. There is no assurance that our customers will pay us on a timely basis or at all, which may adversely affect the recoverability of our trade receivables, or that we will be able to efficiently manage the level of bad debt arising from delayed payments. In the event we are unable to recover such payments, our business, financial condition and results of operations could be adversely affected.

**27.** ***We may not be able to obtain additional capital when desired, on favourable terms or at all.***

Our borrowings in Fiscal 2019, Fiscal 2020, Fiscal 2021 and six months ended September 30, 2021, were ₹ 345.32 million, ₹ 316.02 million, ₹ 154.17 million and ₹ 132.59 million, respectively. We need to make continued investments in delivery centres, hardware, software, technological systems and to retain talents to remain competitive. Some of the factors that may require us to raise additional capital include (i) business growth beyond what the current balance sheet can sustain; and (ii) unforeseen events beyond our control such as the global lockdown due to the COVID-19 pandemic. Due to the unpredictable nature of the capital markets and our industry, there can be no assurance that we will be able to raise additional capital on terms favourable to us, or at all, if and when required, especially if we experience disappointing operating results. If adequate capital is not available to us as required, our ability to fund our operations, take advantage of unanticipated opportunities, develop or enhance our infrastructure or respond to competitive pressures could be significantly limited. If we do raise additional funds through the issuance of equity or convertible debt securities, the ownership interests of our Shareholders could be significantly diluted. Any new debt or convertible debt securities may have rights, preferences or privileges senior to those of existing Shareholders. Further, any financing would also result in the incurrence of interest expense and may impose affirmative and negative covenants that restrict our freedom to operate our business.

**28.** ***We may not be able to manage the growth of our business and operations.***

We have experienced, and may continue to experience, rapid growth and organizational change, which has placed, and may continue to place, significant demands on our management, operational and financial resources. We have also experienced significant growth in the number of clients and types of services we provide, over the years. We had 39, 53, 51 and 57 active clients in Fiscal 2019, Fiscal 2020, Fiscal 2021 and six months ended September 30, 2021. Our revenue from operations increased from ₹ 1,594.10 million in Fiscal 2019 to ₹ 2,739.42 million in Fiscal 2021. As of September 30, 2021, we were present in seven Tier 1, Tier 2 and Tier 3 cities in India (being, Noida, Vadodara, Bengaluru, Mangaluru, Meerut, Bareilly and Thane) and had 9,022 FTE CSA and 7,609 seats, located across 14 sites. Post September 30, 2021, we expanded to include two additional sites at Mangaluru and Thane. The rapid growth which we have experienced requires us to constantly monitor, evaluate and, if appropriate, reallocate our management and financial and operational resources. In order to manage growth effectively, we must recruit new employees, including employees in middle-management and leadership positions, and implement and improve operational systems, procedures and internal controls on a timely basis.

Further, since we plan to expand our presence in Tier 2 and Tier 3 cities in the future, we anticipate that we will face additional demands on our resources and operations. As we increase the number of our employees and locations at which we operate and execute our growth strategy, we may not be able to manage the significantly larger and more geographically diverse workforce that may result, which could adversely affect our ability to control our costs or improve our efficiency. Furthermore, because there can be no assurance that our business will grow at the rate that we anticipate or that we will be successful in growing our business in new geographies and markets that we enter, we may incur expenses for the increased capacity for a significant period of time without a corresponding growth in our revenues. Our profitability is significantly impacted by our utilisation levels of fixed-cost resources, including human resources as well as other resources such as office space, and our ability to increase our productivity levels. We have expanded our operations significantly in recent years, which has resulted in a significant increase in our headcount and fixed overhead costs. As of September 30, 2021, we had 10,591 employees who were employed directly and indirectly which included 8,951 employees who were located at our sites and 1,640 employees who were working at our client's sites. Some of our personnel have been specially trained to work for specific clients or on specific engagements.

In addition, we need to update our existing internal accounting, financial and cost control systems to ensure that we can access all necessary financial information in line with the increasing demands of our business. Any internal and disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, but not absolute, assurance that the objectives of the control system are met. The design of a control system must consider the benefits of controls relative to their costs. Inherent limitations within a control system include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Additionally, controls can be circumvented by individuals acting alone or in collusion with others to override controls, which may also include controls implemented by our clients. If we are unable to assert that our internal controls over financial reporting are effective now or in the future, or if our auditors are unable to express an opinion on the effectiveness of our internal controls, we could lose investor confidence in the accuracy and completeness of our financial reports. If we fail to implement these systems, procedures and controls or update these systems on a timely basis, we may not be able to service our clients' needs, hire and retain new employees, pursue new business, complete future acquisitions or operate our business effectively. Failure to effectively transfer new client business to our delivery centres, properly budget transfer costs, accurately estimate operational costs associated with new contracts or access financial, accounting or cost control information in a timely fashion could result in delays in executing client contracts, trigger service level penalties or cause our profit margins not to meet our expectations. Any of the foregoing factors could adversely affect our business, financial condition and results of operations.

**29.** ***If we experience challenges with respect to labour relations, our overall operating costs and profitability could be adversely affected and our reputation could be harmed.***

While we endeavour to maintain good relations with our employees, any work disruptions or collective labour actions may have an adverse impact on our services. Whilst our employees are not currently affiliated with labour unions, they may obtain membership of trade unions in the future, including such that specifically cater to the IT/ITeS sector, like the Karnataka State IT/ITeS Employees Union ("**KITU**") in Bengaluru and the All India IT and ITES Employees' Union ("**AIITEU**") in Kolkata (affiliated to the Centre of Indian Trade Unions ("**CITU**")). If we fail to maintain good relations with employees in any jurisdiction in which we operate, we could suffer a strike, work stoppage or other form of labour disruption. Any of the foregoing could harm our reputation and adversely affect our business, financial condition and results of operations.

**30.** ***Our Company, our Promoters and certain of our Directors are involved in certain legal proceedings. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.***

Our Company, our Promoters and certain of our Directors are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The summary of outstanding litigation involving our Company, our Promoters and our Directors as on the date of this Draft Red Herring Prospectus have been provided below in accordance with the materiality policy adopted by our Board. For details, see "***Outstanding Litigation and Material Developments***" beginning on page 307.

| **Particulars^** | **Number of Cases** | **Amount* (in ₹ million)** |
|---|---|---|
| **Litigation involving our Company** | | |
| Criminal proceedings | - | - |
| Actions by statutory or regulatory authorities | 1 | N.A |
| Civil Proceedings | - | - |
| Tax Proceedings | 2 | 2.8 |
| **Sub-Total (A)** | **3** | **2.8** |
| **Litigation involving the Directors** | | |
| Criminal proceedings | - | - |
| Other pending litigation | - | - |
| Actions by statutory or regulatory authorities | 1 | N.A |
| Direct and indirect tax proceedings | 1 | - |
| **Sub-Total (B)** | **2** | **-** |
| **Litigation involving the Promoters** | | |
| Criminal proceedings | - | - |
| Other pending litigation | - | - |
| Actions by statutory or regulatory authorities | 1 | N.A |
| Disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against the Promoters in the five Financial Years immediately preceding the date of this Draft Red Herring Prospectus | - | - |
| Direct and indirect tax proceedings | 1 | - |
| **Sub-Total (C)** | **2** | **-** |
| **Total (A+B+C) #@** | **4** | **2.8** |

* *To the extent quantifiable*
^*There is no pending litigation involving our Group Companies, in relation to which, an adverse outcome may have a material impact on our Company*
#*Actions by statutory or regulatory authorities against Directors and Promoters are not included separately, to the extent that they have been included as actions against the Company*
@*Tax proceedings against Directors are not included separately, to the extent that they have been included as tax proceedings against the Promoters*

In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course or otherwise, in relation to our services, our technology and/or intellectual property, our branding or marketing efforts or client engagements or our policies. Further, in the ordinary course of our business, we have received and may receive communications in the form of letters and notices from various regulatory authorities, in relation to, inter alia, requests for information and clarifications relating to our business, operations and past compliances. There can be no assurance that such complaints or claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority against us, which may result in an adverse impact on the financial condition and results of our operations.

**31.** ***We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations. We are also required to be in compliance with various laws that are applicable to us and any non-compliance may have a material adverse effect on our business, cash flows, financial condition or results of operation.***

Our operations are subject to government regulations and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in the geographies in which we operate, generally for carrying out our business. For details of approvals relating to our business and operations, see "***Government and Other Approvals***" beginning on page 310.

Several of these approvals are granted for a limited duration and failure to renew the same can adversely impact our business operations.

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

**32. *There have been delays in relation to certain regulatory filings with the RoC, and our applications for the condonation of such delays are currently pending***

In the past there have been inadvertent delays by our Company in relation to filing of four MGT-14 forms with the RoC, pertaining to: (a) the particulars of the resolutions passed by the Board of the Company, in relation to issuance of equity shares, on three separate occasions in 2015; and (b) the particulars of the resolutions passed by the Board of the Company in relation to the re-appointment of Abhinav Singh as our Managing Director in 2017.

Our Company has of its own accord filed four applications under Section 460 of the Companies Act with the Ministry of Corporate Affairs, Government of India, for the condonation of such delays. As on the date of this Draft Red Herring Prospectus such applications are pending, and we cannot assure you that these matters will be resolved in a timely manner or at all and that our Company will not be subject to any penalty or any additional payment in future

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

We had in the past entered into transactions with related parties and may, from time to time, enter into related party transactions in the future. These transactions principally include remuneration to Executive Directors and Key Managerial Personnel and expenses, among others, including outsourcing expenses, rent, supervision expenses, software support expenses, and recruitment expenses paid to related parties. For further information, relating to our related party transactions, see "***Restated Financial Statements – Note 47 - Related Party Disclosures***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Related Party Transactions***" beginning on pages 269 and 304, respectively. Further, it is likely that we may enter into additional related party transactions in the future. Such future related party transactions may potentially involve conflicts of interest.

In Financial Years 2019, 2020 and 2021 and six months ended September 30, 2021, the arithmetic aggregated absolute total of such related party transactions (which excludes loan received and repayment thereof to promoters; issue of bonus shares - equity & preference; redemption of preference shares; and sale of investment) was ₹ 464.74 million, ₹ 638.64 million, ₹ 524.50 million and ₹ 269.40. The percentage of the arithmetic aggregated absolute total of such related party transactions to our revenue from operations in Financial Years 2019, 2020 and 2021 and six months ended September 30, 2021 was 29.15%, 25.74%, 19.15% and 14.92%, respectively. For further information on our related party transactions, see "***Summary of the Offer Document – Summary of Related Party Transactions***" on page 26. We cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. While there has been no conflict of interest among our Shareholders in relation to related party transactions entered into the past three years, we cannot assure you that such transactions in the future, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows, financial condition and/or reputation. For further details of the related party transaction, please see "***Restated Financial Statements – Note 47 – Related Party Disclosures***" on page 269.

**34. *Our offerings may contain third-party open-source software components, and failure to comply with the terms of the underlying open source software licenses could restrict our ability to perform our services.***

We may occasionally rely on software modules licensed to us by third-party authors under "open source" licenses. We presently leverage open-source technologies in relation to telephony, operating system, ticketing system and e-mail. The use and distribution of open-source software may entail greater risks than the use of contractually licensed third-party commercial software, as open-source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Although we typically use commercial versions of software and limit our use of open-source software, there can be no assurance that the processes for controlling our use of open-source software in while providing our services will be effective.

The terms of many open source licenses to which we are subject have not been interpreted by courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to provide our services to our customers. If we are held to have breached the terms of an open source software license, we could be required to seek licenses from third-parties to continue offering such affected services on terms that are not economically feasible, to re-engineer these services, to discontinue the sale of such services if re-engineering could not be accomplished on a timely or cost-effective basis, or to make generally available, in source code form, our proprietary code, any of which could adversely affect our business, results of operations and financial condition. In addition, the terms of open source software licenses may require us to provide software that we develop using such software to others on unfavourable license terms or publicly disclose all or part of the source code to such software and make available any derivative works at no cost. Any requirement to disclose our source code or pay damages for breach of contract could be harmful to our business, financial condition, cash flows and results of operations.

We could be subject to claims by parties claiming ownership of what we believe to be open source software, or claiming non-compliance with open source licensing terms. In the future, we could be required to seek licenses from third parties to continue to operate our technology infrastructure, in which case licenses may not be available on terms that are acceptable to us, or at all. Alternatively, we may need to reengineer our infrastructure or discontinue the use of portions of the functionality provided thereby. Our inability to use third-party software could result in disruptions to our business, or delays in the development of future offerings or enhancements of our existing platform, which could materially and adversely affect our business and results of operations.

**35.** ***If we are unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements, it may adversely affect our business, credit rating, reputation, prospects, results of operations, cash flows and financial condition***

As of November 30, 2021, we had total indebtedness of ₹ 114.81 million primarily comprising secured term loans, vehicle loans and working capital facilities. Risks associated with our indebtedness include the following:

- a portion of our cash flows may be used towards repayment of our existing debt, which will reduce the availability of our cash flows to fund working capital, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted; and
- fluctuations in market interest rates may affect the cost of our borrowings, as some of our indebtedness is at variable interest rates.

Further, our existing credit and borrowing agreements contain a number of covenants that limit our ability to, among other things, transfer or dispose of assets, pay dividends or make distributions, incur additional indebtedness, create liens, make investments, loans and acquisitions, engage in transactions with affiliates, merge or consolidate with other companies or sell substantially all of our assets. Our credit agreements are secured by substantially all of our assets. The terms of our credit agreements may restrict our current and future operations and could adversely affect our ability to finance our future operations or capital needs or to execute preferred business strategies. In addition, complying with these covenants may make it more difficult for us to successfully execute our business strategy and compete against companies who are not subject to such restrictions. Additionally, our obligations to repay principal and interest on our indebtedness make us vulnerable to economic or market downturns. If we are unable to comply with our payment requirements, our lenders may accelerate our obligations under our credit agreement and foreclose upon the collateral, or we may be forced to sell assets, restructure our indebtedness or seek additional equity capital, which would dilute our shareholders' interests. Our failure to comply with any covenant could result in an event of default under the agreement and the lenders (or any subsequent lender) could make the entire debt immediately due and payable. If this occurs, we might not be able to repay our debt or borrow sufficient funds to refinance it. Even if new financing is available, it may not be on terms that are acceptable to us, which may lead to an adverse impact on the financial condition and results of our operations.

**36. *Our Promoters have provided guarantees for loans availed by us, and in the event the same is enforced against our Promoters, it could adversely affect our Promoters' ability to manage the affairs of our Company.***

Our Promoters have given guarantees in relation to certain borrowings availed by our Company. In the event of default on such borrowings, these guarantees may be invoked by our lenders thereby adversely affecting our Promoters' ability to manage the affairs of our Company and this, in turn, could adversely affect our business, prospects, financial condition and results of operations. Further, if any of these guarantees are revoked by our Promoters, our lenders may require alternate securities or guarantees and may seek early repayment or terminate such facilities. Any such event could adversely affect our financial condition and results of operations. For further details in relation to the personal guarantees provided by Abhinav Singh, Arunabh Singh, Gaurav Abrol and Pranjal Kumar, see "***History and Certain Corporate Matters- Guarantees given by our Promoters offering their Equity Shares***" on page 191.

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

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

**38. *Our insurance may be insufficient to cover all losses associated with our business operations.***

We maintain insurance coverage for anticipated risks which are standard for our type of business and operations. For Fiscal 2019, Fiscal 2020, Fiscal 2021 and six months ended September 30, 2021, our insurance coverage was for ₹ 98.79 million, ₹ 98.78 million, ₹ 98.79 million and ₹ 119.70 million, respectively, amounting to 9.50%, 6.69%, 6.99% and 6.95%, respectively of the total assets (excluding intangible assets, intangible assets under development and deferred tax assets) of our Company on such dates. Our insurance policies currently cover comprehensive general liability insurance, group mediclaim policy, group personal accidental policy, standard fire and special perils insurance, motor insurance policy, standard fire, special perils and burgalry insurance, term life insurance policy and professional indemnity. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain types of risks. Our insurance policies contain exclusions and limitations on coverage, as a result of which, we may not be able to successfully assert our claims for liability or loss under the said insurance policies. Further, there are many events, other than the ones covered in the insurance policies specified above, that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. While we apply for the renewal of our insurance coverage in the normal course of our business, we cannot assure you that such renewals will be granted in a timely manner, at an acceptable cost or at all. There can also be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, financial condition and results of operations could be adversely affected. While we currently have comprehensive general liability insurance in force, our insurance coverage may not be sufficient to compensate for the costs of repairing the damage caused by such disruptive events and such events may not be covered under our policies. With respect to losses which are covered by our policies and subject to deductibles, exclusions, and/or limitations, it may be difficult and time-consuming to recover such losses from insurers. In addition, we may not be able to recover the full amount of losses incurred from the insurers.

**39.** ***Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

We propose to utilise the Net Proceeds towards funding investment in IT assets for expansion and existing IT infrastructure of our Company and funding working capital requirements of our Company. For further details of the proposed objects of the Offer, see "***Objects of the Offer***" beginning on page 97. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement of our Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

Further, our use of the Net Proceeds of the Fresh Issue is at the discretion of the management of our Company, although it is subject to monitoring by an independent agency. However, as on date of this Draft Red Herring Prospectus, we have not entered into any definitive agreements and do not have any definite and specific commitments from any vendor. For instance, none of the orders for purchase of the IT assets, have been placed as on the date of this Draft Red Herring Prospectus. Even if we enter into agreements or commitments, we may not be able to conclude such agreements or commitments on terms anticipated by us, or at all. As a result, subject to compliance with requirements under the Companies Act and the SEBI ICDR Regulations, our planned use of the proceeds of the Fresh Issue may change in ways with which you may not agree. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, etc.

**40.** ***Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations.***

We intend to use the Net Proceeds for the purposes described in "***Objects of the Offer***" on page 97 of this Draft Red Herring Prospectus. Our funding requirements are based on management estimates and our current business plans and has not been appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, inability to identify suitable location for our delivery centres at favourable terms and other financial and operational factors. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the proceeds of the Offer in a timely or an efficient manner, it may affect our business and results of operations.

41. ***Our Company has issued securities during the last year which may be at a price lower than the Offer Price. The price at which our Company has issued Equity Shares during the last one year from the date of this Draft Red Herring Prospectus may not be indicative of the future price.***

We have issued Equity Shares during the last one year at a price that may be below the Offer Price. The price at which Equity Shares have been issued by our Company in the immediately preceding year is not indicative of the price at which they will be issued or traded. For details of issuances of Equity Shares by our Company during the last one year that may be lower than the Offer Price, see "***Capital Structure – Notes to Capital Structure – Equity Shares issued at a price lower than the Offer Price in the last year***" beginning on page 84.

42. ***The average cost of acquisition of Equity Shares by our Selling Shareholders may be lower than the Floor Price.***

The average cost of acquisition of Equity Shares by our Selling Shareholders may be lower than the Floor Price. For further details regarding the average cost of acquisition of Equity Shares by our Selling Shareholders in our Company, please see "***Summary of the Offer Document – Average cost of acquisition of Equity Shares for our Promoters (who are also the Selling Shareholders)***" on page 30.

43. ***After the completion of the Issue, our Promoters will continue to collectively hold substantial shareholding in our Company.***

As on the date of this Draft Red Herring Prospectus, our Promoters hold 99.99% of the share capital of our Company. After the completion of the Issue, our Promoters along with the Promoter Group will continue to collectively hold substantial shareholding in our Company, and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. In addition, the trading price of the Equity Shares could be materially adversely affected if potential new investors are disinclined to invest in us because they perceive disadvantages to a large shareholding being concentrated in the hands of our Promoters.

44. ***While our Company will receive proceeds from the Fresh Issue, our Company will not receive any proceeds from the Offer for Sale portion***

In addition to the Fresh Issue from which our Company will receive proceeds, the Offer comprises of an offer for sale of up to 9,468,297 Equity Shares by the Selling Shareholders. The proceeds from the Offer for Sale (after deducting applicable Offer related expenses) will be transferred to each of the Selling Shareholders, which includes Abhinav Singh, Arunabh Singh, Gaurav Abrol, Pranjal Kumar, Boomerang and TSSR, in proportion to their respective portion of the Offered Shares transferred by each of them in the Offer for Sale and will not result in any creation of value for us or in respect of your investment in our Company. Our Company will not receive any such proceeds. For further information, see "***Objects of the Offer***" on page 97.

45. ***Certain Promoters and Directors are interested in our Company's performance in addition to their remuneration and reimbursement of expenses.***

Certain of our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses and such interests are to the extent of their shareholding in our Company. We cannot assure you that our Promoters and Directors will exercise their rights to the benefit and best interest of our Company.

46. ***Certain sections of this Draft Red Herring Prospectus disclose information from industry report commissioned and paid by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.***

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the Zinnov Report, or are extracts of the Zinnov Report. We commissioned and paid Zinnov for the purposes of confirming our understanding of the industry in connection with the Offer. Further, the Zinnov Report is prepared based on information as of specific dates and may no longer be current or reflect current trends. The Zinnov Report may also base its information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the Zinnov Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the Zinnov Report before making any investment decision regarding the Offer. See "***Industry Overview***" beginning on page 118. For the disclaimer associated with the Zinnov Report, see "***Certain Conventions, Presentation of Financial, Industry and Market Data***" beginning on page 16.

**External Risks**

**47. *Changing regulations in India could lead to new compliance requirements that are uncertain.***

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

For instance, the Taxation Laws (Amendment) Act, 2019, a tax legislation issued by India's Ministry of Finance effective as of September 20, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this legislation, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, the Government of India has announced the union budget for the Financial Year 2023, and the Finance Bill, 2022 ("**Finance Bill**") has been introduced in Lok Sabha on February 1, 2022. The Finance Bill is scheduled to be passed in the ongoing budget session of the Parliament. We have not fully determined the impact of these recent and proposed laws and regulations on our business. We cannot predict whether any amendments made pursuant to the Finance Bill would have an adverse effect on our business, financial condition and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

Earlier the Finance Act, 2021, had clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer of consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

The Department of Telecommunications released the Revised Guidelines for Other Service Providers ("**OSP Guidelines**"), effective from June 23, 2021, aimed at further liberalizing the Other Service

Providers ("**OSPs**") reform while further regulating the OSPs. For instance, it removes the distinction between the domestic and international OSPs and it also defines "toll bypass", while earlier it was barred to bypass the jurisdiction of the International Long Distance Operator and National Long Distance Operator, the OSP Guidelines go a step further by defining "toll bypass" as illegal carriage of voice traffic that infringes upon a telecom carrier's activities.

Additionally, the GoI has recently introduced (a) the Code on Wages, 2019 ("**Wages Code**"); (b) the Code on Social Security, 2020 ("**Social Security Code**"); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020, which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to employees which were previously segregated under different acts and had different applicability and coverage. The Social Security Code has introduced the concept of workers outside traditional employer-employee work-arrangements, such as 'gig workers' and 'platform workers' and provides for the mandatory registration of such workers in order to enable these workers to avail benefits of, among others, life and disability cover, health and maternity benefits and old age protection, under schemes framed under the Social Security Code from time to time. Further, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50% of the wages payable to employees. The implementation of such laws have the ability to increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

We have not fully determined the impact of these recent and proposed laws and regulations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Any increase in the compliance requirements as result of a change in law, regulation or policy, may require us to divert additional resources, including management time and costs towards such increased compliance requirements. Additionally, our management may be required to divert substantial time and effort towards meeting such enhanced compliance requirements and may be unable to devote adequate time and efforts towards our business, which may have an adverse effect on our future business, prospects, financial condition and results of operations. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings, or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

There can be no guarantee that we will be able to comply with any increased or more stringent regulatory requirements, in part or at all. Failure to comply with such further regulatory requirements could lead to regulatory actions, including penalties, which may have an adverse effect on our future business, prospects, financial condition, cash flows and results of operations.

**48.** ***India's sovereign credit rating by an international rating agency could adversely affect our business and results of operations.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating improved from Baa3 with a "negative" outlook to Baa3 with a "stable" outlook by Moody's in October 2021 and was affirmed to be BBB with a "negative" outlook by Fitch in November 2021; and from BBB to BBB "low" by DBRS in May 2021. India's sovereign rating from S&P is BBB- with a "stable" outlook. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for reasons beyond our control such as, upon a change of government tax or fiscal policy. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

**49.** ***Political changes, natural disasters and other macroeconomic factors could adversely affect economic conditions in India***

Our Company is incorporated in India and all of its assets are located in India. Consequently, our performance and the market price of the Equity Shares may be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporations;
- epidemic, pandemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries, such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 pandemic;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters (such as typhoons, flooding, earthquakes and fires) which may cause us to suspend our operations;
- prevailing regional or global economic conditions, including in India's principal export markets;
- other significant regulatory or economic developments in or affecting India or its consumption sector;
- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery, anti-money laundering and anti-corruption laws;
- protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements;
- logistical and communications challenges;
- downgrading of India's sovereign debt rating by rating agencies;
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis; and
- being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Significant political, regulatory and economic uncertainty remains about how the precise terms of the relationship between the parties will differ from the terms before withdrawal, and more generally, as to the impact of Brexit on the general economic conditions in the United Kingdom and the European economies and any consequential impact on global financial markets. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries.

These developments, or the perception that any related developments could occur, have had and may continue to have a material adverse effect on global economic conditions and financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

**51.** ***If inflation rises in India, increased costs may result in a decline in profits.***

Inflation rates in India have been volatile in recent years, and such volatility may continue. India has experienced high inflation in the recent past. Increasing inflation in India could cause a rise in the costs of rent, wages, raw materials and other expenses. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business and financial condition. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows. Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

**52.** ***Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.***

Our Restated Financial Statements for Financial Years 2019, 2020 and 2021 and six months ended September 30, 2021 included in this Draft Red Herring Prospectus are presented in accordance with Ind AS, and restated in accordance with the requirements of Section 26 of part I of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI. Ind AS differs from accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and U.S. GAAP. Accordingly, the degree to which the Financial Information, which are restated as per the SEBI ICDR Regulations and included in this Draft Red Herring Prospectus, will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

**53.** ***Our business and activities may be regulated by the Competition Act, 2002 and any breach thereof may invite sanctions.***

The Competition Act prohibits any anti-competition agreement or arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India. Any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services in any manner by way of allocation of geographical area, type of goods or services or number of Consumers in the relevant market or in any other similar way or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition.

The Competition Act also prohibits abuse of a dominant position by any enterprise. The combination regulation (merger control) provisions under the Competition Act, notified and brought into force with effect from June 1, 2011, require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India, or CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. Any breach of the provisions of Competition Act, may attract substantial monetary penalties.

The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. We are not currently party to any outstanding proceedings, nor have we ever received any notice in relation to non-compliance with the Competition Act. Any enforcement proceedings initiated by the CCI in future, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI may affect our business, financial condition and results of operations.

**54.** ***Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares. Accordingly, our ability to raise foreign capital may be constrained.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Further, under applicable foreign exchange regulations in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified under applicable law. If a transfer of shares is not in compliance with such requirements and does not fall under any of the permissible exceptions, then prior approval of the relevant regulatory authority is required. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness.

Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. We cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

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

**Risks Related to the Offer**

**55.** ***Our Equity Shares have never been publicly traded, and after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the Offer Price may not be indicative of the market price of the Equity Shares after the Offer.***

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The Offer Price will be based on numerous factors, as described in the section "***Basis for Offer Price***" beginning on page 107. This price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all, and may as a result lose all or a part of your investment.

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

There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

**56.** ***Investors may be subject to Indian taxes arising out of income arising on the sale of the Equity Shares.***

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of listed equity shares held for more than 12 months, which are sold using any other platform other than on a recognised stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of Securities Transaction Tax ("**STT**"), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions.

Under the Finance Act, 2018, with effect from April 1, 2018, the tax payable by an assessee on the capital gains arising from transfer of long term capital asset (introduced as section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 10%, where the long-term capital gains exceed ₹100,000, subject to certain exceptions in case of a resident individuals and HUF. The Finance Act, 2018 provides that existing investors are eligible for relief on such capital gains accrued until January 31, 2018 and any long-term capital gains made after January 31, 2018 shall be subject to taxation.

The Finance Act, 2020 ("**Finance Act**"), passed by the Parliament of India stipulates the sale, transfer and issue of certain securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. Under the Finance Act, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders and such taxes will be withheld by the Indian company paying dividends. Additionally, the Finance Act does not require DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

Further, the Government of India has announced the union budget for the Financial Year 2023, by introducing the Finance Bill in Lok Sabha on February 1, 2022. The Finance Bill is scheduled to be passed in the ongoing budget session of the Parliament. We have not fully determined the impact of these recent and proposed laws and regulations on our business. We cannot predict whether any amendments made pursuant to the Finance Bill would have an adverse effect on our business, financial condition and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Historically, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

Further, we cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition, results of operations and cash flows. Moreover, while we are and will continue to adhere to the GST rules and regulations, there can be no assurance that our relevant counterparties will do so.

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or demat accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant and trading approvals from the Stock Exchanges is expected to be completed within the period as may be prescribed under applicable law. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

**59.** ***There is no guarantee that our Equity Shares will be listed on the BSE and NSE pursuant to the Offer in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to the Offer and until Allotment of Equity Shares pursuant to the Offer.

In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

**60.** ***The Offer Price may not be indicative of the market price of the Equity Shares after the Offer.***

The Offer Price will be determined by the Book Building Process and may not be indicative of prices that will prevail in the open market following the Offer. The market price of the Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- the failure of securities analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and business partners;
- future sales of the Equity Shares by our Company or our Shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal or industrial regulations;
- results of operations that vary from the expectations of securities analysts and investors;
- fluctuations in stock market prices and volume;
- the public's reaction to our press releases and adverse media reports; and
- general economic and stock market conditions.

As a result of these factors, investors may not be able to resell their Equity Shares at or above the Offer Price. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. There can be no assurance that the investor will be able to resell their Equity Shares at or above the Offer Price. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

**61.** ***Investors may have difficulty in enforcing foreign judgments against our Company or our management.***

Our Company is a limited liability company incorporated under the laws of India. All of our directors and officers are residents of India. Further, all of our Company's assets and the assets of our Directors and executive officers resident in India are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons outside India or to enforce judgments obtained against our Company or such parties outside India.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The United Kingdom, Singapore, United Arab Emirates, and Hong Kong have been declared by the Government of India to be reciprocating territories for purposes of Section 44A of the Civil Code. Section 44A of the Civil Code provides that where a foreign judgment has been rendered by a superior court, within the meaning of such section, in any country or territory outside of India which the GoI has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgment under Section 13 of the Civil Code, and not by proceedings in execution. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognise the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud, and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the Civil Code, such presumption may be displaced by proving that the court did not have jurisdiction. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties.

Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. A final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. Any such suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India.

However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action is brought in India. Moreover, it is unlikely that an Indian court would award damages to the extent awarded in a final judgment rendered outside India if it believes that the amount of damages awarded were excessive or inconsistent with public policy or Indian law. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI under the FEMA to execute such a judgment or to repatriate any amount recovered.

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

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

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

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

Under the Companies Act, a company having share capital and incorporated in India is required to offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolution. However, if the laws of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

64. ***Any future issuance of Equity Shares or convertible securities or other equity linked securities by our Company may dilute your shareholding and sales of the Equity Shares by our major Shareholders may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares or securities linked to the Equity Shares by our Company, including issuance of Equity Shares to employees or former employees upon exercise of vested options held by them under the ESOP Schemes, may dilute your shareholding. Any such future issuance of Equity Shares or future sales of the Equity Shares by any of our significant Shareholders may also adversely affect the trading price of the Equity Shares and impact our ability to raise funds through an offering of our securities or by incurring debt. Any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. Additionally, the disposal, pledge or encumbrance of the Equity Shares by any of our significant Shareholders, or the perception that such transactions may occur, may affect the trading price of the Equity Shares. There can be no assurance that we will not issue further Equity Shares or that our existing Shareholders will not dispose of further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of Shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

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

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

66. ***A third party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian law.***

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations

## SECTION III – INTRODUCTION

## THE OFFER

The following table summarizes details of the Offer.

| | |
|---|---|
| **Offer** | Up to [●] Equity Shares aggregating up to ₹ [●] million |
| *Of which:* | |
| Fresh Issue(1)# (2) | Up to [●] Equity Shares aggregating to ₹ 1,500 million |
| Offer for Sale(3) | Up to 9,468,297 Equity Shares aggregating up to ₹ [●] million |
| | |
| The Offer comprises: | |
| **A. QIB Portion** (4) | Not more than [●] Equity Shares |
| *Of which:* | |
| Anchor Investor Portion(5) | Up to [●] Equity Shares |
| Net QIB Portion (assuming Anchor Investor Portion is fully subscribed) | [●] Equity Shares |
| *Of which:* | |
| Available for allocation to Mutual Funds only (5% of the Net QIB Portion) | [●] Equity Shares |
| Balance for all QIBs including Mutual Funds | [●] Equity Shares |
| **B. Non-Institutional Portion**(4) | Not less than [●] Equity Shares |
| **C. Retail Portion**(4) | Not less than [●] Equity Shares |
| | |
| **Pre and post-Offer Equity Shares** | |
| Equity Shares outstanding prior to the Offer | 48,525,000 Equity Shares |
| Equity Shares outstanding after the Offer | [●] Equity Shares |
| | |
| **Utilisation of Net Proceeds** | For details, see "***Objects of the Offer***" on page 97. |

*(1) Our Board has authorised the Offer, pursuant to their resolutions dated December 30, 2021 and January 13, 2022. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated December 31, 2021.*

*(2) Our Company may, in consultation with the BRLMs, consider a Pre-IPO Placement of Equity Shares aggregating up to ₹ 300 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, it will be at an issue price to be decided by our Company and the Selling Shareholders in consultation with the BRLMs and the Fresh Issue size will be reduced to the extent of the quantum of such Pre-IPO Placement undertaken, subject to the Offer (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) complying with rule 19(2)(b) of the SCRR*

*(3) The Equity Shares being offered by the Selling Shareholders have been held for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus with SEBI, and are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. The Selling Shareholders, severally and not jointly, have confirmed and authorised their respective participation in the Offer for Sale, as stated below.*

| ***Name of the Selling Shareholder*** | ***Date of consent letter*** | ***Date of board resolution/corporate authorization, if applicable*** | ***Maximum number of Offered Shares (up to)*** |
|---|---|---|---|
| *Abhinav Singh* | *January 24, 2022* | *N.A.* | *1,539,318* |
| *Arunabh Singh* | *January 24, 2022* | *N.A.* | *1,539,318* |
| *Gaurav Abrol* | *January 24, 2022* | *N.A.* | *1,539,318* |
| *Pranjal Kumar* | *January 24, 2022* | *N.A.* | *1,539,318* |
| *Boomerang Technology LLP* | *January 24, 2022* | *January 13, 2022* | *1,839,418* |
| *TSSR Technology LLP* | *January 24, 2022* | *January 13, 2022* | *1,471,607* |
| ***Total*** | | | ***9,468,297*** |

*For further information, see "**Capital Structure**" beginning on page 83. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated February 4, 2022.*

*(4) Subject to valid bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Under-subscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.*

*(5) Our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors in the Offer. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. For further information, see "**Offer Procedure**" beginning on page 334.*

Allocation to all categories, other than Anchor Investors, if any, and Retail Individual Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis.

For further details, including in relation to grounds for rejection of Bids, refer to "***Offer Structure***" and "***Offer Procedure***", beginning on pages 331 and 334, respectively. For details of the terms of the Offer, see "***Terms of the Offer***", beginning on page 325.

## SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Statements. The summary financial information presented below should be read in conjunction with '***Financial Information***' and '***Management's Discussion and Analysis of Financial Condition and Results of Operations***' on pages 216 and 278, respectively.

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## Restated Statement of Assets and Liabilities

(All amounts in Rs. millions, unless otherwise stated)

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| **Non-current assets** | | | | |
| a) Property, plant and equipment | 278.16 | 256.49 | 250.37 | 245.83 |
| b) Right of use assets | 385.79 | 404.42 | 473.84 | 187.23 |
| c) Intangible assets | 24.26 | 27.30 | 33.77 | 38.85 |
| d) Intangible assets under development | 2.00 | - | - | - |
| e) Financial assets | | | | |
| i) Investments | - | - | - | 19.99 |
| ii) Others | 160.61 | 22.38 | 17.16 | 11.92 |
| f) Deferred tax assets (net) | 0.02 | - | - | - |
| g) Non-current tax assets (net) | 6.74 | 6.74 | 108.61 | 45.80 |
| h) Other assets | 3.93 | 1.37 | 3.74 | 0.54 |
| **Total non-current assets** | **861.51** | **718.70** | **887.49** | **550.16** |
| **Current assets** | | | | |
| a) Financial assets | | | | |
| i) Trade receivables | 435.83 | 388.11 | 496.90 | 456.43 |
| ii) Cash and cash equivalents | 6.29 | 75.08 | 53.45 | 59.92 |
| iii) Others | 441.69 | 255.00 | 72.23 | 10.59 |
| b) Other current assets | 3.30 | 3.29 | 1.20 | 1.80 |
| **Total current assets** | **887.11** | **721.48** | **623.78** | **528.74** |
| **Total assets** | **1,748.62** | **1,440.18** | **1,511.27** | **1,078.90** |
| **EQUITY AND LIABILITIES** | | | | |
| **Equity** | | | | |
| a) Equity share capital | 10.00 | 10.00 | 8.05 | 8.05 |
| b) Other equity | 880.36 | 637.02 | 443.13 | 350.88 |
| **Total equity** | **890.36** | **647.02** | **451.18** | **358.93** |
| **LIABILITIES** | | | | |
| **Non-current liabilities** | | | | |
| a) Financial liabilities | | | | |
| i) Borrowings | 84.80 | 99.41 | 62.96 | 59.97 |
| ii) Lease liabilities | 268.62 | 287.17 | 354.98 | 124.29 |
| b) Provisions | 18.61 | 17.13 | 13.36 | 8.98 |
| c) Deferred tax liabilities (net) | - | 2.46 | 10.02 | 14.66 |
| **Total non-current liabilities** | **372.03** | **406.17** | **441.32** | **207.90** |
| **Current liabilities** | | | | |
| a) Financial liabilities | | | | |
| i) Borrowings | 47.79 | 54.76 | 253.06 | 285.35 |
| ii) Lease liabilities | 116.68 | 108.07 | 93.50 | 34.48 |
| iii) Trade payables | | | | |
| (A) total outstanding dues of micro enterprises and small enterprises | 3.90 | 0.25 | 1.47 | 4.92 |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises | 56.21 | 39.94 | 89.92 | 74.62 |
| iv) Other financial liabilities | 150.91 | 122.87 | 105.29 | 62.47 |
| b) Other current liabilities | 48.94 | 51.21 | 71.52 | 46.39 |
| c) Provisions | 6.07 | 6.69 | 4.01 | 3.84 |
| d) Current tax liabilities (net) | 55.73 | 3.20 | - | - |
| **Total current liabilities** | **486.23** | **386.99** | **618.77** | **512.07** |
| **Total liabilities** | **858.26** | **793.16** | **1,060.09** | **719.97** |
| **Total equity and liabilities** | **1,748.62** | **1,440.18** | **1,511.27** | **1,078.90** |

**Restated Statement of Profit and Loss**

(All amounts in Rs. millions, unless otherwise stated)

| Particulars | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| **Income** | | | | |
| Revenue from operations | 1,805.54 | 2,739.42 | 2,481.29 | 1,594.10 |
| Other income | 3.92 | 11.65 | 2.92 | 3.68 |
| **Total income** | **1,809.46** | **2,751.07** | **2,484.21** | **1,597.78** |
| **Expenses** | | | | |
| Employee benefits expense | 897.81 | 1,327.48 | 1,131.01 | 657.73 |
| Finance costs | 23.48 | 53.93 | 51.28 | 33.61 |
| Depreciation and amortisation expense | 88.86 | 174.53 | 137.10 | 78.40 |
| Other expenses | 474.44 | 919.36 | 1,045.12 | 766.47 |
| **Total expenses** | **1,484.59** | **2,475.30** | **2,364.51** | **1,536.21** |
| **Profit before tax** | **324.87** | **275.77** | **119.70** | **61.57** |
| **Tax expense** | | | | |
| Current tax | **84.35** | **81.05** | **36.49** | **20.43** |
| Deferred tax (credit) | (2.57) | (6.44) | (5.74) | (5.22) |
| **Profit after tax for the period/year** | **243.09** | **201.16** | **88.95** | **46.36** |
| **Other comprehensive income** | | | | |
| **Items that will not be reclassified to profit or loss in subsequent periods** | | | | |
| Remeasurements of defined benefit plans | 0.34 | (4.38) | (2.30) | (0.95) |
| Income tax related to above item | (0.09) | 1.12 | 0.59 | 0.26 |
| **Other comprehensive income/(loss) for the period/year, net of tax** | **0.25** | **(3.26)** | **(1.71)** | **(0.69)** |
| **Total comprehensive income for the period/year** | **243.34** | **197.90** | **87.24** | **45.67** |

## Restated Statement of Cash Flows

(All amounts in Rs. millions, unless otherwise stated)

| | Particulars | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|---|
| **A.** | **Cash flows from operating activities** | | | | |
| | **Profit before tax** | **324.87** | **275.77** | **119.70** | **61.57** |
| | **Adjustments for :** | | | | |
| | Depreciation on property, plant and equipment | 24.30 | 49.30 | 50.54 | 41.08 |
| | Amortisation of right of use assets | 59.88 | 116.14 | 77.81 | 29.05 |
| | Amortisation on intangible assets | 4.68 | 9.09 | 8.75 | 8.27 |
| | Bad debts written off | 7.26 | 20.50 | 2.02 | - |
| | Loss on sale of property, plant and equipment | - | 1.90 | - | 0.35 |
| | Provision for doubtful debts | 1.48 | 0.66 | 1.46 | 1.52 |
| | Interest expense | 23.48 | 53.63 | 50.70 | 33.61 |
| | Gain on early termination of leases | - | (2.07) | - | - |
| | Interest income | (3.59) | (9.48) | (2.58) | (3.44) |
| | | **442.36** | **515.44** | **308.40** | **172.01** |
| | **Changes in operating assets and liabilities:** | | | | |
| | (Increase) in other current and non-current financial assets | (201.53) | (187.23) | (75.41) | (4.58) |
| | (Increase)/ Decrease in trade receivables | (56.47) | 87.63 | (43.95) | (147.44) |
| | (Increase)/ Decrease in other current assets | (0.01) | (2.08) | 0.59 | 86.66 |
| | (Decrease) in current and non-current provisions | 1.20 | 2.07 | 2.27 | 1.28 |
| | Increase/ (Decrease) in trade payables | 19.93 | (51.21) | 11.85 | 64.00 |
| | Increase/ (Decrease) in current financial liabilities | 27.34 | 27.50 | 46.53 | (37.62) |
| | (Decrease)/Increase in other current liabilities | (2.27) | (20.31) | 25.13 | (7.45) |
| | **Cash generated from operations** | **230.55** | **371.81** | **275.41** | **126.86** |
| | Income taxes paid (net of refund received) | (31.80) | 30.24 | (99.38) | (97.35) |
| | **Net cash flow from operating activities (A)** | **198.75** | **402.05** | **176.03** | **29.51** |
| **B.** | **Cash flows from investing activities** | | | | |
| | Payment for purchase of property, plant and equipment | (47.83) | (64.93) | (61.92) | (53.61) |
| | Payment for purchase of intangible assets | (3.64) | (2.62) | (3.67) | (1.00) |
| | Sale of investments | - | - | 19.99 | - |
| | Proceeds from sale of property, plant and equipment | - | 0.04 | - | 3.73 |
| | Investments in bank deposits | (121.73) | - | - | - |
| | Interest income | 1.92 | 0.15 | - | - |
| | **Net cash (outflow)/ inflow from investing activities (B)** | **(171.28)** | **(67.36)** | **(45.60)** | **(50.88)** |
| **C.** | **Cash flows from financing activities** | | | | |
| | Receipt of term loan from banks | 6.38 | 66.37 | 5.58 | 40.47 |
| | Repayment of term loans from banks | (13.71) | (17.66) | - | - |
| | Repayment of working facilities to banks (net) | - | (211.43) | - | - |
| | Receipt of working facilities from banks (net) | 1.93 | - | 9.06 | 121.04 |
| | Redemption of preference shares | - | - | (50.00) | - |
| | Receipt of loan from related parties | 16.10 | 69.39 | 60.00 | 17.60 |
| | Repayment of loan to related parties | (32.39) | (70.71) | (53.94) | (48.65) |
| | Interest on term loan and working capital facilities | (5.01) | (15.54) | (23.70) | (19.07) |
| | Lease rental paid | (69.56) | (133.48) | (83.90) | (31.56) |
| | **Net cash (outflow)/ inflow from financing activities (C)** | **(96.26)** | **(313.06)** | **(136.90)** | **79.83** |
| **D.** | **Net (decrease) / increase in cash and cash equivalents (A+B+C)** | **(68.79)** | **21.63** | **(6.47)** | **58.46** |
| **E.** | **Cash and cash equivalents at the beginning of the period /year** | 75.08 | 53.45 | 59.92 | 1.46 |
| | **Cash and cash equivalents at the end of the period/year (D+E)** | **6.29** | **75.08** | **53.45** | **59.92** |

*Reconciliation of cash and cash equivalents as per the cash flow statement*

| | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Cash and cash equivalents comprise of:** | | | | |
| Cash on hand | 0.32 | 0.25 | 0.24 | 0.32 |
| Bank balances [refer note 14] | | | | |
| In current accounts | 0.00 | 60.70 | 53.21 | 59.60 |
| Debit balance in working capital facility account | 5.97 | 14.13 | - | - |
| **Total** | **6.29** | **75.08** | **53.45** | **59.92** |

## Restated Statement of Cash Flows

**Reconciliation of liabilities arising from financing activities**

| Particulars | Short term borrowings | Long term borrowings | Lease liabilities |
|---|---|---|---|
| **As at April 01, 2018** | **132.80** | **77.75** | **103.40** |
| **Cash flows** | | | - |
| Lease rental paid | | - | (31.56) |
| Receipt of loan | 138.64 | 40.47 | - |
| Repayment of loan | (48.65) | - | - |
| **Non cash changes** | | | |
| Interest on liability component of compound financial instruments | - | 4.29 | - |
| Additions of lease liabilities | - | - | 76.68 |
| Interest expense on lease liabilities | - | - | 10.25 |
| **As at March 31, 2019** | **222.79** | **122.51** | **158.77** |
| **Cash flows** | | | |
| Lease rental paid | - | - | (83.90) |
| Receipt of loan | 69.06 | 5.58 | - |
| Repayment of loan | (53.94) | (50.00) | - |
| **Non cash changes** | | | |
| Additions of lease liabilities | - | - | 346.61 |
| Interest expense on lease liabilities | - | - | 27.00 |
| **As at March 31, 2020** | **237.91** | **78.09** | **448.48** |
| **Cash flows** | | | |
| Lease rental paid | - | - | (133.48) |
| Receipt of loan | 69.39 | 66.37 | - |
| Repayment of loan | (282.14) | (17.66) | - |
| **Non cash changes** | | | |
| Liability component of compound financial instruments | - | 2.05 | - |
| Interest on liability component of compound financial instruments | - | 0.16 | - |
| Additions of lease liabilities | - | - | 80.08 |
| Interest expense on lease liabilities | - | - | 37.93 |
| Deletion of lease liabilities | - | - | (37.77) |
| **As at March 31, 2021** | **25.16** | **129.01** | **395.24** |
| **Cash flows** | | | |
| Lease rental paid | - | - | (69.56) |
| Receipt of loan | 18.03 | 6.38 | - |
| Repayment of loan | (32.39) | (13.71) | - |
| **Non cash changes** | | | |
| Interest on liability component of compound financial instruments | - | 0.10 | - |
| Additions of lease liabilities | - | - | 41.25 |
| Interest expense on lease liabilities | - | - | 18.37 |
| **As at September 30, 2021** | **10.80** | **121.78** | **385.30** |

The accompanying notes are an integral part of the restated financial information.

As per our report of even date.

## GENERAL INFORMATION

Our Company was incorporated as "Cogent E-Services Private Limited" under the Companies Act, 1956, as a private limited company, pursuant to a certificate of incorporation dated June 15, 2004, issued by the RoC. Subsequently, pursuant to resolution passed by our Board at its meeting dated December 30, 2021 and resolution passed by our Shareholders at their EGM dated December 31, 2021, our Company was converted into a public limited company, and our Company's name was changed to "Cogent E-Services Limited" and a fresh certificate of incorporation dated January 11, 2022, was issued by the RoC.

**Registered Office of our Company**

Level 2, Elegance Tower, Mathura Road
Jasola, New Delhi 110 025
Delhi, India
**Telephone**: +91 11 6635 1066

**Corporate Office of our Company**

C-100, Sector 63, Noida
Gautam Buddha Nagar 201 301
Uttar Pradesh, India
**Telephone:** +91 120 483 2550

**Corporate Identity Number:** U72300DL2004PLC126944

**Registration Number:** 126944

**Address of the RoC**

Our Company is registered with the RoC, with its office located at the address set forth below.

**The Registrar of Companies, National Capital Territory of Delhi and Haryana**
4th Floor, IFCI Tower 61
Nehru Place
New Delhi 110 019
Delhi, India

**Board of Directors of our Company**

Details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus are set forth below.

| Name and Designation | DIN | Address |
|---|---|---|
| **Abhinav Singh**<br>*Chairman and Managing Director* | 01351622 | A-23, Sector 105, Noida, Gautam Buddha Nagar 201 301 Uttar Pradesh, India |
| **Gaurav Abrol**<br>*Chief Executive Officer and Executive Director* | 01605911 | A-118, Sector 105, Noida, Gautam Buddha Nagar 201 304 Uttar Pradesh, India |
| **Pranjal Kumar**<br>*Chief of Corporate Affairs and Executive Director* | 00400950 | A-7, Sector 105, Noida, Gautam Buddha Nagar 201 301, Uttar Pradesh, India |
| **Ajay Shankar**<br>*Non-Executive Independent Director* | 01800443 | Flat No. 603, Tower 6, Parasnath Prestige Apartments, Noida 201 301 Uttar Pradesh, India |
| **Deepak Singhal**<br>*Non-Executive Independent Director* | 08375146 | 2101, C-Wing, Raheja Ridgewood, Western Express Highway, near NESCO, Goregaon (E), Mumbai 400 062 Maharashtra, India |
| **Swasti Aggarwal**<br>*Non-Executive Independent Director* | 06613537 | 26, Sports Villa, Jaypee Greens, Greater Noida, Tugalpur, Gautam Buddha Nagar 201 310 Uttar Pradesh, India |

For further details of our Board of Directors, see "***Our Management – Board of Directors***" beginning on page 194.

**Filing of this Draft Red Herring Prospectus**

A copy of this Draft Red Herring Prospectus has been filed electronically with the SEBI at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*", and will also be uploaded on the SEBI intermediary portal at siportal.sebi.gov.in, in accordance with circular no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 issued by SEBI and Regulation 25(8) of the SEBI ICDR Regulations.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act would be filed with the RoC, and a copy of the Prospectus shall be filed with the RoC as required under Sections 26 and 32 of the Companies Act and through the electronic portal at www.mca.gov.in.

**Company Secretary and Compliance Officer**

Niharika Agarwal is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth below.

**Niharika Agarwal**
C-100, Sector 63, Noida
Gautam Buddha Nagar 201 301
Uttar Pradesh, India
**Telephone:** +91 120 483 2550
**E-mail:** cs@cogenteservices.com

**Investor Grievances**

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer-related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode or other means. For all Offer related-queries and for redressal of complaints, investors may also write to the BRLMs.

All Offer-related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid-cum-Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid-cum-Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the Sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

**Book Running Lead Managers**

**DAM Capital Advisors Limited**
*(Formerly IDFC Securities Limited)*
One BKC, Tower C
15th Floor, Unit No. 1511
Bandra Kurla Complex
Bandra (East), Mumbai – 400 051

Maharashtra, India
**Tel**: +91 22 4202 2500
**E-mail**: cogent.ipo@damcapital.in
**Investor Grievance E-mail**: complaint@damcapital.in
**Website**: www.damcapital.in
**Contact Person**: Gunjan Jain/Nidhi Gupta
**SEBI Registration No.**: MB/INM000011336

**IIFL Securities Limited**
10th Floor, IIFL Centre
Kamala City, Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India
**Telephone:** +91 22 4646 4600
**E-mail:** cogent.ipo@iiflcap.com
**Website:** www.iiflcap.com
**Investor Grievance E-mail:** ig.ib@iiflcap.com
**Contact Person:** Devendra Maydeo/Nishita Mody
**SEBI Registration No.:** INM000010940

**Statement of inter-se allocation of responsibilities amongst the BRLMs**

The responsibilities and coordination by the BRLMs for various activities in this Offer are as set forth below.

| Sr. No. | Activity | Responsibility | Co-ordination |
|---|---|---|---|
| 1. | Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy | DAM Capital and IIFL | DAM Capital |
| 2. | Due diligence of Company including its operations / management / business plans / legal etc., Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus, Offer Agreement, and Underwriting Agreements and RoC filing | DAM Capital and IIFL | DAM Capital |
| 3. | Drafting and approval of all statutory advertisements | DAM Capital and IIFL | DAM Capital |
| 4. | Drafting and approval all publicity material other than statutory advertisements as mentioned in point 3 above, including corporate advertising and brochures and filing of media compliance report with SEBI. | DAM Capital and IIFL | IIFL |
| 5. | Appointment of Registrar and Ad agency (including coordination of agreements) | DAM Capital and IIFL | DAM Capital |
| 6. | Appointment of all other intermediaries including Printer, Banker (s) to the Offer, Syndicate, Monitoring Agency, etc. (including coordination of all agreements) | DAM Capital and IIFL | IIFL |
| 7. | Preparation of road show presentation and FAQs for the road show team | DAM Capital and IIFL | DAM Capital |
| 8. | International institutional marketing of the Offer, which will cover, inter alia:<br>• Institutional marketing strategy<br>• Finalising the list and division of international investors for one-to-one meetings<br>• Finalising international road show and investor meeting schedules | DAM Capital and IIFL | IIFL |
| 9. | Domestic institutional marketing of the Offer, which will cover, inter alia:<br>• Finalising the list and division of domestic investors for one-to-one meetings<br>• Finalising domestic road show and investor meeting schedules | DAM Capital and IIFL | DAM Capital |
| 10. | Conduct non-institutional marketing of the Offer | DAM Capital and IIFL | DAM Capital |

| Sr. No. | Activity | Responsibility | Co-ordination |
|---|---|---|---|
| 11. | Conduct retail marketing of the Offer, which will cover, inter-alia:<br>• Finalising media, marketing, public relations strategy and publicity budget<br>• Finalising collection centres<br>• Finalising centres for holding conferences for brokers etc.<br>• Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material | DAM Capital and IIFL | IIFL |
| 12. | Coordination with Stock Exchanges for anchor intimation, for book building software, bidding terminals and mock trading, 1% security deposit to the designated stock exchange. | DAM Capital and IIFL | DAM Capital |
| 13. | Managing the book and finalization of pricing in consultation with Company and Selling Shareholder | DAM Capital and IIFL | DAM Capital |
| 14. | Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable.<br>Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government and filing of the securities transactions tax return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004.<br>Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of all post Offer reports including the initial and final post Offer report to SEBI. | DAM Capital and IIFL | IIFL |

**Syndicate Members**

[●]

**Legal Advisors to the Offer**

**Legal Counsel to the Company as to Indian Law**

**Shardul Amarchand Mangaldas & Co**
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020 Delhi, India
**Tel**: +91 11 4159 0700

**International Legal Counsel to the Company**

**DLA Piper Singapore Pte. Ltd.**
80 Raffles Place #48-01
UOB Plaza 1
Singapore 048624

**Tel:** +65 6512 9595

**Legal Counsel to the BRLMs as to Indian Law**

**Trilegal**
17th Floor, Tower B
Peninsula Business Park
Ganpat Rao Kadam Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India
**Tel**: +91 22 4079 1000

**Registrar to the Offer**

**Link Intime India Private Limited**
C 101, 247 Park, L.B.S. Marg
Vikhroli (West)
Mumbai 400 083
Maharashtra, India
**Tel**: +91 22 4918 6200
**E-mail**: cogent.ipo@linkintime.co.in
**Website**: www.linkintime.co.in
**Investor grievance E-mail:** cogent.ipo@linkintime.co.in
**Contact Person:** Shanti Gopalkrishnan
**SEBI Registration No.**: INR000004058

**Bankers to the Offer**

***Escrow Collection Bank(s)***

[●]

***Public Offer Account Bank(s)***

[●]

***Refund Bank(s)***

**[●]**

***Sponsor Bank(s)***

**[●]**

**Joint Statutory Auditors of our Company**

**A A A M & Co LLP, Chartered Accountants**
A-58, 1st Floor
Sector-65
Noida 201 301
Uttar Pradesh, India
**Telephone:** +91 120 2406 700
**E-mail**: atul@aaaca.in
**Peer Review number**: 011839
**Firm Registration number**: 08113C|C400292
**LLPIN**: AAT-1669

**Walker Chandiok & Co LLP, Chartered Accountants**
21st Floor, DLF Square

Jacaranda Marg, DLF Phase II
Gurugram 122 002
Haryana, India
**Telephone:** +91 124 462 8000
**E-mail**: neeraj.goel@walkerchandiok.in
**Peer Review number**: 011707
**Firm Registration number**: 001076N/N500013
**LLPIN**: AAC-2085

**Changes in Auditors**

Except as disclosed below, there have been no changes in the statutory auditors of our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus:

| S. No. | Particulars | Date of change | Reason for change |
|---|---|---|---|
| **1.** | **Walker Chandiok & Co LLP, Chartered Accountants**<br>21st Floor, DLF Square<br>Jacaranda Marg, DLF Phase II<br>Gurugram 122 002<br>Haryana, India<br>Telephone: +91 124 462 8000<br>E-mail: neeraj.goel@walkerchandiok.in<br>Peer Review number: 011707<br>Firm registration number: 001076N/N500013 | November 10, 2021 | Appointed as a joint statutory auditor |

**Bankers to our Company**

**ICICI Bank Limited**
ICICI Tower, Bandra Kurla Complex
Mumbai 400 051
Maharashtra, India
**E-mail:** malvika.hustu@icicibank.com
**Tel:** +91 8527983363
**Website:** www.icicibank.com
**Contact Person:** Malvika Hustu

**HDFC Bank Limited**
B 7/3, Asaf Ali Road, Darya Ganj
New Delhi 110,002
Delhi, India
**E-mail:** kunal.mahajan1@hdfcbank.com
**Tel:** +91 9811691189
**Website:** www.hdfcbank.com
**Contact Person:** Kunal Mahajan

**Self Certified Syndicate Banks**

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time.

A list of the Designated SCSB Branches with which an ASBA Bidder (other than an RIB using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the ASBA Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, and at such other websites as may be prescribed by SEBI from time to time.

**SCSBs enabled for UPI Mechanism**

In accordance with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 issued by the SEBI, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, respectively.

**Syndicate SCSB Branches**

In relation to Bids (other than Bids by Anchor Investors) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

**Broker Centres/Designated CDP Locations/ Designated RTA Locations**

In accordance with circular no. CIR/CFD/14/2012 dated October 4, 2012 and circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI, Bidders (other than Anchor Investors) can submit Bid cum Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and at the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. The list comprising the details of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34and updated from time to time.

**Grading of the Offer**

No credit agency registered with SEBI has been appointed for grading for the Offer.

**Monitoring Agency**

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of the SEBI ICDR Regulations.

**Expert**

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

Our Company has received written consents dated Feburary 4, 2022 from A A A M & Co LLP, Chartered Accountants and Walker Chandiok & Co LLP, Chartered Accountants, respectively, to include their name as required under Section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2 (38) of the Companies Act, to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their (i) examination report, dated January 28, 2022 on our Restated Financial Statements; (ii) their report dated February 4, 2022 on the statement of special tax benefits with respect to our Company and its shareholders included in this Draft Red Herring Prospectus, and (iii) in the case of A A A M & Co LLP, Chartered Accountants, their capacity as the independent chartered accountants of our Company and the certificates issued by them in respect thereof. Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

**Appraising Entity**

None of the objects for which the Net Proceeds will be utilized, have been appraised by any bank/financial institution.

**Credit Rating**

As the Offer is of Equity Shares, credit rating is not required.

**Debenture Trustees**

As the Offer is of Equity Shares, the appointment of a debenture trustee is not required.

**Green Shoe Option**

No green shoe option is contemplated under the Offer.

**Book Building Process**

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidder on the basis of this Draft Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band which will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs and minimum Bid lot which will be decided by our Company, in consultation with the BRLMs and advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective website. The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid/Offer Closing Date.

**All Investors (other than Anchor Investors) shall mandatorily participate in this Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process.**

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

**For further details on method and process of Bidding, see *"Offer Procedure"* and "*Offer Structure*" on pages 334 and 331, respectively.**

**The Book Building Process is subject to change. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid in the Offer.**

Investors should note the Offer is also subject to obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment within six Working Days of the Bid/Offer Closing Date or such other time period as prescribed under applicable law.

For an illustration of the Book Building Process, price discovery process and allocation, see "***Offer Procedure***" beginning on page 334.

**Underwriting Agreement**

After the determination of the Offer Price and determination of allocation of Equity Shares, but prior to filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into the Underwriting Agreement with the Underwriters and the Registrar for the Equity Shares proposed to be offered pursuant to the Offer. The extent of underwriting obligations and the Bids to be underwritten by each BRLM shall be as per the

Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

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

| Name, address, telephone number and e-mail address of the Underwriters | Indicative number of Equity Shares to be Underwritten | Amount underwritten (₹ in million) |
|---|---|---|
| [●] | [●] | [●] |
| **Total** | [●] | [●] |

The abovementioned amounts are provided for indicative purposes only and would be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations. In the opinion of our Board (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI as merchant bankers or registered as brokers with the Stock Exchange(s). Our Board/IPO Committee, at its meeting held on [●], has approved the execution of the Underwriting Agreement by our Company.

Allocation amongst the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to Investors procured by them in accordance with the Underwriting Agreement. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

## CAPITAL STRUCTURE

The share capital of our Company, as on the date of this Draft Red Herring Prospectus, is set forth below.

*(in ₹, except share data)*

| | Particulars | Aggregate nominal value | Aggregate value at Offer Price* |
|---|---|---|---|
| A) | **AUTHORISED SHARE CAPITAL**[(1)] | | |
| | 60,000,000 Equity Shares of face value of ₹ 2 each | 120,000,000 | - |
| B) | **ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER** | | |
| | 48,525,000 Equity Shares of face value of ₹ 2 each | 97,050,000 | - |
| C) | **OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS** | | |
| | Offer of up to [●] Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million | [●] | [●] |
| | *Of which:* | | |
| | Fresh Issue of up to [●] Equity Shares of face value of ₹ 2 each aggregating up to ₹ 1,500 million [(2)(3)(4)] | [●] | [●] |
| | Offer for Sale of up to 9,468,297 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [(4)] | [●] | [●] |
| D) | **ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER** | | |
| | [●] Equity Shares of face value of ₹ 2 each | [●] | [●] |
| E) | **SECURITIES PREMIUM ACCOUNT** *(in ₹ million)* | | |
| | Before the Offer (*as on date of this Draft Red Herring Prospectus*) | | 66.22 |
| | After the Offer | | [●] |

** To be updated upon finalisation of the Offer Price*

*(1) For details in relation to the changes in the authorised share capital of our Company, see "**History and Certain Corporate Matters – Amendments to our Memorandum of Association**" on page 188.*

*(2) Our Board has authorised the Offer pursuant to their resolutions dated December 30, 2021 and January 13, 2022. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated December 31, 2021.*

*(3) Our Company may, in consultation with the BRLMs, consider a Pre-IPO Placement of Equity Shares aggregating up to ₹ 300 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, it will be at an issue price to be decided by our Company and the Selling Shareholders in consultation with the BRLMs and the Fresh Issue size will be reduced to the extent of the quantum of such Pre-IPO Placement undertaken, subject to the Offer (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) complying with rule 19(2)(b) of the SCRR.*

*(4) For details on authorisation of the Selling Shareholders in relation to their respective portion of the Offered Shares, see "**The Offer**" and "**Other Regulatory and Statutory Disclosures**" beginning on pages 67 and 312, respectively.*

### Notes to Capital Structure

1. **Share Capital History**

***(a) History of equity share capital of our Company***

The following table sets forth the history of the equity share capital of our Company:

| Date of allotment | Reason/Nature of allotment | No. of equity shares allotted | Face value per equity share (₹) | Issue price per equity share (₹) | Nature of consideration |
|---|---|---|---|---|---|
| June 15, 2004 | Initial subscription to the Memorandum of Association[(1)] | 25,000 | 10 | 10 | Cash |
| July 21, 2004 | Further issue[(2)] | 25,000 | 10 | 10 | Cash |
| December 31, 2009 | Further issue[(3)] | 200,000 | 10 | 20 | Cash |
| January 16, 2010 | Further issue[(4)] | 250,000 | 10 | 20 | Cash |
| March 31, 2015 | Rights issue[(5)] | 89,200 | 10 | 250 | Cash |
| April 6, 2015 | Rights issue[(6)] | 16,400 | 10 | 250 | Cash |
| June 1, 2015 | Preferential allotment[(7)] | 33,680 | 10 | 280 | Cash |
| February 18, 2016 | Rights issue [(8)] | 17,117 | 10 | 163 | Cash |
| June 1, 2016 | Rights issue[(9)] | 125,124 | 10 | 177 | Cash |
| December 30, 2016 | Rights issue[(10)] | 23,528 | 10 | 170 | Cash |
| April 7, 2020 | Bonus issue in the ratio of 1:0.24 [(11)] | 194,951 | 10 | N.A. | N.A. |

| Date of allotment | Reason/Nature of allotment | No. of equity shares allotted | Face value per equity share (₹) | Issue price per equity share (₹) | Nature of consideration |
|---|---|---|---|---|---|
| November 20, 2021 | Conversion of 500,000 compulsory convertible preference shares into equity shares(12) | 500,000 | 10 | N.A. | N.A. |
| November 27, 2021 | Bonus issue in the ratio of 1:5.47(13) | 8,205,000 | 10 | N.A. | N.A. |
| Pursuant to a Board resolution dated November 27, 2021 and a Shareholders' resolution dated November 29, 2021, the face value of the equity shares of our Company was sub-divided from ₹ 10 each to ₹ 2 each. Accordingly, 12,000,000 equity shares of ₹ 10 each were sub-divided into 60,000,000 Equity Shares of ₹ 2 each and the aggregate issued, subscribed and paid-up equity share capital of our Company of ₹ 97,050,000 consisting of 9,705,000 equity shares of ₹ 10 each was sub-divided into 48,525,000 Equity Shares of ₹ 2 each. | | | | | |

*(1) Allotment of 5,000 equity shares each to Abhinav Singh, Arunabh Singh, Gaurav Abrol, Pranjal Kumar and Sachin Malik.*
*(2) Allotment of 12,500 equity shares each to Narendra Kumar Chaudhary and Arun Chaudhary.*
*(3) Allotment of 50,000 equity shares to Pranjal Kumar, 50,000 equity shares to Arunabh Singh, 50,000 equity shares to Gaurav Abrol and 50,000 equity shares to Abhinav Singh.*
*(4) Allotment of 13,125 equity shares to Abhinav Singh, 32,500 equity shares to Arunabh Singh, 10,125 equity shares to Narendra Chaudhary, 22,500 equity shares to Pranjal Kumar, 55,000 equity shares to Gaurav Abrol, 10,000 equity shares to Sachin Malik, 106,750 equity shares to Pradeep Kumar.*
*(5) Allotment of 89,200 equity shares to Boomerang.*
*(6) Allotment of 16,400 equity shares to Boomerang.*
*(7) Allotment of 33,680 equity shares to Headline Trading LLC.*
*(8) Allotment of 17,117 equity shares to Boomerang.*
*(9) Allotment of 125,124 equity shares to TSSR.*
*(10) Allotment of 5,882 equity shares each to Abhinav Singh, Arunabh Singh, Pranjal Kumar and Gaurav Abrol.*
*(11) Allotment of 31,694 equity shares each to Abhinav Singh, Arunabh Singh, Pranjal Kumar and Gaurav Abrol. 37,875 equity shares to Boomerang and 30,300 equity shares to TSSR, as bonus shares.*
*(12) Allotment of 81,288 equity shares each to Abhinav Singh, Arunabh Singh, Pranjal Kumar and Gaurav Abrol, 97,135 equity shares to Boomerang and 77,713 equity shares to TSSR.*
*(13) Allotment of 1,333,881 equity shares to Abhinav Singh, 1,333,936 equity shares each to Arunabh Singh, Pranjal Kumar and Gaurav Abrol, 1,593,996 equity shares to Boomerang, 1,275,260 equity shares to TSSR and 55 equity shares to Tanushree Khanna, as bonus shares..*

Pursuant to a resolution dated April 2, 2020 passed by the Board and a resolution dated April 4, 2020 passed by the Shareholders, 500,000 redeemable preference shares of face value of ₹ 10 each were issued as bonus issue. Subsequently, pursuant to a resolution dated November 17, 2021 passed by the Board and a resolution dated November 17, 2021 passed by the Shareholders, 500,000 redeemable preference shares of face value of ₹ 10 each were converted into 500,000 compulsorily convertible preference shares of face value of ₹ 10 each. Thereafter, pursuant to a resolution dated November 20, 2021 passed by the Board, all 500,000 outstanding compulsorily convertible preference shares of face value of ₹ 10 each, issued by our Company were converted into 500,000 equity shares ₹ 10 each, as disclosed in "– ***Notes to Capital Structure – Share Capital History – History of equity share capital of our Company***".

As on the date of this Draft Red Herring Prospectus, our Company does not have any outstanding preference share capital.

2. ***Shares issued for consideration other than cash or pursuant to bonus issue***

Except as stated below, our Company has not issued any Equity Shares for consideration other than cash or pursuant to any bonus issue, since its incorporation.

| Date of allotment | Reason / Nature of allotment^ | No. of equity shares allotted | Face value per equity share (₹) | Issue price per equity share (₹) | Nature of consideration |
|---|---|---|---|---|---|
| | | | | | |
| April 7, 2020 | Bonus issue in the ratio of 1:0.24(1) | 194,951 | 10 | N.A. | N.A. |
| November 27, 2021 | Bonus issue in the ratio of 1:5.47(2) | 8,205,000 | 10 | N.A. | N.A. |

*^Conversion of preference shares into equity shares is not considered as issuance of Equity Shares other than cash*
*(1) Allotment of 31,694 equity shares each to Abhinav Singh, Arunabh Singh, Pranjal Kumar and Gaurav Abrol, 37,875 equity shares to Boomerang and 30,300 equity shares to TSSR, as bonus shares.*
*(2) Allotment of 1,333,881 equity shares to Abhinav Singh, 1,333,936 equity shares each to Arunabh Singh, Pranjal Kumar and Gaurav Abrol, 1,593,996 equity shares to Boomerang, 1,275,260 equity shares to TSSR and 55 equity shares to Tanushree Khanna as bonus issue in the ratio of 1:5.47.*

3. ***Shares issued out of revaluation reserves***

Our Company has not issued any shares out of revaluation reserves since its incorporation.

4. ***Issue of Equity Shares pursuant to schemes of arrangement under Sections 230 to 234 of the Companies Act, 2013***

Our Company has not issued any shares pursuant to schemes of arrangement under Sections 230 to 234 of the Companies Act, 2013 since its incorporation.

5. ***Equity Shares issued at a price lower than the Offer Price in the last year***

Except as disclosed in the equity share capital history of our Company, our Company has not issued any Equity Shares at a price that may be lower than the Offer Price during the one year immediately preceding the date of this Draft Red Herring Prospectus. For further details, see "– ***Notes to Capital Structure – Share Capital History – History of equity share capital of our Company***" on page 83.

6. **History of Equity Share capital build-up, contribution and lock-in of Promoters' shareholding**

***(a) Build-up of Promoters' shareholding in our Company***

As on the date of this Draft Red Herring Prospectus, our Promoters hold 48,524,675 Equity Shares aggregating to 99.99% of the issued, subscribed and paid-up Equity Share capital of our Company.

Set forth below is the build-up of the equity shareholding of our Promoters, since incorporation of our Company.

| Date of allotment/acquisition of equity shares | Number of equity shares allotted / transferred | Face value per equity share (₹) | Issue/Acquisition price per equity share (₹) | Nature of consideration | Nature of transaction | Percentage of pre-Offer equity share capital of the Company (%)^ | Percentage of post-Offer equity share capital of the Company (%) |
|---|---|---|---|---|---|---|---|
| ***Abhinav Singh*** | | | | | | | |
| June 15, 2004 | 5,000 | 10 | 10 | Cash | Subscription to the Memorandum of Association | 0.05 | [●] |
| December 31, 2009 | 50,000 | 10 | 20 | Cash | Rights issue | 0.52 | [●] |
| January 16, 2010 | 13,125 | 10 | 20 | Cash | Rights issue | 0.14 | [●] |
| March 31, 2010 | (5,625) | 10 | 20 | Cash | Transfer of equity shares to Narendra Kumar Chaudhary | (0.06) | [●] |
| December 30, 2016 | 5,882 | 10 | 170 | Cash | Rights issue | 0.06 | [●] |
| March 31, 2020 | 12,500 | 10 | N.A. | N.A | Transfer of equity shares by Arun Chaudhary by way of gift | 0.13 | [●] |
| March 31, 2020 | 50,000 | 10 | N.A. | N.A | Transfer of equity shares by Arun Chaudhary by way of gift | 0.52 | [●] |
| April 7, 2020 | 31,694 | 10 | N.A. | N.A | Bonus issue in the ratio of 1:0.24 | 0.33 | [●] |
| September 30, 2021 | (10) | 10 | N.A. | N.A | Transfer of equity shares to Tanushree | (0.00) | [●] |

| Date of allotment/acquisition of equity shares | Number of equity shares allotted / transferred | Face value per equity share (₹) | Issue/Acquisition price per equity share (₹) | Nature of consideration | Nature of transaction | Percentage of pre-Offer equity share capital of the Company (%)^ | Percentage of post-Offer equity share capital of the Company (%) |
|---|---|---|---|---|---|---|---|
| | | | | | Khanna by way of gift | | |
| November 20, 2021 | 81,288 | 10 | N.A. | N.A | Conversion of compulsory convertible preference shares to equity shares | 0.84 | [●] |
| November 27, 2021 | 1,333,881 | 10 | N.A. | NA | Bonus issue in the ratio of 1:5.47 | 13.74 | [●] |
| November 29, 2021 | Sub-division of equity shares of face value of ₹ 10 each into Equity Shares of ₹ 2 each. | | | | | | |
| **(A) Sub-total** | **7,888,675** | | | | | **16.26** | [●] |
| ***Arunabh Singh*** | | | | | | | |
| June 15, 2004 | 5,000 | 10 | 10 | Cash | Subscription to the Memorandum of Association | 0.05 | [●] |
| December 31, 2009 | 50,000 | 10 | 20 | Cash | Rights issue | 0.52 | [●] |
| January 16, 2010 | 32,500 | 10 | 20 | Cash | Rights issue | 0.33 | [●] |
| March 31, 2010 | (25,000) | 10 | 20 | Cash | Transfer of equity shares to Narendra Kumar Chaudhary | (0.26) | [●] |
| December 30, 2016 | 5,882 | 10 | 170 | Cash | Rights issue | 0.06 | [●] |
| March 31, 2020 | 12,500 | 10 | N.A. | N.A. | Transfer of equity shares by Narendra Kumar Chaudhary by way of gift | 0.13 | [●] |
| March 31, 2020 | 50,000 | 10 | N.A. | N.A. | Transfer of equity shares by Narendra Kumar Chaudhary by way of gift | 0.52 | [●] |
| April 7, 2020 | 31,694 | 10 | N.A. | N.A. | Bonus issue in the ratio of 1:0.24 | 0.33 | [●] |
| November 20, 2021 | 81,288 | 10 | N.A. | N.A. | Conversion of compulsory convertible preference shares to equity shares | 0.84 | [●] |
| November 27, 2021 | 1,333,936 | 10 | N.A. | NA | Bonus issue in the ratio of 1:5.47 | 13.74 | [●] |
| November 29, 2021 | Sub-division of equity shares of face value of ₹ 10 each into Equity Shares of ₹ 2 each. | | | | | | |
| **(B) Sub-total** | **7,889,000** | | | | | **16.26** | [●] |
| ***Gaurav Abrol*** | | | | | | | |
| June 15, 2004 | 5,000 | 10 | 10 | Cash | Subscription to the Memorandum | 0.05 | [●] |

| Date of allotment/acquisition of equity shares | Number of equity shares allotted / transferred | Face value per equity share (₹) | Issue/Acquisition price per equity share (₹) | Nature of consideration | Nature of transaction | Percentage of pre-Offer equity share capital of the Company (%)^ | Percentage of post-Offer equity share capital of the Company (%) |
|---|---|---|---|---|---|---|---|
| | | | | | of Association | | |
| December 31, 2009 | 50,000 | 10 | 20 | Cash | Rights issue | 0.52 | [●] |
| January 16, 2010 | 55,000 | 10 | 20 | Cash | Rights issue | 0.57 | [●] |
| March 31, 2010 | 2,500 | 10 | 20 | Cash | Transfer of equity shares by Pranjal Kumar | 0.03 | [●] |
| February 25, 2012 | 12,500 | 10 | 20 | Cash | Transfer of equity shares by Nishi Kumar | 0.13 | [●] |
| December 30, 2016 | 5,882 | 10 | 170 | Cash | Rights issue | 0.06 | [●] |
| April 7, 2020 | 31,694 | 10 | N.A. | N.A. | Bonus issue in the ratio of 1:0.24 | 0.33 | [●] |
| November 20, 2021 | 81,288 | 10 | N.A. | N.A. | Conversion of compulsory convertible preference shares to equity shares | 0.84 | [●] |
| November 27, 2021 | 1,333,936 | 10 | N.A. | NA | Bonus issue in the ratio of 1:5.47 | 13.74 | [●] |
| November 29, 2021 | Sub-division of equity shares of face value of ₹10 each into Equity Shares of ₹ 2 each. | | | | | | |
| **(C) Sub-total** | **7,889,000** | | | | | **16.26** | [●] |
| ***Pranjal Kumar*** | | | | | | | |
| June 15, 2004 | 5,000 | 10 | 10 | Cash | Subscription to the Memorandum of Association | 0.05 | [●] |
| December 31, 2009 | 50,000 | 10 | 20 | Cash | Rights issue | 0.52 | [●] |
| January 16, 2010 | 22,500 | 10 | 20 | Cash | Rights issue | 0.23 | [●] |
| February 1, 2010 | 10,6750 | 10 | 20 | Cash | Transfer of equity shares by Pradeep Kumar | 1.10 | [●] |
| March 31, 2010 | (10,000) | 10 | 20 | Cash | Transfer of equity shares to Sachin Malik | (0.10) | [●] |
| | (9,250) | 10 | 20 | Cash | Transfer of equity shares to Narendra Kumar Chaudhary | (0.10) | [●] |
| | (2,500) | 10 | 20 | Cash | Transfer of equity shares to Gaurav Abrol | (0.03) | [●] |
| | (100,000) | 10 | 20 | Cash | Transfer of equity shares to Nishi Kumar | (1.03) | [●] |

| Date of allotment/acquisition of equity shares | Number of equity shares allotted / transferred | Face value per equity share (₹) | Issue/Acquisition price per equity share (₹) | Nature of consideration | Nature of transaction | Percentage of pre-Offer equity share capital of the Company (%)^ | Percentage of post-Offer equity share capital of the Company (%) |
|---|---|---|---|---|---|---|---|
| | (50,000) | 10 | 20 | Cash | Transfer of equity shares to Arun Chaudhary | (0.52) | [●] |
| February 25, 2012 | 25,000 | 10 | 20 | Cash | Transfer of equity shares by Sachin Malik | 0.26 | [●] |
| | 40,000 | 10 | 20 | Cash | Transfer of equity shares by Nishi Kumar | 0.41 | [●] |
| December 30, 2016 | 5,882 | 10 | 170 | Cash | Rights issue | 0.06 | [●] |
| March 31, 2020 | 47,500 | 10 | N.A | N.A. | Transfer of equity shares by Nishi Kumar by way of gift | 0.49 | [●] |
| April 7, 2020 | 31,694 | 10 | N.A. | N.A | Bonus issue in the ratio of 1:0.24 | 0.33 | [●] |
| November 20, 2021 | 81,288 | 10 | N.A. | N.A. | Conversion of compulsory convertible preference shares to equity shares | 0.84 | [●] |
| November 27, 2021 | 1,333,936 | 10 | N.A. | NA | Bonus issue in the ratio of 1:5.47 | 13.74 | [●] |
| November 29, 2021 | Sub-division of equity shares of face value of ₹10 each into Equity Shares of ₹ 2 each. | | | | | | |
| **(D) Sub-total** | **7,889,000** | | | | | **16.26** | [●] |
| ***Boomerang*** | | | | | | | |
| March 31, 2015 | 89,200 | 10 | 250 | Cash | Rights issue | 0.92 | [●] |
| April 6, 2015 | 16,400 | 10 | 250 | Cash | Rights issue | 0.17 | [●] |
| February 18, 2016 | 17,117 | 10 | 163 | Cash | Rights issue | 0.18 | [●] |
| March 15, 2018 | 33,680 | 10 | 216.05 | Cash | Transfer of equity shares by Headline Trading LLC | 0.35 | [●] |
| April 7, 2020 | 37,875 | 10 | N.A. | N.A. | Bonus issue in the ratio of 1:0.24 | 0.39 | [●] |
| November 20, 2021 | 97,135 | 10 | N.A. | N.A. | Conversion of compulsory convertible preference shares to equity shares | 1.00 | [●] |
| November 27, 2021 | 1,593,996 | 10 | N.A. | NA | Bonus issue in the ratio of 1:5.47 | 16.42 | [●] |
| November 29, 2021 | Sub-division of equity shares of face value of ₹10 each into Equity Shares of ₹ 2 each. | | | | | | |
| **(E) Sub-total** | **9,427,015** | | | | | **19.43** | [●] |
| ***TSSR*** | | | | | | | |
| June 1, 2016 | 125,124 | 10 | 177 | Cash | Rights issue | 1.29 | [●] |

| Date of allotment/acquisition of equity shares | Number of equity shares allotted / transferred | Face value per equity share (₹) | Issue/Acquisition price per equity share (₹) | Nature of consideration | Nature of transaction | Percentage of pre-Offer equity share capital of the Company (%)^ | Percentage of post-Offer equity share capital of the Company (%) |
|---|---|---|---|---|---|---|---|
| April 7, 2020 | 30,300 | 10 | N.A. | N.A. | Bonus issue in the ratio of 1:0.24 | 0.31 | [●] |
| November 20, 2021 | 77,713 | 10 | N.A. | N.A. | Conversion of compulsory convertible preference shares to equity shares | 0.80 | [●] |
| November 27, 2021 | 1,275,260 | 10 | N.A. | NA | Bonus issue in the ratio of 1:5.47 | 13.14 | [●] |
| November 29, 2021 | Sub-division of equity shares of face value of ₹10 each into Equity Shares of ₹ 2 each. | | | | | | |
| **(F) Sub-total** | **7,541,985** | | | | | **15.53** | [●] |
| **Total (A+B+C+D+E+ F)** | **48,524,675** | | | | | **99.99** | [●] |

^*As adjusted for share split*

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

7. **Details of Lock-in**

*(a)* ***Details of minimum Promoters' contribution and lock-in for 18 months***

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters is required to be provided towards minimum Promoters' contribution and locked-in for a period of 18 months from the date of Allotment.

Set forth below are the details of the [●] Equity Shares that will be locked-in as Promoters' contribution from the date of Allotment.

| Name of the Promoter | Date of allotment/ acquisition of Equity Shares | Nature of transaction | Face value per Equity Share (₹) | Offer/ acquisition price per Equity Share (₹) | Date up to which the securities shall be locked-in | % of the Pre-Offer Equity Share capital | % of the post-Offer Equity Share capital |
|---|---|---|---|---|---|---|---|
| | | | | | | | |
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] |

*To be completed prior to filing of the Prospectus with the RoC.

For details on the build-up of the Equity Share capital of our Company held by our Promoters, see " – ***History of Equity Share capital build-up, contribution and lock-in of Promoters' shareholding***" at page 85.

Our Promoters have given their consent to include such number of Equity Shares held by them, as would constitute at least 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters' contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' contribution from the date of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under the SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

The Equity Shares that are being locked-in as Promoters' contribution are not, and will not be, ineligible for computation of Promoters' contribution under Regulation 15 of the SEBI ICDR Regulations. In this regard, we confirm that:

(i) the Equity Shares offered as part of the Promoters' contribution do not comprise Equity Shares acquired during the three years immediately preceding the date of this Draft Red Herring Prospectus for consideration other than cash and wherein revaluation of assets or capitalization of intangible assets was involved or bonus issue out of revaluation reserves or unrealized profits of the Company or against Equity Shares that are otherwise ineligible for computation of Promoters' contribution;

(ii) the Promoters' contribution does not include Equity Shares acquired during the one year immediately preceding the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) our Company has not been formed by conversion of a partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion of a partnership firm; and

(iv) the Equity Shares held by our Promoters and offered as part of the Promoters' contribution are not subject to any pledge.

All Equity Shares held by our Promoters are in dematerialized form.

*(b)* ***Details of Equity Shares locked-in for six months***

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of our Company will be locked-in for a period of six months from the date of Allotment in the Offer, except: (a) the Promoters' contribution which shall be locked in as above; (b) any Equity Shares which may be allotted to the employees under the ESOP Plan pursuant to exercise of stock options held by such employees (whether currently employees or not); and (c) Offered Shares, which are successfully sold and transferred as part of the Offer for Sale. In terms of Regulation 17(c) of the SEBI ICDR Regulations, Equity Shares held by a venture capital fund or alternative investment fund ("**AIF**") of category I or category II or a foreign venture capital investor shall not be locked-in for a period of six months from the date of Allotment, provided that such Equity Shares shall be locked-in for a period of at least six months from the date of purchase by the venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository. Any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

*(c)* ***Lock-in of Equity Shares Allotted to Anchor Investors***

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment or for such other time period as may be prescribed by the SEBI ICDR Regulations.

*(d)* ***Other Requirements in respect of Lock-in***

In terms of Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters, which are locked-in for a period of 18 months from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, NBFC-SIs or housing finance companies as collateral security for loans granted by such entities, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans and that lock-in shall continue pursuant to invocation of any such pledge, and the transferee shall be ineligible to transfer such Equity Shares until expiry of the lock-in period.

Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of six months from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, NBFC-SIs or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans and that lock-in shall continue pursuant to invocation of any such pledge, and the transferee shall be ineligible to transfer such Equity Shares until expiry of the lock-in period.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Shareholders prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the SEBI Takeover Regulations.

(*The remainder of this page has been intentionally left blank*.)

*(e)* ***Our shareholding pattern***

The table below represents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

| **Category** | **Category of Shareholder** | **Number of Shareholders** | **No. of fully paid up Equity Shares held** | **No. of partly paid-up Equity Shares held** | **No. of shares underlying** | **Total no. of 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** | **Shareholding as a % assuming full conversion of convertible securities** | **Number of locked in shares** | | **Number of Shares pledged or otherwise encumbered** | | **Number of Equity Shares held in dematerialised form** |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **(I)** | **(II)** | **(III)** | **(IV)** | **(V)** | **Depository Receipts** | **(VII) = (IV)+(V)+ (VI)** | **(VIII)** | **(IX)** | | | | **Outstanding convertible securities (including warrants)** | **(as a percentage of diluted share capital)** | **(XII)** | | **(XIII)** | | **(XIV)** |
| | | | | | **(VI)** | | **As a % of (A+B+C2)** | **No of Voting Rights** | | | | **(X)** | **(XI)= (VII)+(X)** | **No.** | **As a % of total Shares held** | **No.** | **As a % of total Shares held** | |
| | | | | | | | | **Class (Equity)** | **Class (Others)** | **Total** | **Total as a % of (A+B +C)** | | **As a % of (A+B+C2)** | **(a)** | **(b)** | **(a)** | **(b)** | |
| **(A)** | **Promoters and Promoter Group** | 7 | 48,525,000 | 0 | 0 | 48,525,000 | 100% | 48,525,000 | 0 | 48,525,000 | 100% | 0 | 0 | 0 | 0 | 0 | 0 | 48,525,000 |
| **(B)** | **Public** | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **(C)** | **Non Promoter - Non Public** | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (C) (1) | Shares underlying Custodian/ Depositary Receipts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (C) (2) | Shares held by Employee Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total (A) + (B) + (C)** | **7** | **48,525,000** | **0** | **0** | **48,525,000** | **100%** | **48,525,000** | **100%** | **48,525,000** | **100 %** | **0** | **0** | **0** | **0** | **0** | **0** | **48,525,000** |

8. ***Shareholding of our Promoters and Promoter Group***

Our Promoters and members of the Promoter Group hold 100% of the pre-Offer Equity Share capital of our Company.

| S.No | Name of the Promoter/ member of the Promoter Group | Pre-Offer | | Post-Offer | |
|---|---|---|---|---|---|
| | | Number of Equity Shares held | % of the total shareholding | Number of Equity Shares held | % of the total shareholding |
| **Promoters** | | | | | |
| 1. | Abhinav Singh(1)(2) | 7,888,675 | 16.26 | [●] | [●] |
| 2. | Gaurav Abrol (1)(2) | 7,889,000 | 16.26 | [●] | [●] |
| 3. | Pranjal Kumar (1)(2) | 7,889,000 | 16.26 | [●] | [●] |
| 4. | Arunabh Singh(2) | 7,889,000 | 16.26 | [●] | [●] |
| 5. | Boomerang | 9,427,015 | 19.43 | [●] | [●] |
| 6. | TSSR | 7,541,985 | 15.53 | [●] | [●] |
| **(A) Sub-total** | | **48,524,675** | **99.99** | **[●]** | **[●]** |
| **Members of the Promoter Group** | | | | | |
| 1. | Tanushree Khanna | 325 | 0.00* | [●] | [●] |
| **(B). Sub-total** | | 325 | 0.00 | [●] | [●] |
| **Total (A+B)** | | **48,525,000** | **100.00** | **[●]** | **[●]** |

**Negligible*

*Notes*

*(1) Abhinav Singh, Gaurav Abrol and Pranjal Kumar are also Directors of our Company*

*(2) Abhinav Singh, Arunabh Singh, Gaurav Abrol and Pranjal Kumar are also designated partners of our Corporate Promoters, Boomerang and TSSR*

None of the Equity Shares held by our Promoters and the members of our Promoter Group is pledged or otherwise encumbered.

9. Except as stated under "– ***History of Equity Share capital build-up, contribution and lock-in of Promoters' shareholding - Build-up of Promoters' shareholding in our Company***" at page 85, none of the Promoters, the members of our Promoter Group, nor our Directors or their relatives has purchased or sold Equity Shares, during the six months immediately preceding the date of this Draft Red Herring Prospectus.

10. There are no financing arrangements whereby the members of our Promoter Group, or our Directors or their relatives have financed the purchase of Equity Shares of our Company by any other person other than in the normal course of business during the six months immediately preceding the date of this Draft Red Herring Prospectus.

11. ***Shareholding of our Directors and Key Managerial Personnel in our Company***

Except as stated below, none of our Directors or Key Managerial Personnel hold any Equity Shares in our Company.

| Name | No. of Equity Shares | % of pre-Offer Equity Share capital (%) |
|---|---|---|
| Abhinav Singh | 7,888,675 | 16.26 |
| Gaurav Abrol | 7,889,000 | 16.26 |
| Pranjal Kumar | 7,889,000 | 16.26 |
| **Total** | **23,666,675** | **48.77** |

For stock options held by our Directors and Key Managerial Personnel, see "***– Notes to Capital Structure – Employee Stock Option Plan***" on page 95.

12. As on the date of this Draft Red Herring Prospectus, our Company has seven Shareholders.

13. ***Details of shareholding of the major Shareholders of our Company***

(a) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as on the date of this Draft Red Herring Prospectus.

| S. No. | Shareholder | Number of Equity Shares of face value of ₹ 2 held | Percentage of pre-Offer Equity Share capital (%) |
|---|---|---|---|
| 1. | Abhinav Singh | 7,888,675 | 16.26 |
| 2. | Arunabh Singh | 7,889,000 | 16.26 |
| 3. | Gaurav Abrol | 7,889,000 | 16.26 |
| 4. | Pranjal Kumar | 7,889,000 | 16.26 |
| 5. | Boomerang | 9,427,015 | 19.43 |
| 6. | TSSR | 7,541,985 | 15.53 |
| | **Total** | **48,524,675** | **100.00** |

(b) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus.

| S. No. | Shareholder | Number of Equity Shares of face value of ₹ 2 held | Percentage of pre-Offer Equity Share capital (%) |
|---|---|---|---|
| 1. | Abhinav Singh | 7,888,675 | 16.26 |
| 2. | Arunabh Singh | 7,889,000 | 16.26 |
| 3. | Gaurav Abrol | 7,889,000 | 16.26 |
| 4. | Pranjal Kumar | 7,889,000 | 16.26 |
| 5. | Boomerang | 9,427,015 | 19.43 |
| 6. | TSSR | 7,541,985 | 15.53 |
| | **Total** | **48,524,675** | **100.00** |

(c) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus.

| S. No. | Shareholder | Number of equity shares of face value ₹ 10 held | Percentage of pre-Offer equity share capital (%) |
|---|---|---|---|
| 1. | Abhinav Singh | 243,864 | 16.26 |
| 2. | Arunabh Singh | 243,864 | 16.26 |
| 3. | Gaurav Abrol | 243,864 | 16.26 |
| 4. | Pranjal Kumar | 243,864 | 16.26 |
| 5. | Boomerang | 291,407 | 19.43 |
| 6. | TSSR | 233,137 | 15.53 |
| | **Total** | **1,500,000** | **100.00** |

(d) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of two years prior to the date of this Draft Red Herring Prospectus.

| S. No. | Shareholder | Number of equity shares of face value ₹ 10 held | Percentage of pre-Offer equity share capital (%) |
|---|---|---|---|
| 1. | Abhinav Singh | 68,382 | 8.49 |
| 2. | Arunabh Singh | 68,382 | 8.49 |
| 3. | Arun Chaudhary | 62,500 | 7.77 |
| 4. | Gaurav Abrol | 130,882 | 16.26 |
| 5. | Pranjal Kumar | 83,382 | 10.36 |
| 6. | Boomerang | 156,397 | 19.43 |
| 7. | Narendra Kumar Chaudhary | 62,500 | 7.77 |
| 8. | Nishi Kumar | 47,500 | 5.90 |
| 9. | TSSR | 125,124 | 15.53 |
| | **Total** | **805,049** | **100.00** |

14. **Employee Stock Option Plan**

Our Company has formulated an employee stock option scheme namely the Cogent Employee Stock

Option Plan 2021 (the "**ESOP Plan**") pursuant to the Board resolution dated November 27, 2021 and special resolution passed by our Shareholders in their extra ordinary general meeting on November 29, 2021. ESOP Plan is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with the applicable circulars issued by SEBI.

Under the ESOP Plan, no options have been vested and exercised as on the date of this Draft Red Herring Prospectus.

The following table sets forth the particulars of the ESOP Plan, including options granted as on the date of this Draft Red Herring Prospectus.

| **Particulars** | **Details** | | | |
|---|---|---|---|---|
| | **Fiscal 2019** | **Fiscal 2020** | **Fiscal 2021** | **From April 1, 2021 till February 4, 2022** |
| Total options outstanding as at the beginning of the period | N.A. | N.A. | N.A. | Nil |
| Total options granted | N.A. | N.A. | N.A. | 169,837 |
| Exercise price of options in ₹ (as on the date of grant options) | N.A. | N.A. | N.A. | ₹ 2 |
| Options forfeited/ lapsed/ cancelled | N.A. | N.A. | N.A. | Nil |
| Variation of terms of options | N.A. | N.A. | N.A. | Nil |
| Money realized by exercise of options in ₹ | N.A. | N.A. | N.A. | Nil |
| Total number of options outstanding in force | N.A. | N.A. | N.A. | 169,837 |
| Total options vested (excluding the options that have been exercised) | N.A. | N.A. | N.A. | Nil |
| Options exercised (since implementation of the ESOP 2021) | N.A. | N.A. | N.A. | Nil |
| The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised) | N.A. | N.A. | N.A. | 169,837 |
| Employee wise details of options granted to: | | | | |
| (i) Key managerial personnel | | | | |
| Jaspreet Singh Arora | N.A. | N.A. | N.A. | 72,787 |
| Nitin Sahni | N.A. | N.A. | N.A. | 97,050 |
| (ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year | N.A. | N.A. | N.A. | Nil |
| (iii) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant | N.A. | N.A. | N.A. | Nil |
| Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with the applicable accounting standard on 'Earnings Per Share' | N.A. | N.A. | N.A. | 7.51 |
| Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of our Company and on the earnings per share of our Company | N.A. | N.A. | N.A. | N.A. |
| Description of the pricing formula and the method and significant assumptions used to estimate the fair value of options granted during the year, including weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option | N.A. | N.A. | N.A. | The Exercise Price per Option shall range between par value and market price (closing price of day preceding Exercise) |
| Impact on the profits and on the earnings per share of the last three years if the accounting policies specified in the SEBI SBEBSE Regulations had been followed, in respect of options granted in the last three years | N.A. | N.A. | N.A. | N.A. |
| Intention of Key Managerial Personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer | N.A. | N.A. | N.A. | No intention |
| Intention to sell Equity Shares arising out of the ESOP 2021 within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of ESOP 2021, | N.A. | N.A. | N.A. | No intention |

| Particulars | Details | | | |
|---|---|---|---|---|
| | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | From April 1, 2021 till February 4, 2022 |
| amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) | | | | |

15. Our Company, our Directors, and the BRLMs have not entered into any buy-back arrangement with any person for purchase of the Equity Shares being offered through this Offer.

16. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. The Equity Shares to be issued or transferred pursuant to the Offer shall be fully paid-up at the time of Allotment.

17. Except for outstanding employee stock options granted under the ESOP Plan, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares of our Company, as on the date of this Draft Red Herring Prospectus.

18. Except for any Equity Shares issued pursuant to the Pre-IPO Placement, if undertaken and any Equity shares issued pursuant to the Fresh Issue or exercise of any stock options that may be granted by our Company pursuant to the ESOP Plan, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

19. Except for any Equity Shares to be issued pursuant to the Fresh Issue or exercise of any stock options that may be granted by our Company pursuant to the ESOP Plan, there is no proposal or intention, negotiations and consideration of our Company to alter its capital structure by way of split or consolidation of the Equity Shares or issue of Equity Shares or convertible securities on a preferential basis or issue of bonus or rights or further public offer of such securities, within a period of six months from the date of opening of the Offer.

20. The BRLMs and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended) do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. The BRLMs and their respective associates may engage in transactions with, and perform services for our Company, the Selling Shareholders and their respective affiliates or associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or the Selling Shareholders or their respective affiliates or associates for which they may have received, and may in future receive compensation.

21. No person connected with the Offer, including, but not limited to, our Company, the Promoters, the Promoter Group, the Selling Shareholders, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

22. Our Company undertakes that, there shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

23. Our Company shall ensure that transactions in Equity Shares by our Promoters and our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transaction.

## OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale.

**Offer for Sale**

Our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholders and will not form part of the Net Proceeds. Each of the Selling Shareholders will be entitled to their respective proportions of the proceeds from the Offer for Sale after deducting their respective portions of the Offer related expenses.

**Objects of the Fresh Issue**

Our Company proposes to utilise the Net Proceeds from the Fresh Issue towards funding the following objects (collectively referred to herein as the "**Objects**"):

1. funding investment in IT assets for expansion and existing IT infrastructure of our Company;

2. funding working capital requirements of our Company; and

3. general corporate purposes.

In addition to the aforementioned Objects, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges and enhancement of our Company's brand name amongst our existing and potential customers and creation of a public market for our Equity Shares in India.

The main objects as set out in the Memorandum of Association enable our Company to undertake its existing activities and the activities for which funds are proposed to be raised by our Company through the Fresh Issue.

**Net Proceeds**

The following table sets forth details of the Net Proceeds.

| Particulars | Estimated amount (in ₹ million) |
|---|---|
| Gross proceeds from the Fresh Issue | 1,500.00 |
| (Less) Offer related expenses to the extent applicable to the Fresh Issue (only those apportioned to our Company)(1) | [●] |
| Net proceeds from the Fresh Issue(2) | [●] |

*(1) See "- **Offer Related Expenses**" on page 103 below.*
*(2) To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

**Utilisation of Net Proceeds**

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

| Particulars | Estimated amount (₹ in million) | Estimated amount as a percentage of Net Proceeds (%) |
|---|---|---|
| Funding investment in IT assets for expansion and existing IT infrastructure of our Company | 350.00 | [●] |
| Funding working capital requirements of our Company | 750.00 | [●] |
| General corporate purposes(1) | [●] | [●] |
| **Total Net Proceeds** | **[●]** | **100.00** |

*(1)To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.*

**Proposed schedule of implementation and utilization of Net Proceeds**

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

*(in ₹ million, unless specified otherwise)*

| S. No. | Particulars | Total estimated amount/ expenditure | Percentage of Net Proceeds (%) | Amount to be deployed from the Net Proceeds in Fiscal 2023 | Amount to be deployed from the Net Proceeds in Fiscal 2024 |
|---|---|---|---|---|---|
| 1. | Funding investment in IT assets for expansion and existing IT infrastructure of our Company | 350.00 | [●] | - | - |
| 2. | Funding working capital requirements of our Company | 750.00 | [●] | 750.00 | - |
| 3. | General corporate purposes* | [●] | [●] | [●] | [●] |
| | **Total Net Proceeds** | [●] | | | |

**To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.*

Since the Net Proceeds are proposed to be utilized towards the purposes set forth above, and not for implementing any specific project, a schedule of deployment of funds in relation to the Objects has not been provided except for funding working capital requirements of our Company. We intend to deploy the Net Proceeds towards the Objects during the next Fiscal from listing of the Equity Shares pursuant to the Offer, in accordance with the business needs of our Company. Further, the above-stated fund requirements and the deployment of funds for funding investment in IT assets for expansion and existing IT infrastructure of our Company, for funding the working capital requirements and general corporate purposes from the Net Proceeds are based on our current business plan, management estimates, current market conditions, and certificates from the independent chartered accountants, and have not been appraised by any bank or financial institution or other independent agency. For details in regard to risks associated, see, '***Risk Factors - Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations***' on page 55. Given the nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business strategy, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure for a particular purpose and funding requirements, including increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management, subject to compliance with applicable law. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by our internal accruals and/or debt, as required. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the gross proceeds from the Fresh Issue in accordance with the SEBI ICDR Regulations.

If the Net Proceeds are not utilized (in full or in part) towards the Objects of the Offer during the periods disclosed above due to factors such as: (i) economic and business conditions; (ii) the timing of completion of the Offer; (iii) market conditions outside the control of our Company; and (iv) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

Further, in case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects, our Company may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked 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 general corporate purposes for which funds are being raised in this Offer. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt, as required subject to compliance with applicable law. Further, our Company may, during the period of scheduled deployment, consider purchasing IT hardware and software in addition to the hardware and software proposed to be purchased by utilisation of the Net Proceeds. The requirement of funds for investment in such additional hardware and software will be met by way of internal accruals, and/or by seeking additional debt from existing and future lenders, surplus funds, if any, remaining after utilization of the Net Proceeds for the aforementioned Objects or such other means as available to our Company. Our Company may also utilise any portion of the Net Proceeds, towards the aforementioned Objects of the Offer, ahead of the estimated schedule of deployment specified above.

**Details of the Objects**

**1. Funding investment in IT assets for expansion and existing IT infrastructure of our Company**

Given the nature of our operations, we are required to continually upgrade and improve our hardware and software, due to which we might be required to replace the IT infrastructure at our existing delivery centres. In addition, we intend to expand our operations in the future by way of setting up new delivery centres, for which we would be required to purchase additional hardware and software to strengthen our IT infrastructure, in order to improve efficiency and meet changing customer requirements and expectations. For details in relation to our expansion, please see "***Our Business – Our Strategies - Focus on growth opportunities and expanding our presence in the Tier 2 and Tier 3 cities***", beginning on page 153. We have historically incurred capital expenditure in computer hardware and software on an aggregated basis of ₹ 39.82 million, ₹ 43.38 million, ₹ 36.60 million and ₹ 28.87 million, in Fiscal 2019, Fiscal 2020, Fiscal 2021 and the six month period ended September 30, 2021, respectively.

Our Board, by way of resolution passed in its meeting dated January 13, 2022, noted the requirement for an amount of ₹ 353.00 million out which is ₹ 350.00 million is proposed to be incurred out of the net proceeds as capital expenditure towards enhancing our IT infrastructure by way of investing in hardware and software. The total cost of various IT assets is estimated by our management and is based on quotation received from Allegient Unified Technology Private Limited for the hardware, operating system and utility suite software that is valid as on the date of this Draft Red Herring Prospectus. Such estimated costs below have been certified by A A A M & Co LLP, Chartered Accountants, pursuant to their certificate dated February 4, 2022. However, such fund requirements have not been appraised by any bank or financial institution. We cannot estimate the exact quantity and nature of such IT assets we may procure in the future and any amounts spent on purchasing such IT assets will be at the discretion of our management. However, for illustration purposes, below is the break-up of estimated costs for purchase of certain IT assets that we intend to procure from the Net Proceeds of the Fresh Issue.

| S. No. | Description | Proposed Quantity (no. of units) | Cost per unit (in ₹ million)* | Total estimated cost (in ₹ million) | Date of quotation | Valid up to |
|---|---|---|---|---|---|---|
| 1. | Hardware – Acer Veriton M200 - Core i7 11th Gen Processor / 8 GB RAM / 1 TB HDD / Win 10 Pro / 19.5" TFT / MT Chassis / 3 Year Warranty | 2,855 | 0.07 | 200.45 | January 10, 2022 | June 25, 2022 |
| 2 | Software – MS Windows -10 OS Windows 10Pro SNGL OLP NL | 2,855 | 0.01 | 43.42 | January 10, 2022 | June 25, 2022 |
| 3 | Software – MS Office - Office LTSC Standard 2021 | 2,855 | 0.04 | 109.49 | January 10, 2022 | June 25, 2022 |
| | | **Total** | | **353.36** | | |

* *Inclusive of taxes*

We have not entered into any definitive agreements with any vendor, including Allegient Unified Technology Private Limited, and there can be no assurance that Allegient Unified Technology Private Limited or any specific vendor would be engaged to eventually supply the equipment or at the same costs. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals and availing debt from existing and future lenders. Conversely, in case the actual costs are lesser than the estimations disclosed herein above, our Company may, at the discretion of our management, increase the quantities of the IT assets proposed to be purchased as disclosed hereinabove. The quantity of the IT assets to be purchased will be based on management estimates and our business requirements. Our Company shall have the flexibility to deploy such equipment according to the business requirements of such facilities and based on the estimates of our management. The actual mode of deployment has not been finalised as on the date of this Draft Red Herring Prospectus. For further details, see "***Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations***" on page 55.

None of the orders for purchase of the IT assets, as provided above, have been placed as on the date of this Draft Red Herring Prospectus. Accordingly, orders worth up to ₹ 353.36 million, which constitutes 100% of the total estimated costs are yet to be placed. No second-hand or used IT assets are proposed to be purchased out of the Net Proceeds. Each of the units of the IT assets mentioned above is proposed to be acquired in a ready-to-use condition.

Our Promoters, members of the Promoter Group, Group Companies, Directors and Key Managerial Personnel do not have any interest in the proposed acquisition of the IT assets or in the entity from whom we have obtained quotations in relation to such proposed acquisition of the IT assets.

**2. Funding working capital requirements**

We fund a majority of our working capital requirements in the ordinary course of business from banks and internal accruals. We propose to utilise up to ₹750.00 million from the Net Proceeds to fund the working capital requirements of our Company in Fiscal 2023.

*Basis of estimation of working capital requirement and estimated working capital requirement*

*(a) Existing working capital*

Set forth below are the working capital requirements of our Company as on March 31, 2019, March 31, 2020, March 31, 2021 and September 30, 2021

*(in ₹ million)*

| S. No. | Particulars | Amount as of March 31, 2019 | Amount as of March 31, 2020 | Amount as of March 31, 2021 | Amount as of September 30, 2021 |
|---|---|---|---|---|---|
| **I.** | **Current assets** | | | | |
| a) | Financial Assets | | | | |
| | i. Trade Receivables | 456.43 | 496.90 | 388.11 | 435.83 |
| | ii. Cash and Cash Equivalents | 59.92 | 53.45 | 75.08 | 6.29 |
| | iii. Others | 10.59 | 72.23 | 255.00 | 441.69 |
| b) | Other Current Assets | 1.80 | 1.20 | 3.29 | 3.30 |
| | **Total current assets** | **528.73** | **623.78** | **721.47** | **887.11** |
| | **Total current assets excluding Cash and cash equivalents (A)** | **468.82** | **570.33** | **646.40** | **880.82** |
| **II.** | **Current liabilities** | | | | |
| a) | Financial Liabilities | | | | |
| | i. Borrowings | 285.35 | 253.06 | 54.76 | 47.80 |
| | ii. Lease liabilities | 34.48 | 93.50 | 108.07 | 116.68 |
| | iii. Trade payables | 79.54 | 91.39 | 40.19 | 60.11 |
| | iv. Other financial liabilities | 62.47 | 105.29 | 122.87 | 150.91 |
| b) | Other current liabilities | 46.39 | 71.52 | 51.21 | 48.94 |
| c) | Provisions | 3.84 | 4.01 | 6.69 | 6.07 |
| d) | Current tax liabilities (net) | - | - | 3.20 | 55.73 |
| | **Total current liabilities** | **512.07** | **618.76** | **386.99** | **486.23** |
| | **Total current liabilities excluding Borrowings (B)** | **226.72** | **365.70** | **332.23** | **438.43** |
| **III.** | **Total working capital liabilities (A)-(B)** | **242.10** | **204.63** | **314.17** | **442.39** |
| **IV.** | **Funding Pattern** | | | | |
| 1. | Working capital facilities | 211.25 | 204.63 | 8.88 | 10.81 |
| 2. | Internal Accruals | 30.85 | - | 305.29 | 431.58 |
| | **Total** | **242.10** | **204.63** | **314.17** | **442.39** |

*Note: As certified by A A A M. & Co. LLP, Chartered Accountants, by way of its certificate dated February 4, 2022. See "**Material Contracts and Documents for Inspection – Material Documents**" on page 366.*

*(b) Future working capital requirements*

On the basis of our existing working capital requirements and the projected working capital requirements, our Board, pursuant to their resolution dated January 13, 2022 has approved the projected working capital requirements for Fiscal 2022, Fiscal 2023 and Fiscal 2024 and the proposed funding of such working capital requirements as stated below.

*(in ₹ million)*

| S. No. | Particulars | Amount as of March 31, 2022 | Amount as of March 31, 2023 | Amount as of March 31, 2024 |
|---|---|---|---|---|
| **I.** | **Current assets** | | | |
| a) | Financial Assets | | | |
| | i. Trade Receivables | 494.67 | 747.41 | 972.30 |
| | ii. Cash and Cash Equivalents | 97.06 | 1,142.20 | 925.60 |
| | iii. Others | 474.09 | 651.20 | 847.14 |
| b) | Other Current Assets | 5.42 | 7.44 | 9.68 |
| | **Total current assets** | **1,071.24** | **2,548.25** | **2,754.72** |
| | **Total current assets excluding Cash and cash equivalents (A)** | **974.17** | **1,406.06** | **1,829.12** |
| **II.** | **Current Liabilities** | | | |
| a) | Financial Liabilities | | | |
| | i. Borrowings | 30.00 | 30.00 | 22.50 |
| | ii. Lease liabilities | 98.67 | 104.48 | 99.10 |
| | iii. Trade payables | 63.77 | 83.20 | 107.08 |
| | iv. Other financial liabilities | 153.75 | 204.55 | 265.49 |
| b) | Other current liabilities | 54.17 | 74.40 | 96.79 |
| c) | Provisions | 7.22 | 9.52 | 12.39 |
| d) | Current tax liabilities (net) | 37.28 | 101.62 | 136.56 |
| | **Total current liabilities** | **444.85** | **607.77** | **739.91** |
| | **Total current liabilities excluding Borrowings (B)** | **414.85** | **577.77** | **717.41** |
| **III.** | **Total working capital liabilities (A)-(B)** | **559.32** | **828.29** | **1,111.71** |
| **IV.** | **Funding Pattern** | | | |
| 1. | Working capital facilities | - | - | - |
| 2. | Internal Accruals | 559.32 | 78.29 | 1,111.71 |
| 3. | Net Proceeds from the Fresh Issue | - | 750.00 | - |
| | **Total** | **559.32** | **828.29** | **1,111.71** |

*Note: As certified by A A A M & Co LLP, Chartered Accountants, by way of its certificate dated February 4, 2022. See "**Material Contracts and Documents for Inspection – Material Documents**" on page 366.*

***Assumptions for working capital requirements***:

The following table sets forth the details of the holding period (with days rounded to the nearest) considered for Fiscal 2019, Fiscal 2020, Fiscal 2021 and the period ended September 30, 2021 as well as projections for Fiscal 2022, Fiscal 2023 and Fiscal 2024.

| Particulars | March 31, 2019 (Actual) | March 31, 2020 (Actual) | March 31, 2021 (Actual) | March 31, 2022 (Assumed) | March 31, 2023 (Assumed) | March 31, 2024 (Assumed) |
|---|---|---|---|---|---|---|
| **Current Assets** | | | | | | |
| Trade Receivables | | | | | | |
| *As number of days of Operating Revenue* | 105 | 73 | 52 | 50 | 55 | 55 |
| Unbilled Revenue | | | | | | |
| *As number of days of Operating Revenue* | 0 | 6 | 30 | 45 | 45 | 45 |
| Security Deposits | | | | | | |
| *As % of Operating Revenue* | 0.66% | 1.39% | 1.08% | 0.80% | 0.80% | 0.80% |
| **Other Current Assets** | | | | | | |
| Total Other Current Assets | | | | | | |

| Particulars | March 31, 2019 (Actual) | March 31, 2020 (Actual) | March 31, 2021 (Actual) | March 31, 2022 (Assumed) | March 31, 2023 (Assumed) | March 31, 2024 (Assumed) |
|---|---|---|---|---|---|---|
| *As % of Operating Revenue* | 0.11% | 0.05% | 0.12% | 0.15% | 0.15% | 0.15% |
| | | | | | | |
| **Current Liabilities** | | | | | | |
| Trade Payables | | | | | | |
| *As number of days of Expenses* | 38 | 32 | 17 | 25 | 25 | 25 |
| Employee Benefits Payable | | | | | | |
| *As number of days of Employee Benefits Expenses* | 27 | 31 | 34 | 31 | 31 | 31 |
| Creditors for purchase of property, plant and equipment | | | | | | |
| *As % of Capex during the year* | 20.11% | 16.97% | 0.07% | 0.50% | 0.50% | 0.50% |
| Statutory dues payable | | | | | | |
| *As % of Operating Revenue* | 2.91% | 2.88% | 1.87% | 1.50% | 1.50% | 1.50% |
| Provisions for employee benefits - Gratuity & Compensated Absences (Current portion) | | | | | | |
| *As % of Employee Benefits Expenses* | 0.58% | 0.35% | 0.50% | 0.40% | 0.40% | 0.40% |
| | | | | | | |
| **Provision for income-tax (Net of advance tax and TDS)** | | | | | | |
| Current Tax | | | | 25.168% | 25.168% | 25.168% |
| Less: TDS | | | | 3.5% | 3.5% | 3.5% |

*Note: As certified by A A A M & Co LLP, Chartered Accountants, by way of its certificate dated Feburary 4, 2022. See "**Material Contracts and Documents for Inspection – Material Documents**" on page 366.*

The working capital projections made by the Company are based on certain key assumptions, as set out below.

| S. No. | Particulars | Assumptions and justifications |
|---|---|---|
| **Current Assets** | | |
| 1. | Trade Receivables | Our Company had 73.09 to 51.71 days of receivables between March 31, 2020 to March 31, 2021, which we assume to be maintained at levels of 50-55 days for Fiscal ended March 31, 2022, 2023 and 2024 |
| 2. | Unbilled Revenue | Unbilled revenue as number of days of Revenue from operations increased from 5.56 to 30.04 between March 31, 2020 to March 31, 2021, which we assume to be maintained at a level of 45 days for Fiscal ended March 31, 2022, 2023 and 2024 |
| 3. | Security Deposits | Security deposits have been 0.66% to 1.08% of revenue from operations between March 31, 2019 to March 31, 2021. We assume it to be maintained at 0.80% for Fiscal ended March 31, 2022, 2023 and 2024. Security deposits have been maintained in line with projected revenue from operations for the Fiscals 2022 to 2024 |
| **Other Current Assets** | | |
| 4. | Total Other Current Assets | Total other current assets have been 0.11% to 0.12% of revenue from operations between March 31, 2019 to March 31, 2021. We assume it to be maintained at 0.15% for Fiscal ended March 31, 2022; 2023 and 2024. Total other current assets have been maintained in line with projected revenue from operations for the Fiscals 2022 to 2024 |
| **Current Liabilities** | | |
| 5. | Trade Payables | Our trade payables have a direct correlation to our business growth. Holding levels for trade payables is computed as number of days of expenses. Our Company had trade payables of 32 to 17 days of expenses between March 31, 2020 and March 31, 2021; which we assume to be maintained at 25 days of expenses for the Fiscal ended March 31, 2022, 2023 and 2024 |
| 6. | Employee Benefits Payable | Employee benefits payable is computed as number of days of employee benefit expenses. Our Company had employee benefits payable of 27 to 34 days of employee benefit expenses between March 31, 2019 and March 31, 2021; which we assume to be maintained at 31 days of employee benefit expenses for the Fiscal ended March 31, 2022, 2023 and 2024 |

| S. No. | Particulars | Assumptions and justifications |
|---|---|---|
| 7. | Creditors for purchase of property, plant and equipment | Creditors for purchase of property, plant and equipment has been assumed to be 0.50% of capital expenditure during the Fiscal ended March 31, 2022, 2023 and 2024 |
| 8. | Statutory dues payable | Statutory dues payable has been 2.91% to 1.87% of revenue from operations between March 31, 2019 to March 31, 2021. We assume it to be maintained at 1.50% for Fiscal ended March 31, 2022, 2023 and 2024 |
| 9. | Provisions for employee benefits - Gratuity & Compensated Absences (Current portion) | Provisions for employee benefits (current portion) is computed as percentage of employee benefit expenses which has been 0.35% to 0.50% between March 31, 2020 and March 31, 2021; which we assume to be maintained at 0.40% of employee benefit expenses for the Fiscal ended March 31, 2022, 2023 and 2024 |
| **Provision for income-tax (Net of advance tax and TDS)** | | |
| 10. | Current Tax | Current tax has been assumed to be 25.168% of the profit before tax for Fiscal ended March 31, 2022, 2023 and 2024 |
| 11. | TDS | Tax deducted at source has been assumed to be 3.5% of revenue from operations for Fiscal ended March 31, 2022, 2023 and 2024 |

*Note: As certified by A A A M & Co LLP, Chartered Accountants, by way of its certificate dated Feburary 4, 2022. See "**Material Contracts and Documents for Inspection – Material Documents**" on page 366.*

### 3. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such amount not exceeding 25% of the gross proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include strategic initiatives and acquisitions and meeting exigencies, strengthening our marketing capabilities, meeting expenses incurred by our Company in the ordinary course of business and any other purpose, as may be decided by our Company in accordance with applicable law.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any.

### Appraisal of the Objects and Bridge Financing

The objects of the Fresh Issue have not been appraised by any bank, financial institution or agency.

### Means of Finance

The fund requirements set out above are proposed to be funded from the Net Proceeds and our internal accruals. Accordingly, we confirm that there is no requirement to make firm arrangements of finance towards at least 75% of the stated means of finance through verifiable means, excluding the amount to be raised through the Fresh Issue and internal accruals. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 7(1)(e) of the SEBI ICDR Regulations.

### Offer related expenses

Except for (a) listing fees, which shall be solely borne by our Company, and (b) fees for counsel to the Selling Shareholders which shall be solely borne by the respective Selling Shareholders, our Company and the Selling Shareholders will share all the costs, charges, fees and expenses (including all applicable taxes, except STT, which shall be borne by the respective Selling Shareholder) associated with and incurred in connection with the Offer, severally and not jointly, in proportion to the Equity Shares issued by the Company in the Fresh Issue and the Offered Shares transferred by the respective Selling Shareholders in the Offer for Sale, to the aggregate Equity Shares sold in the Offer, subject to applicable law. Any cost and expenses of the Offer advanced by our Company shall be reimbursed by each Selling Shareholder for its respective portion of such costs and expenses upon the successful consummation of the sale of its Offered Shares in the Offer, except for such costs and expenses in relation to the Offer which are paid for directly by the Selling Shareholders. In the event that the Offer is withdrawn, or not completed for any reason, whatsoever, all Offer related expenses will be shared on a pro rata basis between the Company and the Selling Shareholders in the Offer.

The total expenses of the Offer are estimated to be approximately ₹[●] million. The expenses of this Offer include, amongst others, listing fees, underwriting fees, selling commission, fees payable to the BRLMs, fees payable to legal counsels, fees payable to the Registrar to the Offer, Escrow Collection Bank and Sponsor Bank to the Offer, processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The estimated Offer related expenses are as follows:

*(₹ in million)*

| S. No | Activity | Estimated amount[(1)] (₹ in million) | As a % of total estimated Offer Expenses[(1)] | As a % of Offer Size[(1)] |
|---|---|---|---|---|
| 1. | BRLMs fees and commissions (including underwriting commission) | [●] | [●] | [●] |
| 2. | Brokerage, selling commission, bidding charges, processing fees for the Members of the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs[(2)(3)(4)(5)(6)] | [●] | [●] | [●] |
| 3. | Advertising and marketing expenses for the Offer | [●] | [●] | [●] |
| 4. | Fee payable to the Registrar to the Offer | [●] | [●] | [●] |
| 5. | Fees payable to other advisors to the Offer[^] | [●] | [●] | [●] |
| 6. | Other expenses | [●] | [●] | [●] |
| | (i) Listing fees, SEBI filing fees, BSE & NSE processing fees, book building software fees, | | | |
| | (ii) Other regulatory expenses, | [●] | [●] | [●] |
| | (iii) Printing and stationery expenses | [●] | [●] | [●] |
| | (iv) Advertising and marketing expenses for the Offer | | | |
| | (v) Fees payable to the legal counsel | | | |
| | (vi) Miscellaneous | | | |
| | **Total Estimated Offer Expenses** | [●] | [●] | [●] |

[^]*The other advisors will be the Joint Statutory Auditors and Zinnov.*

(1) *Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price include applicable taxes, where applicable*

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

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

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

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

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

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

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

(4) *The Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:*

| | |
|---|---|
| *Members of the Syndicate / RTAs / CDPs* | *₹[●] per valid application (plus applicable taxes)* |
| *Sponsor Bank* | *[●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.* |

**For each valid application*

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

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

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

[(6)] *Bidding charges of ₹ [●] (plus applicable taxes) shall be paid per valid Bid cum Application Form collected by the Syndicate, RTAs and CDPs (excluding applications made by Retail Individual Investors using the UPI mechanism). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured and bid by them.*

[(7)] *Selling commission payable to the Registered Brokers on the portion for Retail Individual Investors and, Non-Institutional Investors which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ [●] per valid Bid cum Application Form (plus applicable taxes).*

*The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member. The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.*

*In addition to the selling commission referred above, any additional amount(s) to be paid by our Company and Selling Shareholders shall be as mutually agreed amongst the Book Running Lead Managers, their respective Syndicate Members, our Company and Selling Shareholders before the opening of the Issue.*

The processing fees for applications made by RIIs using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with the Scircular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by the SEBI.

**Monitoring of Utilisation of Funds**

In accordance with Regulation 41 of the SEBI ICDR Regulations, prior to filing the Red Herring Prospectus with the RoC, our Company will appoint a monitoring agency for monitoring the utilisation of Net Proceeds, as the proposed Fresh Issue exceeds ₹1,000 million. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Net Proceeds and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Net Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose and continue to disclose, the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilized, till the time any part of the Fresh Issue proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our consolidated financial results. Pursuant to Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors and such certification shall be provided to the Monitoring Agency. Further, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the Net proceeds from the objects of the Offer as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the objects of the Offer as stated above.

**Interim use of Net Proceeds**

Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board or the IPO Committee.

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

**Bridge Loan**

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds of the Fresh Issue.

**Other Confirmations**

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, members of the Promoter Group, Group Companies, our Directors or our Key Managerial Personnel.

Our Company has not entered into and is not planning to enter into any arrangement/ agreements with our Promoters, Directors, or Key Managerial Personnel in relation to the utilisation of the Net Proceeds. Further, there are no existing or anticipated interest of such individuals and entities in the objects of the Offer except as set out above.

**Variation in Objects**

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and the applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details as required under the Companies Act, 2013. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, 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 proposal, to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of proving of the Equity Shares, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations.

## BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of the qualitative and quantitative factors as described below.

Investors should also refer to the sections '***Risk Factors***', '***Our Business***', '***Financial Information***' and '***Management's Discussion and Analysis of Financial Condition and Results of Operations***' beginning on pages 32, 145, 216 and 278 respectively, to have an informed view before making an investment decision.

### Qualitative Factors

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

- one stop shop CX solutions provider with omnichannel capabilities providing customized solutions to our clients;
- strong domain intelligence across industry verticals in the Indian market, enabling us to be agile in the process;
- integration across geographies and sites reduces our time to market;
- demonstrated financial performance; and
- experienced management team.

For further details, please see "***Our Business – Strengths***" on page 148.

### Quantitative factors

Some of the information presented in this section relating to our Company is based on and derived from the Restated Financial Statements. For details, see "***Financial Information***" on page 216.

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

**1. Basic and Diluted Earnings Per Equity Share ("EPS") at face value of ₹ 2 each as adjusted for change in capital (not derived from Restated Financial Statements)**

| Financial Period | Basic EPS (in ₹) | Diluted EPS (in ₹) | Weightage |
|---|---|---|---|
| Financial Year ended March 31, 2021 | 6.22 | 6.22 | 3 |
| Financial Year ended March 31, 2020 | 2.75 | 2.75 | 2 |
| Financial Year ended March 31, 2019 | 1.43 | 1.43 | 1 |
| **Weighted Average** | **4.27** | **4.27** | |
| Six months ended September 30, 2021* | 7.51 | 7.51 | |

**Not annualised*

*Notes:*

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/total of weights.*
2. *Basic and diluted EPS are based on the Restated Financial Statements.*
3. *Basic Earnings per Equity Share (₹) = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year*
4. *Diluted Earnings per Equity Share (₹) = Net Profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year*
5. *Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'*
6. *Subsequent to the six months' period ended September 30, 2021, the Board of Directors of the Company has approved the allotment of bonus shares of face value of ₹10 to each to the holders of equity shares in the ratio of 1:5.47 subject to rounding off (i.e. 5.47 Bonus share for every 1 equity share) and the same has been duly approved by the Shareholders of the Company. Hence, for the purpose of calculation of basic and diluted EPS, the number of equity shares outstanding as at the end of the year have been considered after factoring the aforementioned issue of bonus shares.*
7. *Further, subsequent to the six months period ended September 30, 2021, the Board of Directors of the Company has approved the split of equity shares from ₹10 per share to ₹2 per share and the same has been duly approved by the Shareholders of the Company. Hence, for the purpose of calculation of basic and diluted EPS, the number of equity shares outstanding as at the end of the year have been considered after factoring the aforementioned share split.*

**2. Price to Earning ("P/E") Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share**

| Particulars | P/E ratio at the lower end of the Price Band (number of times)* | P/E ratio at the higher end of the Price Band (number of times)* |
|---|---|---|
| Based on Basic EPS for the financial year ended March 31, 2021 | [●] | [●] |
| Based on Diluted EPS for the financial year ended March 31, 2021 | [●] | [●] |

**will be populated in the Prospectus*

*Notes:*

1. *Price/ earning (P/E) ratio is computed by dividing the price per share by earnings per share considering the impact of the following:*
   a. *Subsequent to the six month period ended September 30, 2021, the Board of Directors of the Company have approved the allotment of bonus shares of face value of ₹10 to each to the holders of equity shares in the ratio of 1:5.47 subject to rounding off (i.e. 5.47 Bonus share for every 1 equity share) and the same has been duly approved by the Shareholders of the Company for the Equity Shares outstanding as at respective balance sheet date (excluding the redeemable preference shares).*
   b. *Further, subsequent to the six month period ended September 30, 2021, the Board of Directors of the Company has approved the split of equity shares from ₹10 per share to ₹2 per share and the same has been duly approved by the Shareholders of the Company in their meeting dated November 29, 2021, for the Equity Shares outstanding as at respective balance sheet date (excluding the redeemable preference shares).*

### 3. Industry Peer Group P/E ratio

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry P/E ratio.

### 4. Return on Net Worth ("RoNW")

| Financial Period | RoNW, as derived from the Restated Financial Statements (%) | Weightage |
|---|---|---|
| Financial Year ended March 31, 2021 | 31.09 | 3 |
| Financial Year ended March 31, 2020 | 19.72 | 2 |
| Financial Year ended March 31, 2019 | 12.92 | 1 |
| **Weighted Average** | **24.27** | |
| Six months ended September 30, 2021* | 27.30 | |

**Not annualized*

*Notes:*

1. *Return on Net Worth (%) = Net Profit after tax attributable to the owners of the Company for the year/period, as restated / Restated net worth as at the end of the respective year/period. Total equity = equity share capital + other equity.*
2. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated financial statements of the Company, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
3. *Profit after tax, equity share capital, instruments entirely equity in nature and other equity numbers are based on the Restated Financial Statements.*
4. *Weighted Average return on net worth = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/total of weights*

### 5. Net Asset Value ("NAV") per Equity Share

| Fiscal/ Period Ended | NAV derived from the Restated Financial Statements (₹) |
|---|---|
| As on September 30, 2021 | 27.52 |
| As on March 31, 2021 | 20.00 |
| After the completion of the Offer* | At the Floor Price: [●]<br>At the Cap Price: [●] |
| Offer Price* | [●] |

**will be populated in the Prospectus.*

*Notes:*

1. *NAV per equity share is calculated as net worth as of the end of relevant year divided by the number of equity shares outstanding at the end of the year. Net worth represents aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Statements. The "other equity" comprise retained earnings, other comprehensive income and securities premium reserve as at the end of respective year/period.*
2. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Statements of the Company, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation*
3. *Subsequent to the six month period ended September 30, 2021, the Board of Directors of the Company have approved the allotment of bonus shares of face value of ₹10 to each to the holders of equity shares in the ratio of 1:5.47 subject to rounding off (i.e. 5.47 Bonus share for every 1 equity share) and the same has been duly approved by the Shareholders of the Company. Hence, for the purpose of calculation of NAV per Equity Share, the number of Equity Shares outstanding (excluding the redeemable preference shares) as at the end of the respective period/year have been considered after factoring the aforementioned issue of Bonus shares.*
4. *Further, subsequent to the six month period ended September 30, 2021, the Board of Directors of the Company has approved the split of equity shares from ₹10 per share to ₹2 per share and the same has been duly approved by the Shareholders of the Company in their meeting dated November 29, 2021. Hence, for the purpose of calculation of NAV per Equity Share, the number of Equity Shares outstanding (excluding the redeemable preference shares) as at the end of the respective period/year have been considered after factoring the aforementioned share split.*

### 6. Comparison of Accounting Ratios with Listed Industry Peers

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

**7. The Offer Price is [●] times of the face value of the Equity Shares**

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

The trading price of the Equity Shares could decline due to the factors mentioned in the '***Risk Factors***' beginning on page 32 and you may lose all or part of your investments.

## STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors,
Cogent E-Services Limited
*(formerly known as Cogent E-Services Private Limited)*
C-121, Noida Sector 63
Uttar Pradesh - 201301

**Proposed initial public offering issue of equity shares of face value of Rs. 2 each ("the "Equity Shares") of Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited), (the "Company"/ "Issuer") through a fresh issue and offer of sale of equity shares by certain existing shareholders (the "Offer")**

1. This report is issued in accordance with the terms of our engagement letter dated 25 November 2021.

2. The accompanying Statement of Special Tax Benefits available to the Company and its Shareholders (hereinafter referred to as **"the Statement"**) under the Income-tax Act, 1961 (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2021 (hereinafter referred to as **" Income-Tax Regulations"**), as on the signing date, for inclusion in the Draft Red Herring Prospectus prepared in connection with the Offer, has been prepared by the management of the Company in connection with the proposed Offer, which we have initialed for identification purposes.

**Management's Responsibility**

3. The preparation of this Statement as on the date of our report which is to be included in the Draft Red Herring Prospectus ('DRHP') is the responsibility of the management of the Company and has been approved by the Board of Directors of the Company at its meeting held on February 4, 2022, for the purpose set out in paragraph 10 below. The management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

**Auditor's Responsibility**

4. Our work has been carried out in accordance with Standards on Auditing, the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the **"ICAI"**). The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.

5. Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the **"SEBI ICDR Regulations"**) and the Companies Act 2013 ('**Act**'), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible special tax benefits available as of February 4, 2022, to the Company and its shareholders, in accordance with the Income-Tax Regulations as at the date of our report.

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

7. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the SEBI ICDR Regulations in connection with the proposed Offer.

**Inherent Limitations**

8. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

Several of the benefits mentioned in the accompanying Statement are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying Statement are not exhaustive.

The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

Further, we give no assurance that the revenue authorities/courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes**.**

**Opinion**

9. In our opinion, the Statement prepared by the Company presents, in all material respects, the special tax benefits available, to the Company and its shareholders, in accordance with the Income-Tax Regulations as at the date of our report.

   Considering the matter referred to in paragraph 8 above, we are unable to express any opinion or provide any assurance as to whether:

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

**Restriction on Use**

10. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Draft Red Herring Prospectus, prepared in connection with the Offer to be filed by the Company with the Securities and Exchange Board of India, and the concerned stock exchanges where the equity shares of the Company are proposed to be listed.

Yours faithfully,

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

**Sujay Paul**
Partner
Membership No.: 096314

UDIN: 22096314AAJVGL2874

**Place:** Noida
**Date:** Feburary 4, 2022

For **A A A M & Co LLP**
*(Formerly known as A A A M & Co)*
Chartered Accountants
Firm Registration No: 08113C/C400292

**Atul Agrawal**
Partner
Membership No.: 077293

UDIN: 22077293AAKAGX8107

**Place:** Noida
**Date:** February 4, 2022

**STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO COGENT E-SERVICES LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA**

Outlined below are the special tax benefits available to the Company and its shareholders under the Income Tax Regulations within and outside India. These possible special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act.

**Under the Income -tax Act, 1961 ("the IT Act")**

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

1. <u>Concessional corporate tax rates - Section 115BAA of the IT Act</u>

The Taxation Laws (Amendment) Act, 2019 introduced section 115BAA wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) on fulfillment of certain conditions. The option to apply this tax rate is available from Financial Year ('FY') 2019-20 relevant to Assessment Year ('AY') 2020-21 and the option once exercised shall apply to subsequent AYs. The concessional rate is subject to a company not availing any of the following deductions under the provisions of the IT Act:

- Section10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1)(iia): Additional depreciation;
- Section 32AD: Investment allowance.
- Section 33AB/3ABA: Tea coffee rubber development expenses/site restoration expenses
- Section 35(1)/35(2AA)/ 35(2AB): Expenditure on scientific research.
- Section 35AD: Deduction for capital expenditure incurred on specified businesses.
- Section 35CCC/35CCD: expenditure on agricultural extension /skill development.
- Chapter VI-A except for the provisions of section 80JJAA and section 80M.

The total income of a company availing the concessional rate of 25.168% (i.e. 22% along with surcharge and health and education cess) is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the concessional tax rate in its return of income filed under section 139(1) of the Act. Further, provisions of Minimum Alternate Tax ('MAT') under section 115JB of the Income-Tax Act,1961 ('the IT Act') shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

Note: The Company has already opted for the concessional tax rate benefit for the FY 2020-21 relevant to the AY 2021-22 as mentioned in the Section 115BAA for which declaration in form 10IC has already been filed with the income tax authority.

2. <u>Deductions in respect of employment of new employees – Section 80JJAA of the IT Act</u>

As per section 80JJAA of the IT Act, where a company is subject to tax audit under section 44AB of the Act and derives income from business, it shall be allowed to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in a previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (2) of section 80JJAA of the IT Act.

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

1. There are no special tax benefits available to the shareholders of the Company under the Act.

**Notes:**

1. The ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

2. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences aid the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3. The Statement has been prepared on the basis that the shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing shares.

4. The Statement is prepared on the basis of information available with the management of the Company and there is no assurance that:

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

5. The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

6. The above Statement of Special Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

**For and on behalf of the Board of Directors**

Abhinav Singh
Chairman and Managing Director

Place: Noida
Date: February 4, 2022

To,

The Board of Directors,
**Cogent E-Services Limited**
*(formerly known as Cogent E-Services Private Limited)*
C-121, Noida Sector 63
Uttar Pradesh 201301

**Proposed initial public offering issue of equity shares of face value of Rs. 2 each ("the "Equity Shares") of Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited), (the "Company"/"Issuer") through a fresh issue and offer of sale of equity shares by certain existing shareholders (the "Offer")**

1. This report is issued in accordance with the terms of our engagement letter dated 25 November 2021 .

2. The accompanying Statement of Special Tax Benefits available to the Company and its Shareholders (hereinafter referred to as **"the Statement"**) under the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tarrif Act, 1975 as amended, including the relevant rules, notifications and circulars issued there under, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20) (collectively referred as **"Indirect Tax Regulations"**) as on the signing date, for inclusion in the Draft Red Herring Prospectus prepared in connection with the Offer, has been prepared by the management of the Company in connection with the proposed Offer, which we have initialed for identification purposes.

**Management's Responsibility**

3. The preparation of this Statement as on the date of our report which is to be included in the Draft Red Herring Prospectus ('DRHP') is the responsibility of the management of the Company and has been approved by the Board of Directors of the Company at its meeting held on February 4, 2022, for the purpose set out in paragraph 10 below. The management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

**Auditor's Responsibility**

4. Our work has been carried out in accordance with Standards on Auditing, the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the **"ICAI"**). The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.

5. Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the **"SEBI ICDR Regulations"**) and the Companies Act 2013 ('**Act**'), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible special tax benefits available as of February 4, 2022, to the Company and its shareholders, in accordance with the Indirect Tax Regulations as at the date of our report.

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

7. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the SEBI ICDR Regulations in connection with the proposed Offer.

**Inherent Limitations**

8. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

Several of the benefits mentioned in the accompanying Statement are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying Statement are not exhaustive.

The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

Further, we give no assurance that the revenue authorities/courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes**.**

**Opinion**

9. In our opinion, the Statement prepared by the Company presents, in all material respects, the special tax benefits available, to the Company and its shareholders, in accordance with the Indirect Tax Regulations as at the date of our report.

Considering the matter referred to in paragraph 8 above, we are unable to express any opinion or provide any assurance as to whether:

(i) The Company or its shareholders will continue to obtain the benefits per the Statement in future; or

(ii) The conditions prescribed for availing the benefits per the Statement have been/would be met with.

**Restriction on Use**

10. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Draft Red Herring Prospectus, prepared in connection with the Offer to be filed by the Company with the Securities and Exchange Board of India, and the concerned stock exchanges where the equity shares of the Company are proposed to be listed.

Yours faithfully,

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

**Sujay Paul**
Partner
Membership No.: 096314

UDIN: 22096314AAJVVO9853

**Place:** Noida
**Date:** February 4, 2022

For **A A A M & Co LLP**
*(Formerly known as A A A M & Co)*
Chartered Accountants
Firm Registration No: 08113C/C400292

**Atul Agrawal**
Partner
Membership No.: 077293

UDIN: 22077293AAKAOC7251

**Place:** Noida
**Date:** February 4, 2022

**STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO COGENT E- SERVICES LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE INDIRECT TAX LAWS IN INDIA**

Outlined below are the special tax benefits available to the Company and its shareholders under the Indirect Tax Regulations within India. These possible special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Indirect Tax Regulations.

**C. Special tax benefits available to the Company under Indirect Tax Regulations in India**

**1. Benefits under the Central Goods and Services Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)**

Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated, that is, these transactions attract a GST rate of zero per cent.

On account of zero rating of supplies, the supplier will be entitled to claim input tax credit in respect of input and input services used for such supplies and can seek refund of accumulated/ unutilized ITC.

There are two mechanism for claiming refund of accumulated ITC against export. Either person can export under Bond/ LUT as zero-rated supply and claim refund of accumulated input tax credit or person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of CGST Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on input and input services used in making zero rated supplies.

Currently, the company is exporting the services without payment of Integrated tax under an option of LUT. Further, GST refund of accumulated input tax credit in relation to input and input services will also be available to the company on account of zero-rated supplies.

Till September 2021, the company has undertaken export of services with payment of tax and no refund has been claimed by the company in respect of such taxes paid.

**D. Special tax benefits available to the shareholders under the Indirect Tax Regulations**

The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company. Securities are excluded from the definition of Goods as defined under section 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined under section 2(102) of the Central Goods and Services Tax Act, 2017.

Apart from above, the shareholders of the Company are not eligible to special tax benefits under the provisions of the Customs Tariff Act, 1975 and/or Central Goods Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective Union Territory Goods and Services Tax Act, 2017 respective State Goods and Services Tax Act, 2017, Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules.

**Notes:**

7. The ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

8. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences aid the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

9. The Statement has been prepared on the basis that the shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing shares.

10. The Statement is prepared on the basis of information available with the management of the Company and there is no assurance that:

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

11. The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

12. The above Statement of Special Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

**For and on behalf of the Board of Directors**

Abhinav Singh
Chairman and Managing Director

Place: Noida
Date: February 4, 2022

## SECTION IV: ABOUT THE COMPANY

## INDUSTRY OVERVIEW

*Unless otherwise indicated, the information in this section is obtained or extracted from the independent report titled "Customer Experience Management (CXM) Market Analysis" dated February 3, 2022 ("**Zinnov Report**"), which was exclusively commissioned and paid for by our Company, and was prepared and released by Zinnov, who were appointed by us pursuant to the Statement of Work dated October 13, 2021. The Zinnov Report forms part of the material contracts for inspection, and is accessible on the website of our Company at www.cogenteservices.com/investors.*

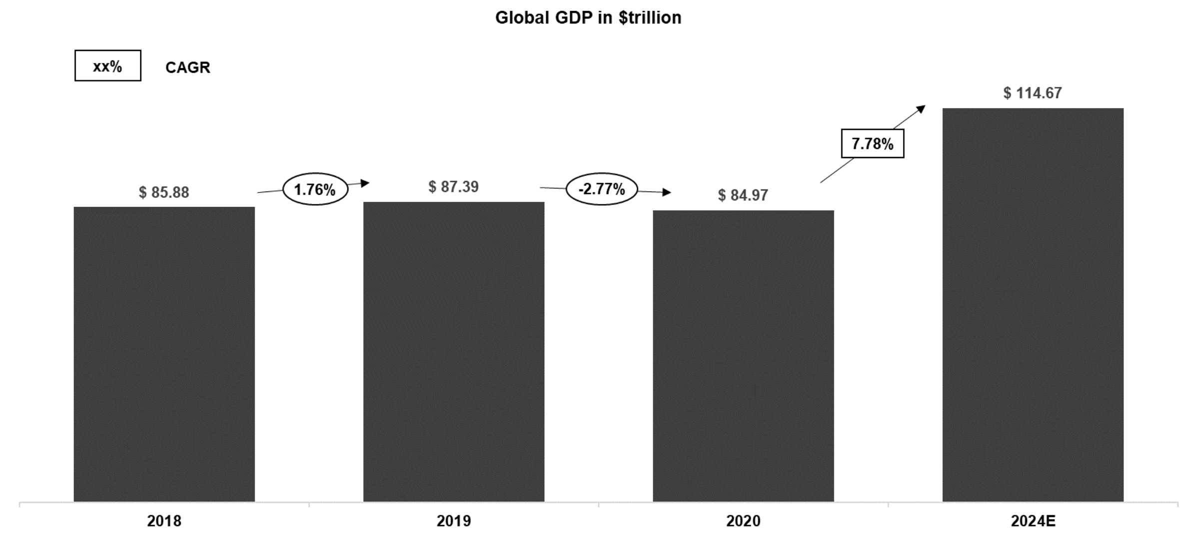
*The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.*

*Unless otherwise indicated, all financial, operational, industry and other related information derived from the Zinnov Report and included herein with respect to any particular year, refers to such information for the relevant year.*

### GLOBAL MACROECONOMIC OVERVIEW

*Despite a minor setback in 2020, global GDP is expected to bounce back and exceed the pre-pandemic growth velocity*

In 2020, COVID-19 affected the global economy beyond anything experienced in nearly a century. However, with the roll-out of vaccines towards the end of 2020, the worst estimates did not come to fruition limiting the decline in global GDP to 2.7% from 2019. The global economy started recovering at a pace much faster than initially projected. The global economy is set to expand by 5.9% in 2021 and 4.9% in 2022 – its strongest post-recession pace in nearly 80 years.



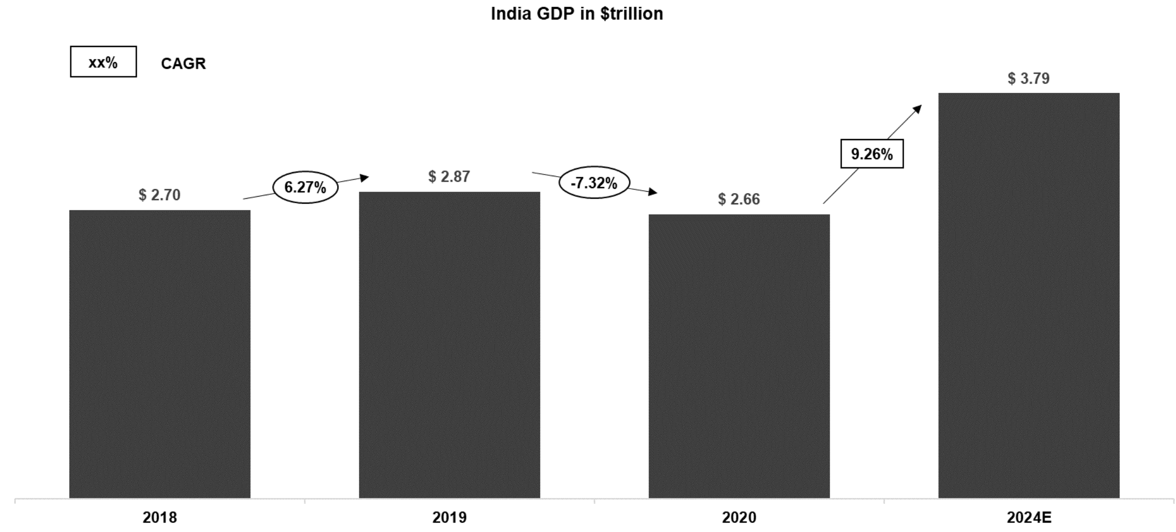
Source: IMF, Zinnov Analysis

APAC is expected to grow at ~8.1% in 2022, primarily driven by growth in countries such as China and India.

### INDIAN MACROECONOMIC OVERVIEW

*Despite the severe COVID impact, India's GDP is forecasted to grow at ~9.26% between 2020 to 2024.*

India followed a similar trajectory to the global economy, with the COVID-19 pandemic having a large impact on the GDP, but with recovery expected to be swift and exceed the pre-pandemic growth. The unexpected onset of the COVID-19 pandemic adversely impacted services and domestic consumption, exacerbating the stress on the Indian economy. While economies worldwide have been impacted, India has faced larger contractions, with GDP contracting by ~7.3% in 2020, making it the biggest decline in GDP for India since its independence in 1947.

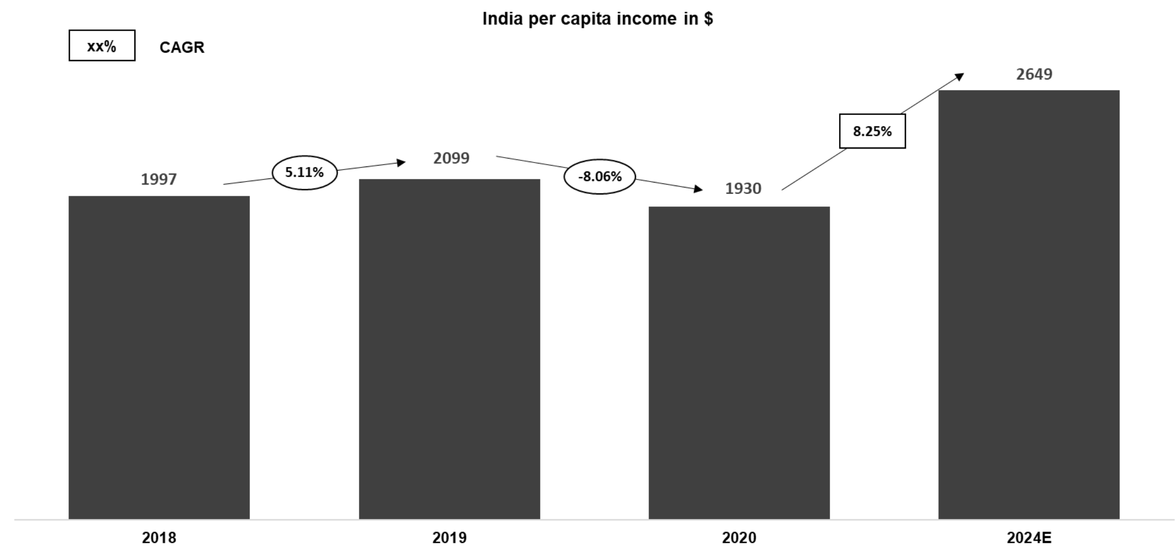



Source: IMF, Zinnov Analysis

The immediate push in GDP is expected to be driven by the accelerated vaccination campaign, the USD 36 billion stimulus package by the GoI, better preparedness among the healthcare sector and enterprises, and increased infrastructure spending.

*An increase in India's per-capita income, coupled with the increase in working population, is expected to lead to an increase in disposable income across consumer segments*

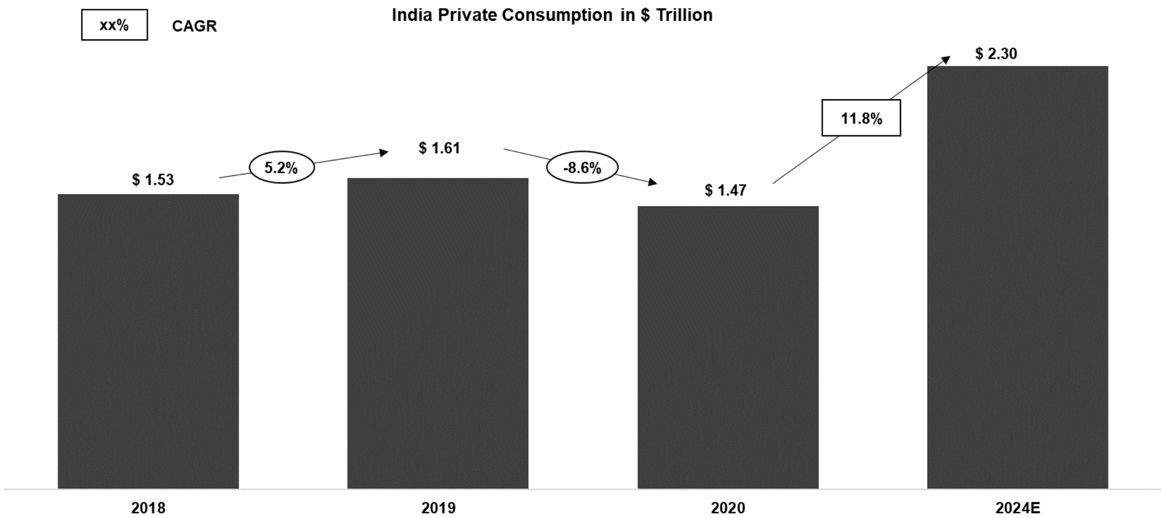
The per capita income has been increasing over the years but saw a sharp reduction in 2020, primarily due to the COVID-19 pandemic. India's per capita income is estimated to grow at ~8.3% between 2020 to 2024.




Source: IMF, Zinnov Analysis

*Increased income will enable private consumption as a leading driver for India's growth*

Private consumption, or 'household final consumption expenditure', denotes the sum of all goods and services purchased by domestic households. Private consumption grew from USD 0.89 trillion in 2010 to USD 1.61 trillion in 2019, growing at a CAGR of ~6.9% during such period. This resulted in India becoming a domestic consumption-driven economy, with nearly 58% of India's GDP driven by private consumption in 2019, compared to 40% in China. Private consumption declined due to the impact of lockdowns on the employment-intensive services sector. In Financial Year 2020, private consumption declined by nearly 9% from pre-pandemic levels.



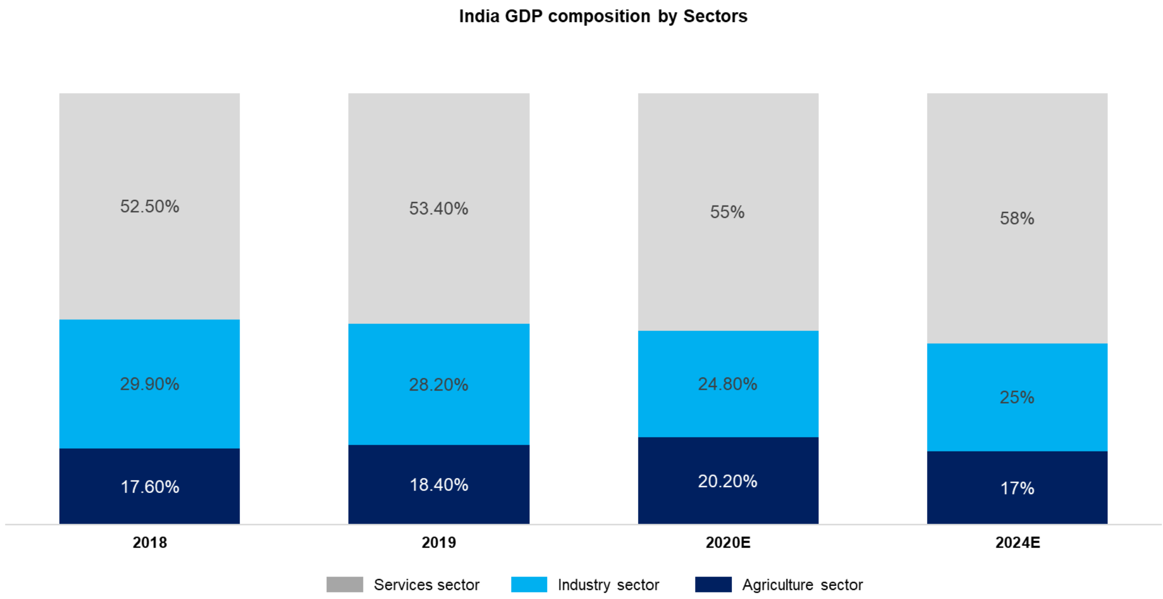

Source: World Bank, Zinnov Analysis

Despite the set-back caused by the COVID-19 pandemic, private consumption is expected to be a long-term growth engine in the Indian economy. By market estimates, domestic consumer spending is expected to exceed USD 4 trillion in 2030, up from USD 1.47 trillion in 2020. Certain factors expected to drive private consumption are set forth below.

- India's median age is estimated to be 31 in 2030 as compared to 42 in China and 40 in the US. This will enable India to be one of the youngest nation, increasing the working age population, thereby boosting the consumption;
- New channels such as e-commerce/online portals are expected to drive consumption in India by improving access across markets. Growth in e-commerce is projected at 25% CAGR between 2020 to 2024 resulting in significant opportunities;
- A higher proportion of senior citizens (age above 60 years) are going online. Their consumption is expected to grow twice as fast as other segments of the population, driven by access through online channels; and
- The high-touch services sector which includes hospitality and travel, etc. was impacted by COVID-19, but is expected to rebound and provide short-term growth impetus.

*India is experiencing higher growth in the services sector resulting in an accelerated shift towards becoming a service-led economy*

The services sector has witnessed continuous growth and accounted for ~55% of the GDP in 2020. Increasing urbanization and shift from farm to non-farm employment has further fuelled the growth. While the pandemic adversely affected various contact-sensitive sectors such as trade, hotels, transport, tourism and mining, the services sector is expected to show promising growth soon. Increased consumption and digital disruption to drive growth in the services sector.

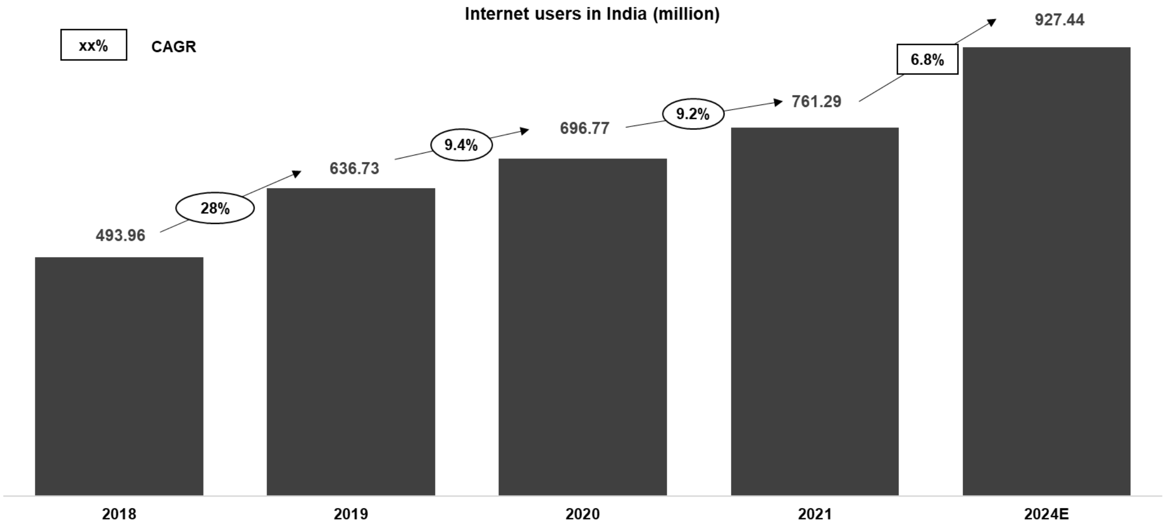



Source: Ministry of Statistics and Programme Implementation, Zinnov Analysis

By 2024, the IT-BPM services sector is expected to contribute USD 180-220 billion to India's GDP. Sectors that are undergoing massive digital transformation such as healthcare, BFSI and retail have also been forecasted to create sizable economic value by 2024.

*The internet-based economy is expected to drive a large part of the growth in the services sector*

India has witnessed a significant increase in the number of active internet users, which is estimated to exceed the 900 million mark by 2024. This increase is largely driven by affordable internet connections and higher adoption in rural India. Rising digital adoption, evolving consumption model and focused service solutions are expected to drive the Indian internet economy in the coming years.




Source: World Bank, Zinnov Analysis

Over the past few years, internet adoption has accelerated the growth in emerging segments such as education technology, tele-medicine, e-commerce and OTT. Firms have increasingly leveraged digital technologies such as AI/ML, analytics and omni-channel strategy to enhance customer experience and have a competitive advantage over their peers.

Certain other key factors expected to drive India's growth over the next four years are set forth below.

- '*Atmanirbhar Bharat Abhiyaan*' mission or 'Self-reliant India Campaign' launched in 2020, that has initiated major structural reforms;
- Production-linked Incentive ("**PLI**") scheme that was launched to lower the country's dependence on imports, is expected to boost the manufacturing sectors. India aims to spur the domestic industry and become a global manufacturing hub by increasing jobs, boosting exports, and investing in skill development;
- Low-interest rates and liquidity in the market are expected to boost discretionary consumption;
- Sustained increase in agriculture-related exports enabled by government initiatives is increasing farmers' income thereby accelerating rural GDP growth;
- Private consumption is expected to pick up due to the resumption of the services sector and consumer confidence; and
- Rising adoption of digitization, well-equipped manufacturing, and high household consumption; and
- Growth in the services sector, new age internet firms, and start-ups are expected to further drive India's economic growth.

## GLOBAL CUSTOMER EXPERIENCE MANAGEMENT ("CXM") MARKET

*The onset of the COVID-19 pandemic has further catapulted the in-person experience to a digital space that is louder and wider in reach*

CXM is defined as a set of processes and strategies leveraged to track, oversee, and manage a customer across all their interactions with the enterprise. CXM involves tracking and managing every interaction with a customer through their entire lifecycle. The focus of CXM is to meet or exceed customer expectations, in turn boosting the top line and profit of the company.

CXM market is divided into four segments based on the key services that impact customer experience:

**Customer Experience Management**
*Key Segments*

| Customer Services | Tech Support Services | Operations Support | Revenue Acceleration |
|---|---|---|---|
| Customer Care focused services:<br>• Inbound Services – Helpdesk/ Support services, Complaint Handling, Escalations<br>• Outbound Services – Resolution/ Feedback Calls<br>• General Query Resolutions – Product/ Service related Queries | Technical Solution focused services:<br>• Claim Resolution Services – Warranty/ Post warranty support<br>• Product/ Application Support – L1/ L2 Support, Query resolution, Setup support, life-cycle support (service & maintenance)<br>• Hardware Support – L1/ L2 Technical support, Mobile & Tablet Support Services, Desktop Support Services | Customer Order focused services:<br>• Order Fulfilment–Order entry, Verification and processing<br>• Order Tracking/ Exceptions<br>• Returns Handling – Return & Claim processing<br>• Payment Collection Services | Sales & Marketing focused services:<br>• Outbound Sales Services – Telemarketing, Telesales services<br>• Inbound Sales Services –Inbound sales, Cross/ Up-selling<br>• Marketing Services – SEO, SEM, Social Media Engagement, Retargeting<br>• Digital CX Services – Content Optimization, Syndication |

**Channels Leveraged**

**Voice | Chat | SMS | Email | Web | Mobile App | Face-to-face | Social media | Chatbots | IoT Based Kiosks**

Evolving customer requirements have shifted enterprise investments towards CXM. In the digital era where every individual is interconnected through social media, organizations face numerous challenges in satisfying evolving customer demands. Customer interactions can trigger a lingering effect on brand trust and loyalty. Companies need better Customer Experience ("**CX**") services to increase their revenues by improving word-of-mouth and referrals. Better CX services also improve post-purchase behaviour such as brand loyalty and advocacy, enhancing retention and upselling. With the burgeoning rise of social media, businesses can see the benefits of being available for customer contact, which is focused on resolving stressful and negative experiences, but on genuinely interacting with their customers and driving more positive experiences.

**Increasing recognition of CXM**

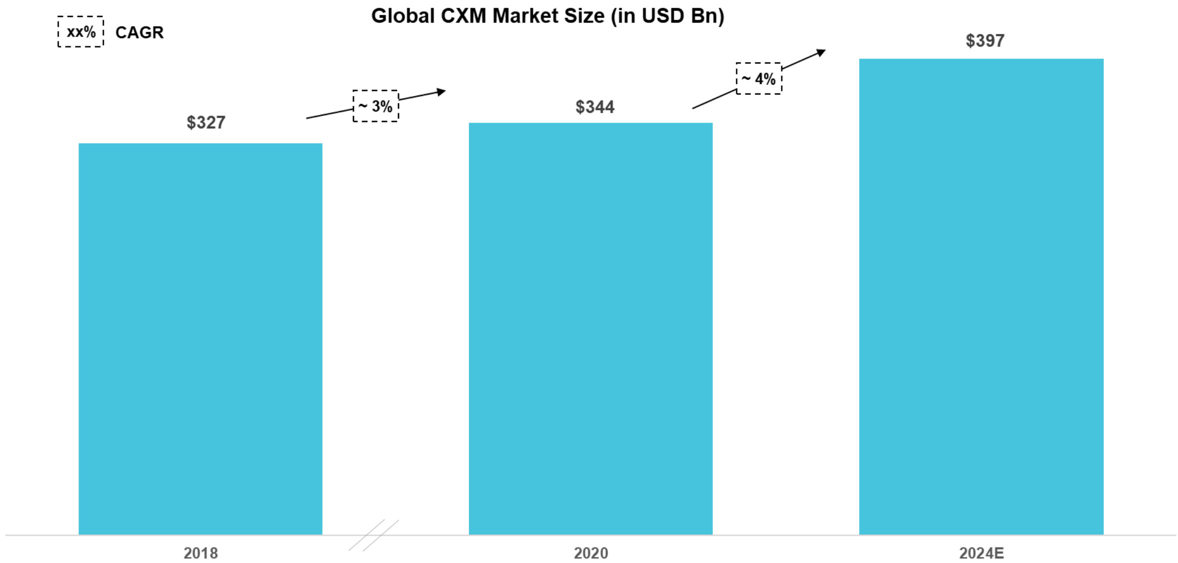
*More than **80%** of buyers are willing to pay more for a better customer experience*

***60%** of consumers find positive experiences to be more influential than advertising*

*More than **75%** of companies compete on customer experience in 2021*

*Around **90%** of customers abandon a new company after two or more negative experiences*

Global CXM spend by enterprises stood at above USD 340 billion in 2020 and is expected to hit USD 400 billion by 2024.



Source: Zinnov Analysis

*Impact of COVID-19 on global CXM spend*

**Covid 19 Impact**

Global CXM market contracted with the onset of COVID-19, however quickly followed an upward trend with a stable growth

CXM market has a huge opportunity as organizations look forward to undertake CX-led digital transformation projects

With the stabilization of pandemic situation, organizations are expected to invest more in next generation CXM technologies and leverage the learnings during the pandemic to enable long term growth

The global CXM market reached USD 344 billion in 2020 in the backdrop of a worldwide pandemic. While the lockdowns and work-from-home scenario impacted the spending during the first half of 2020, the industry witnessed a quick rebound by adopting remote working and digital technologies. North America, continental Europe and the UK were able to weather the pandemic due to better infrastructure support, increased adoption of digital solutions such as automation, analytics and AI/ML-based solutions, and the ability of these regions to handle increased onshore work. The pandemic severely impacted emerging economies such as Asia Pacific, Latin America, the Middle East and Africa. Although some of these regions had growth momentum in the past, the market growth plunged in 2020 due to lack of remote work infrastructure, frequent lockdowns, and less digital adoption.

As countries implemented lockdown and social distancing measures, there was an urgent need to shift to a work-from-home set-up. The uncertainty led to increased call volumes: industries such as healthcare, travel and hospitality witnessed the highest call volumes. Companies that dealt with personally identifiable data of consumers faced added challenge of ensuring compliance, data security, and data privacy in an at-home environment.

*Key growth drivers for the global CXM market*

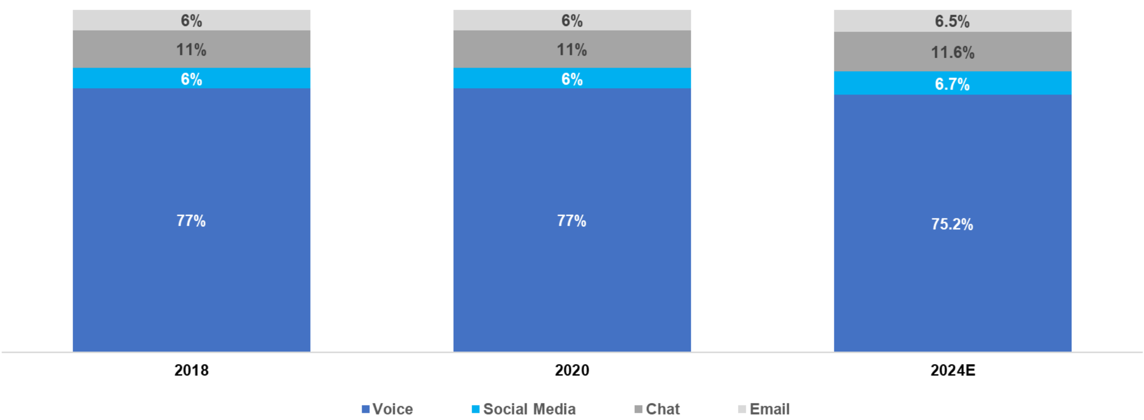
Growth in the CXM market is expected to be driven by: (i) increased spending on flexible customer services offering omnichannel solutions; (ii) shift towards personalization and curated experiences across industries; and (iii) end-to-end customer experience solutions covering technology and managed services. Certain other key factors that, coupled with a global digital push, are expected to bolster the adoption of CXM services during the 2021-2024 are discussed below.

(i) <u>New-age technologies such as analytics and automation are expected to accelerate CXM growth:</u> In addition to changing customer preferences and market dynamics, technological advancements are set to drive CXM market growth. Enterprises and Service Providers are increasingly investing in capabilities in traditional areas like multi-channel solutions, automation, and emerging regions such as CX Analytics, AI-enabled solutions, and cloud shoring.

| Emerging Areas | Description |
|---|---|
| CX Analytics | • Advanced analytics to track click through rate, sales trends, customer life time value, etc. to measure marketing success and generate **new leads**<br>• Advanced analytics and data exploration capability to identify customer **white spaces** for new opportunities and measure sales team performance |
| Automation & AI | • AI & ML based algorithms to gather and analyse social, historical and behavioural data to **understand customers better** and position products accordingly<br>• AI to serve as a backbone for next generation communication platforms such as Chatbots, Conversational Assistants and other platforms that help in **better customer engagements** |
| Omnichannel Solutions | • Real time integrated solutions enables **increased customer interaction** through multiple channels throughout the customer journey<br>• Ensures **greater flexibility** by seamless transition between different channels such as self service bots, voice resolutions and chat enabled feedbacks<br>• Omnichannel marketing solutions to interact with customers to curate and ensure **convenient user experiences** |
| Cloud Shoring | • To be adopted as a **operating model** by new age organizations, and work remotely with cloud based technologies, but managed centrally<br>• Increased investment is expected in segments such as cloud contact centre platforms, virtualization technologies, and agent assist services |

(ii) <u>Voice channels dominate the CXM market:</u> By customer service touchpoints, the market can be segmented into two segments, i.e., the voice and the non-voice segment, with the voice segment dominating the market with ~77% share in 2020.

**CXM Market Split by Channels**




Source: Zinnov Analysis

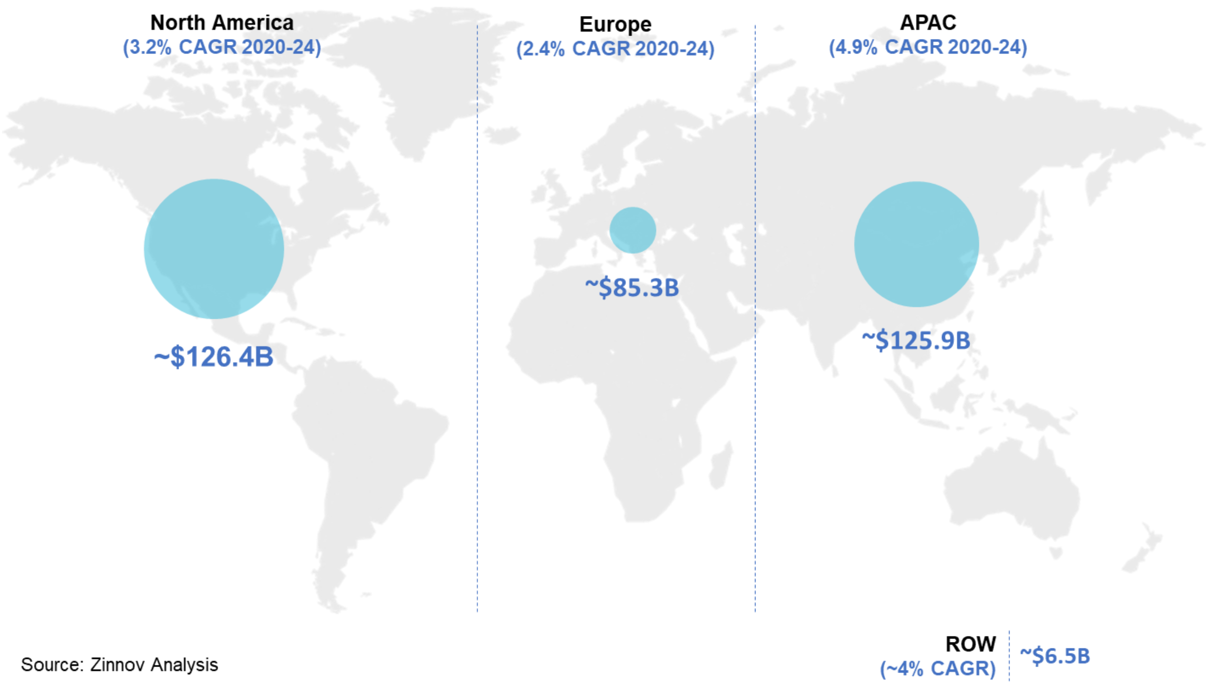
Voice services map the entire customer lifecycle from acquisition, verification, service, support, reminders, upsell/cross-sell, service recovery, collections, retention to capturing the voice of the customer. Industries such as telecom, media and BFSI have a large base of voice customers. Challenges in switching to non-voice channels have led to large scale adoption of voice channels for these industries. Healthcare and retail industry also witnessed higher interactions through voice channels due to the rise of teleconsultations and transition to e-tail due to the onset of COVID-19. Non-voice channels in industry terms usually mean e-mails and chats primarily and, to some extent, SMS and WhatsApp channels. Non-voice support also uses voice blending (both inbound and outbound) to serve customers efficiently. The non-voice segment is expected to be dominated by social media and chat segments. The voice segment is expected to witness growth and transition to new-age technologies such as conversational AI, virtual agents and self-service voice channels.

**Omni-Channel Customer Touchpoints**

| | Assisted | Un - Assisted |
|---|---|---|
| Voice | • Contact Centers<br>• Speech IVR & Recognition<br>• Video Chat & Verification services | • Automated Email Response Management<br>• Virtual Assistants<br>• Smart Messaging Services<br>• Mobile Applications<br>• Social Media<br>• Smart Video |
| Non - Voice | • Website<br>• Social Media<br>• Chats/ Chatbots<br>• Mobile Application<br>• Virtual Assistants | |

(iii) APAC region will drive the CXM market forward driven by strong economic growth: North America and APAC regions dominate the CXM market, contributing to more than 70% of the spending in 2020. While both these regions continue to be the top contributors to spending, the APAC region is expected to grow faster between 2020 and 2024. The representation below indicates that the APAC region is expected to grow faster between 2020 and 2024, with a CAGR of ~4.9%, which is higher than the industry CAGR of 4%. The increased need for CXM services from South Asian countries is expected to drive future growth from this region.

**Global CXM Spend by Geography**




Source: Zinnov Analysis

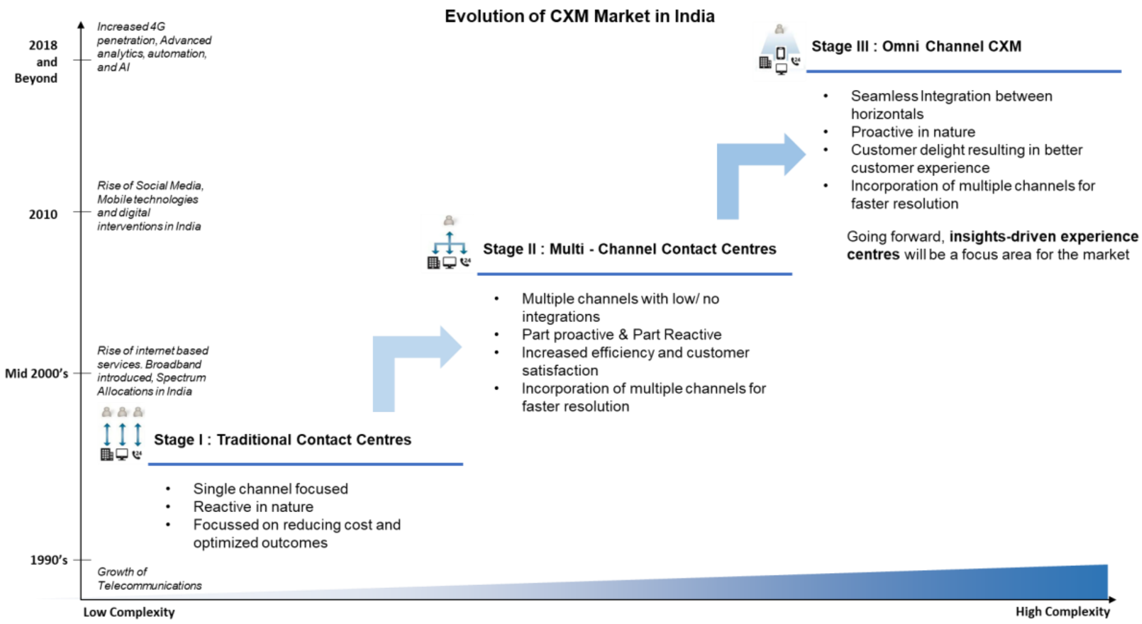
In line with global tailwinds of GDP growth and industry adoption, there is an increased need for CXM services in emerging economies. As per IMF's Asia-Pacific Regional Economic Outlook, October 2021 the APAC region was expected to grow by 6.5% in 2021, predominantly led by India (9.5%, 2021) and China (8%, 2021).

In line with global growth, the CXM market in India is expected to register a CAGR of 5.5% between 2020 to 2024 and play a vital role in the market dynamics.

**INDIAN CXM MARKET**

*Evolution of the Indian CXM market*

The Indian CXM landscape has been driven by globalization, changing customer preferences, and technological advancements. Aided by increased globalization, the Indian enterprise landscape has seen an exponential increase in the number of firms competing to grab the world's third-largest customer base as of 2021. As international players entered the Indian market, product/service differentiation became the priority for enterprises. An effective customer-centric CXM has become one of the levers for the organizations to provide this differentiation, gain customer share, reduce churn and increase the lifetime value. With increasing choices and information channels available to the consumers, the new age, social media-conscious Indian consumer has become more aware, quality conscious and is demanding more features. This increases the demand for localized and targeted customer experience for this growing segment. The Indian CXM landscape has come a long way during the last three decades shifting from a service-centric model to a customer experience-driven industry. Indian organizations have transitioned from traditional contact centres, which served as single-channel interaction centres, to omni-channel experience centres, which integrate various channels and give a holistic customer experience.




*Key segments of CXM industry*

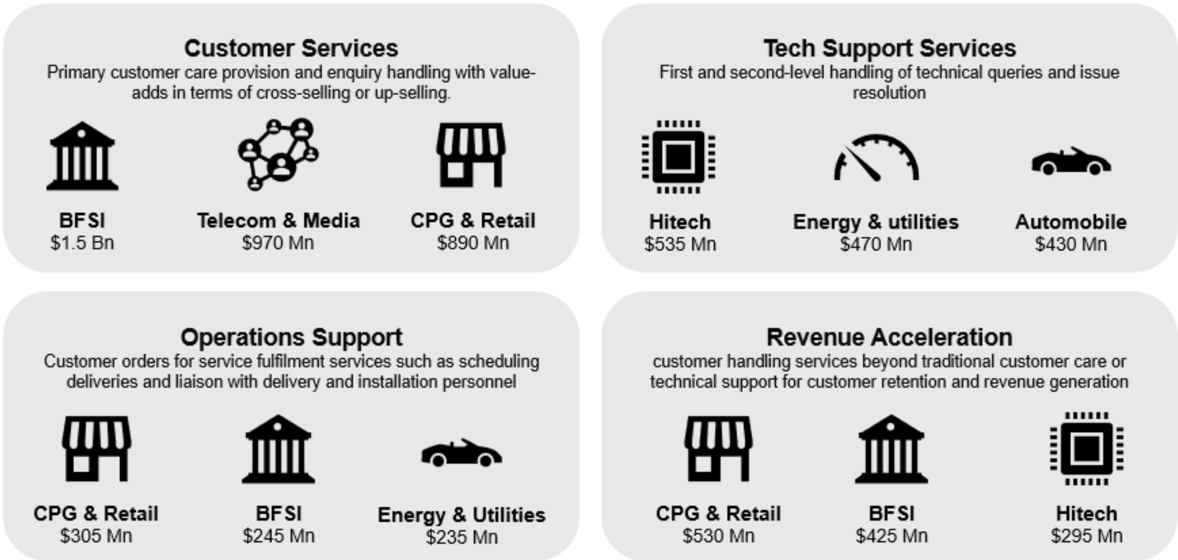
**Customer Experience Management**

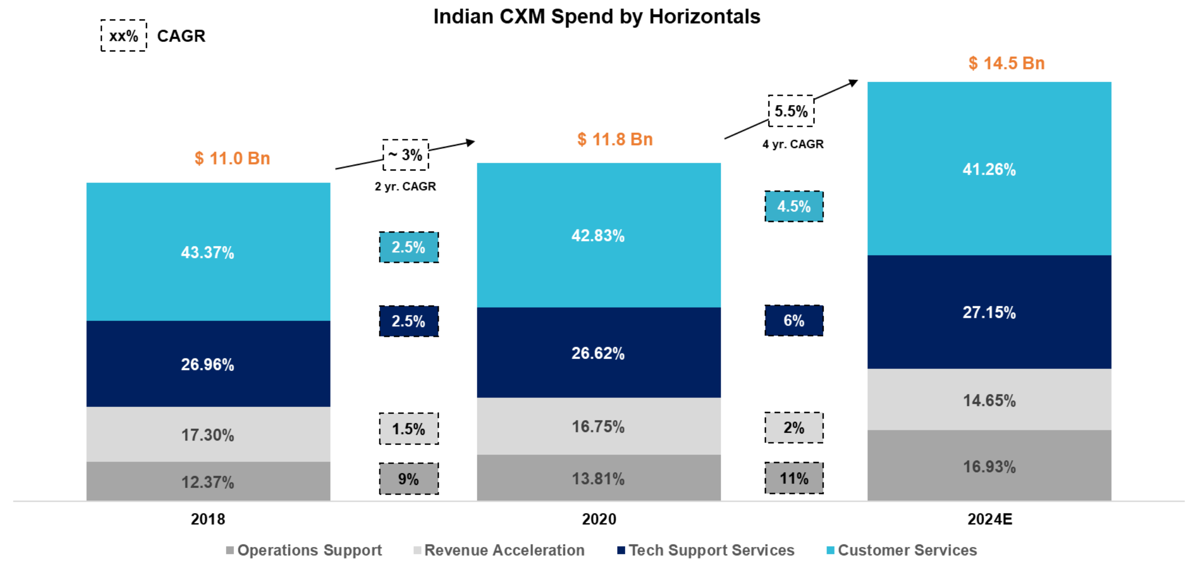
***Key Segments***

| Customer Services | Tech Support Services | Operations Support | Revenue Acceleration |
|---|---|---|---|
| Customer Care focused services:<br>• Inbound Services – Helpdesk/ Support services, Complaint Handling, Escalations<br>• Outbound Services – Resolution/ Feedback Calls<br>• General Query Resolutions – Product/ Service related Queries | Technical Solution focused services:<br>• Claim Resolution Services – Warranty/ Post warranty support<br>• Product/ Application Support – L1/ L2 Support, Query resolution, Setup support, life-cycle support (service & maintenance)<br>• Hardware Support – L1/ L2 Technical support, Mobile & Tablet Support Services, Desktop Support Services | Customer Order focused services:<br>• Order Fulfilment–Order entry, Verification and processing<br>• Order Tracking/ Exceptions<br>• Returns Handling – Return & Claim processing<br>• Payment Collection Services | Sales & Marketing focused services:<br>• Outbound Sales Services – Telemarketing, Telesales services<br>• Inbound Sales Services –Inbound sales, Cross/ Up-selling<br>• Marketing Services – SEO, SEM, Social Media Engagement, Retargeting<br>• Digital CX Services – Content Optimization, Syndication |
| **Channels Leveraged** | | | |
| **Voice \| Chat \| SMS \| Email \| Web \| Mobile App \| Face-to-face \| Social media \| Chatbots \| IoT Based Kiosks** | | | |

The Indian CXM market can be divided into four segments based on the key services that impact CX.

**Top 3 spending verticals across CXM**






Source: Zinnov Analysis

(i) <u>Customer services:</u> Customer services entails the provision of primary customer touchpoints for customer care and query processing with a constant focus on cross-selling and up-selling products and services. Customer services have evolved over the years from traditional voice-based interaction to omni-channel experiences, enabling customers to interact using multiple channels and at their comfort. Customer services mainly focus on primary customer care and enquiry handling for existing products and services, with nominal value in cross-selling or up-selling. With rapid innovation and labile customers, customer experience has become one of the key differentiating factors among competitors. Certain illustrative case studies elaborating customer service practices across key verticals are set out below.

| India based BFSI company | Indian online retail giant | Leading Indian real estate company |
|---|---|---|
| Use of interactive voice response (IVR) system to automatically call back customers rather than customers waiting on the phone in a queue. | Use of live chat service and social media platform such as Facebook, Twitter, LinkedIn to address the customer queries | Use of robotic process automation to address the customer requests thereby improving time response and turnaround time |

(ii) <u>Technical support services:</u> Technical support services cover spending on the first and second-level handling of technical queries and issue resolution, typically in support of software and internet, semiconductor and consumer electronics (“**High-Tech**”) equipment such as smartphones, laptops, routers, and other electrical and electronic devices utilizing social media analytics, RPA/AI-based automation and interactive voice recordings. Technical support services entail providing support services to technology products and services users. Technical support services involve services delivered over both voice and non-voice channels and include live support and troubleshooting using remote access software. Tools like customer discussion boards facilitated by expert responses also fall under the technical support umbrella. Certain illustrative case studies elaborating technical support service practices across key verticals are set out below.

| Electric two-wheeler OEM | Indian Fintech start-up hosting credit-line cards | Leading new-age EdTech platform |
|---|---|---|
| Uses AI for predictive maintenance enabling intelligent alerts | Uses chat-bot to diagnose and resolve minor/ common queries | Uses advance analytics to achieve >95% customer resolution score with <2 hr average response time |

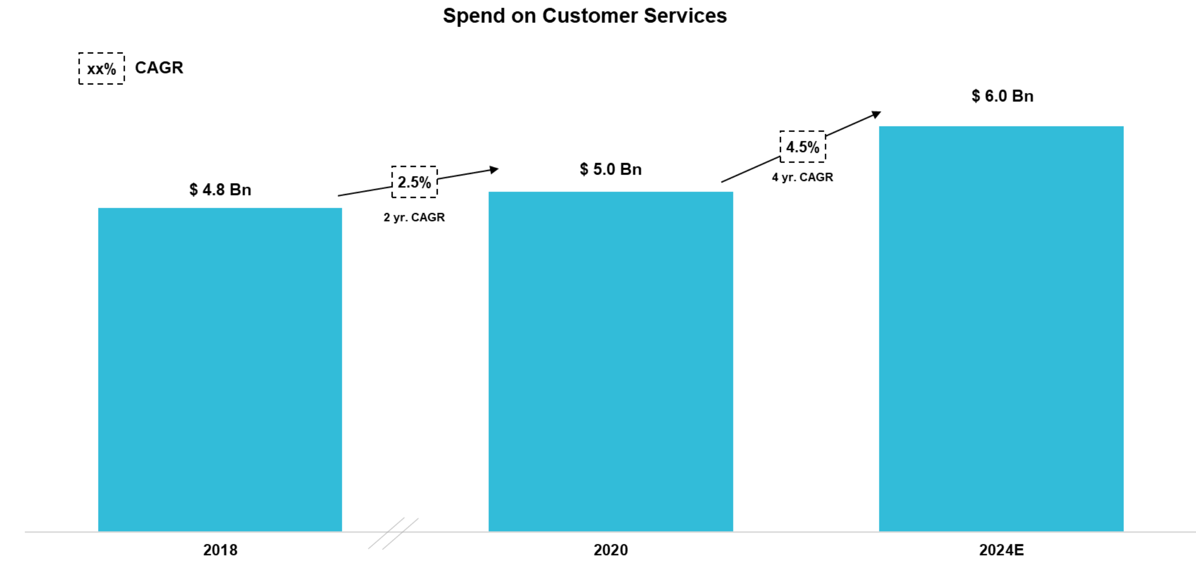
(iii) Operations support services: Customer support services include order fulfilment and additional support services pertaining to order fulfilment, such as scheduling deliveries, liaison with delivery and installation personnel and resolution of order related queries/issues. Certain illustrative case studies elaborating operations support service practices across key verticals are set out below.

| Indian Food delivery company | E-commerce delivery partner start-up | Indian retail giant with more than 200 stores |
|---|---|---|
| Utilizes real-time location tracking to enable smooth order tracking | Uses sensors to provide remote monitoring for perishable couriers | Leverages online channels to facilitate self pick-up services and trackable home-delivery |

(iv) Revenue acceleration services: Most of the spending is aimed at revenue-generating services such as lead generation, upsell and cross-sell activities, licensed sales, and customer retention services. Revenue generation services include assisting the client in retaining customers and increasing revenues. This includes customer experience management services focusing on increasing the average revenue per customer through improved cross-selling or up-selling or support for online sales channels. It focuses on enabling customer interactions that drive retention, generate revenue and improve customer lifetime value. Certain illustrative case studies elaborating technical revenue acceleration service practices across key verticals are set out below.

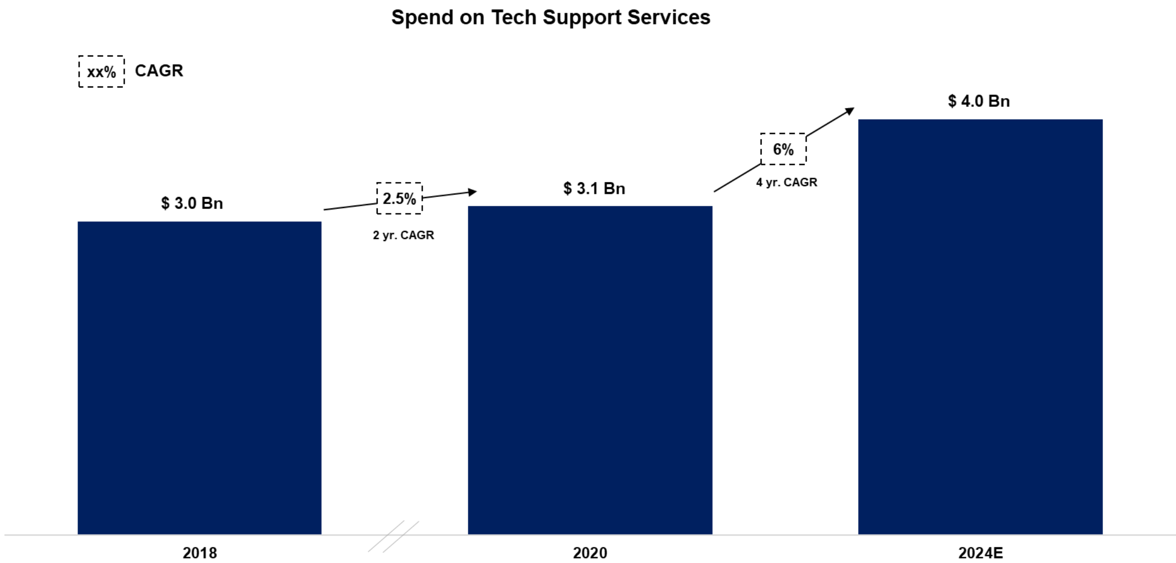
| Leading Indian real estate company | Large Indian bank | Indian online grocery delivery firm |
|---|---|---|
| Use of next-gen technologies such as AR/VR, Drones to give a virtual tour of the property to potential customers | Launched digital self-service-based onboarding service offering customers assisted onboarding capabilities across all the channels | Use of social media platforms and influencer marketing to enhance customer engagement and brand awareness |

*Segment-wise spends and trends in the Indian CXM market.*




Source: Zinnov Analysis

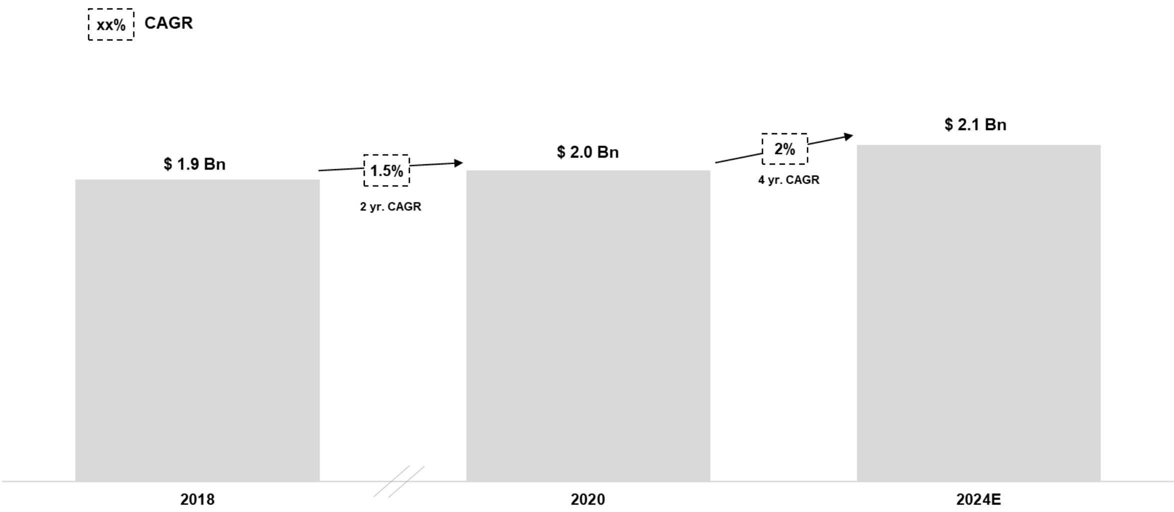
The customer services segment continues to dominate the market with more than 45% market share. The rise of social media has enabled faster interactions and led to lower communication lead times. Matured sectors like BFSI, retail and telecom are driving the majority of the spend in this horizontal. The Indian customer services market grew at a CAGR of 2.5% until 2020, and is expected to grow by 4.5% CAGR, exceeding USD 6 billion by 2024.




Source: Zinnov Analysis

Technical support represents 28% of the Indian CXM spend with the High-Tech, energy and utilities vertical and automobile vertical leading the spend. The Indian technical support services market growth is forecasted to grow at a CAGR of ~6%, enabling the market to reach the USD 4 billion mark by 2024. Investment in technical support services is expected to grow at a CAGR of 6% between 2020 to 2024, and contribute to 36% of the overall CXM spending in 2024, with most of the spending coming from increased internet penetration and the adoption of digital devices. Increased push for digital transformation among Indian organizations is expected to ensure a stable expenditure.

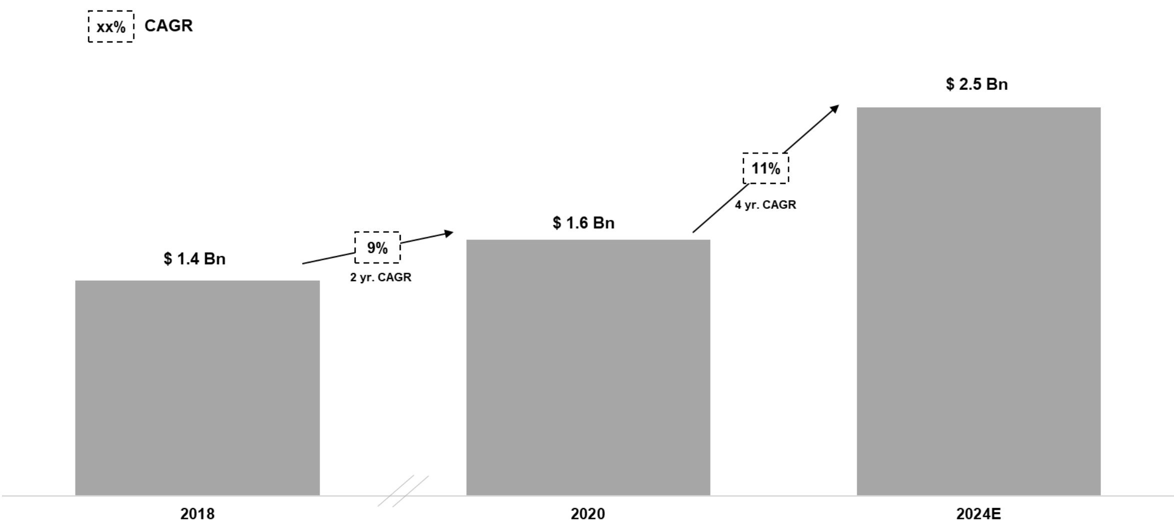
**Spend on Revenue Acceleration**




Source: Zinnov Analysis

The Indian revenue acceleration services market in CXM has been stagnant till 2020, and the predicted growth is expected to be sluggish compared to other horizontals. Revenue acceleration services are expected to grow at a CAGR of 2% between 2020 to 2024 and is expected to have the lowest growth rates due to increased in-house sales and marketing promotion activities. The rise of analytics is also expected to lower the growth rate of sale support activities as there is an increased reliance on analyzing touchpoints.

**Spend on Operations Support**

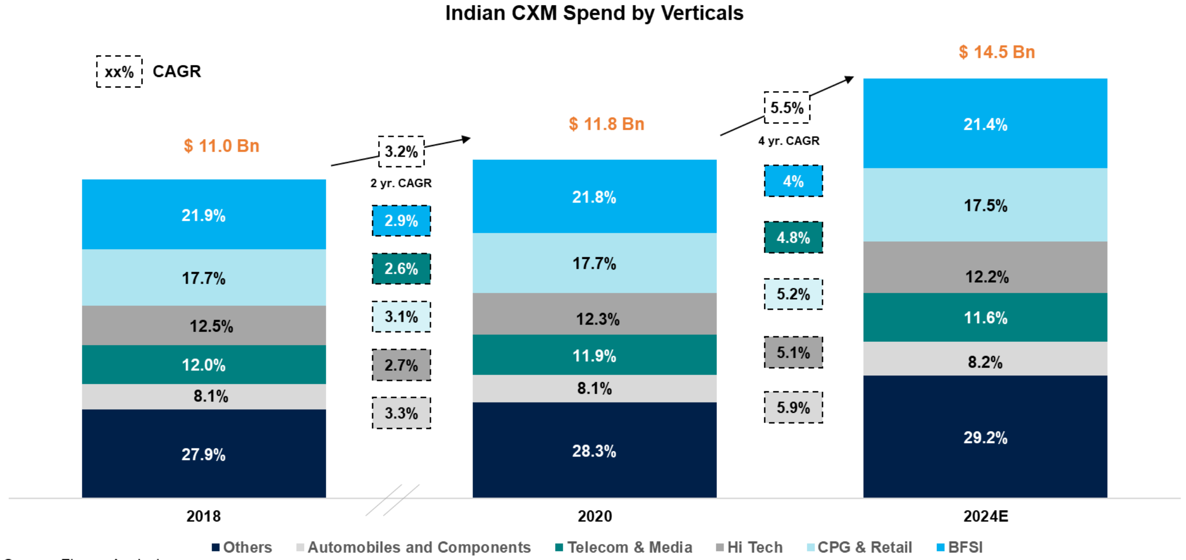



Source: Zinnov Analysis

The Indian operations support services market has been the fastest growing (9% CAGR between 2018 to 2020) compared to the other CXM horizontals. This growth is further predicted to accelerate, and the market is expected to touch the USD 2.5 billion mark by 2024. CPG and Retail, BFSI and energy and utilities verticals lead the operations support spend.

With the rise of e-commerce, operations support services is expected to grow at a CAGR of 11% between 2020 to 2024 to reach a spend of ~USD 2.46 billion. The Indian e-commerce ecosystem has evolved over the last few years, and the market is expected to grow to USD 110 billion by 2025 from USD 46 billion as of 2020. The growth has primarily been triggered by internet and smartphone penetration. As e-commerce order volumes increase, there is increased demand for operations support, positioning it as a sunrise horizontal among the existing CXM services.

*Key Vertical Segments – Indian CXM Market*




Source: Zinnov Analysis
Others include Aviation, Energy & Utilities, Manufacturing & Real Estate

As illustrated above, the BFSI and retail verticals dominate the Indian CXM market followed by the High-Tech vertical, together contributing more than 50% of spend as of 2020. The BFSI sector is expected to continue to dominate the Indian ecosystem with the highest vertical spending by 2024, and is expected to reach USD 3.11 billion, the highest among all the verticals during 2020 to 2024.

(i) <u>BFSI</u>

CXM spending in the Indian BFSI vertical is expected to grow by 5% with the total market exceeding USD 3 billion by 2024. Customer services is expected to remain the key contributor to this with ~60% of the share. Operations support services hold 10% of the current spending but are expected to grow the fastest and exceed USD 400 million by 2024. Regardless of the growth in other horizontals, customer services is predicted to maintain dominance in the BFSI CXM spend for the perceivable future.

**BFSI CXM use case universe**

| Customer Services | Tech Support Services |
|---|---|
| Aiding in document verification for omni-channel onboarding for banking services<br><br>Addressing queries related to banking, payment, lending & transaction services<br><br>Value added phone, e-mail banking services and chatbots for frequently raised queries | Resolutions of queries regarding digital banking channels such as netbanking, digital lending and retail investment apps, payment gateways, etc.<br><br>Hosting discussion boards and chatbots to provide support for digital BFSI products |
| **Operations Support** | **Revenue Acceleration** |
| Handling queries regarding card/loan applications and delivery<br><br>Providing support and updates on transactions and resolve frequently raise queries using chatbots<br><br>Resolution of refund and redemption tracking queries | Improving lending, card & banking services enquiry reach-outs by using data-driven platforms<br><br>Managing repayment and default related reach-outs to costumers and using RPA to initiate payment reminders<br><br>Enhancing customer engagement and brand awareness by facilitating interactions on social media platforms |

Source: Zinnov Analysis

(ii) <u>Retail and CPG</u>

The growth in the Indian CXM spend from retail and CPG is expected to double and reach USD 2.5 billion by 2024. Operations support services are expected to grow the fastest due to the adoption of online retail channels, and are predicted to contribute to ~USD 450 million of the spend by 2024, overtaking the contribution by technical support services. Customer support services are still expected to dominate the CXM spend in retail and CPG, and are expected to continue to contribute to more than 40% of the spend.

**Retail and CPG CXM use case universe**

| Customer Services | Tech Support Services |
|---|---|
| Catering customer queries by leveraging voice, non voice and new age channels like social media platforms<br>Addressing product complaints and feedback by customers<br>Leveraging chatbots, emails and telephonic services to address customer issues | Providing query resolution and support for purchases made using digital sales channels like apps/ websites etc.<br>Providing support related to in-store sell check-out POS systems |
| **Operations Support** | **Revenue Acceleration** |
| Handling queries for order fulfilment & returns/refunds<br>Handling queries regarding omnichannel delivery models like in-store pickup, drop box delivery, etc.<br>Provide real time support on order tracking | Interacting with customers on social media channels to increase product awareness<br>Hosting customer reach-outs throughout the sales funnel (Pre-Mid-Post sales) to improve customer experience |

Source: Zinnov Analysis

(iii) <u>High-Tech</u>

The Growth in the CXM spend from the Indian High-Tech players is predicted to almost double, at a 5.1% CAGR and reach USD 1.7 billion by 2024. Customer services and technical support services collectively make up more than 70% of the CXM spend by the Indian High-Tech vertical as of 2020 and are predicted to continue to do so in the near future.

**High-Tech CXM use case universe**

| Customer Services | Tech Support Services |
|---|---|
| Non technical query resolutions using IVRs, chatbots, emails and other voice and non-voice channels<br>Handling queries and bookings regarding appliance maintenance services | Resolutions of queries pertaining to product warranty/post warranty<br>Providing setup support for Consumer electronic and technology products<br>Providing remote maintenance support for consumer products<br>Hosting discussion boards and chatbots to help solve frequently raise queries |
| **Operations Support** | **Revenue Acceleration** |
| Handling queries regarding consumer order fulfillment and return/refund<br>Resolution of order tracking queries, off-site maintenance & repair queries<br>Handling queries regarding spare part availability and delivery | Enhancing customer engagement and sales by facilitating interactions regrading the products and services on social media platforms<br>Improving cross selling of electronics and software through personalized recommendation using AI/ML accelerators<br>Hosting online tools using RPA, AR/VR and advance analytics to increase product awareness |

Source: Zinnov Analysis

(iv) <u>Automobile</u>

The CXM spend by the Indian automobile vertical has been majorly dominated by technical support spend, contributing to more the 45% of the total Indian CXM spend as of 2020. The scenario is predicted to continue for the foreseeable future due to the automobile industry's nature. Customer support, contributing to more than 25% of the total as of 2020, comes out as the next focus area for the Indian automobile industry.

**Automotive CXM use case universe**

| Customer Services | Tech Support Services |
| --- | --- |
| Pre-sale support of customer queries regrading products & services provided by the player<br><br>Service delivery for RSA and other connected car features like car tracking, geo fencing, etc.<br><br>Handling queries related to product maintenance and warranty | Remote diagnostic services using sensors based on connected car technology<br><br>Assisted troubleshooting and maintenance services using remote presence tools<br><br>Providing pre-sales advisory and support for technical specifications |

| Operations Support | Revenue Acceleration |
| --- | --- |
| Handling queries regarding new vehicle deliveries, pick-up & drop-off maintenance services<br><br>Providing support regarding orders fulfilment of spare parts and accessories across all sales channels | Initiating sales reach-outs to prospective customer through voice and non-voice channels, chatbots and advance tools using social media tracking<br><br>Hosting service maintenance reminders and up-sell reach-outs based on customer purchase data<br><br>Handling social media interactions to increase product awareness |

Source: Zinnov Analysis

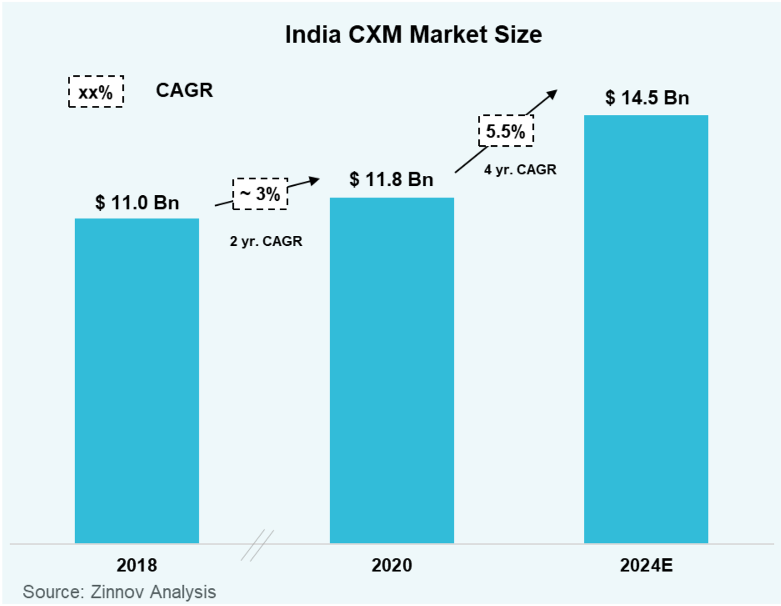
*Indian CXM addressed/outsourced market and market opportunity*

CX is no longer restricted to large conglomerates or B2C centric businesses. With the increased push for digital technologies and virtualization, organizations across the spectrum have started investing in improving their CX. With ever-changing customer requirements and a lack of in-house expertise, companies are investing in outsourcing services to CXM service providers. Indian enterprises are also increasingly relying on outsourcing to CXM service providers to enhance their customer experience.

The burgeoning demand for CXM coupled with a lower in-house understanding of CX technologies, the competition for talent is driving the need for outsourced CXM services. India has one of the largest concentrations of CXM service providers, with over 2,500 firms, both organized and unorganized, as of 2020, which serviced around 37% of the global CXM addressed market as of 2020. Over the years, India has been one of the most sought-after locations for CXM outsourcing and has been continuously increasing its presence through the rise of India-based CXM service providers. CXM services in the Indian market is addressed broadly by two types of outsourced players.

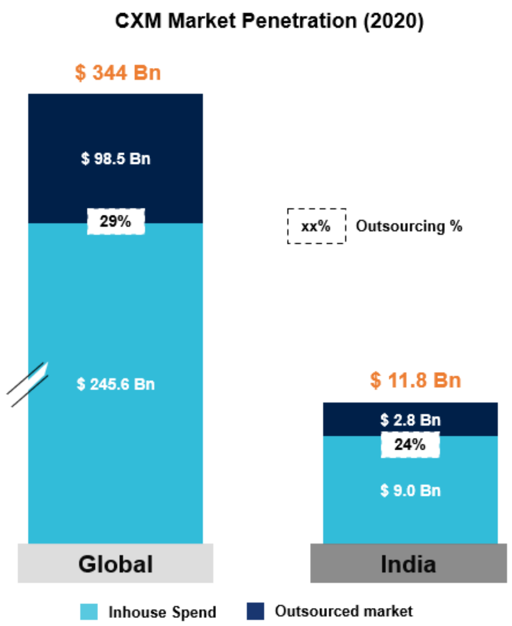
Increasingly, Indian companies are investing in CX to grow their businesses compared to other countries; therefore, the expected growth rate is higher. The customer service function is transitioning from a cost centre to a revenue driver for high potential businesses. The underpenetrated Indian markets serve as a huge potential for the growth of CXM services. During the pandemic, the shift to digital and remote work triggered companies to accelerate their CX maturity journey.

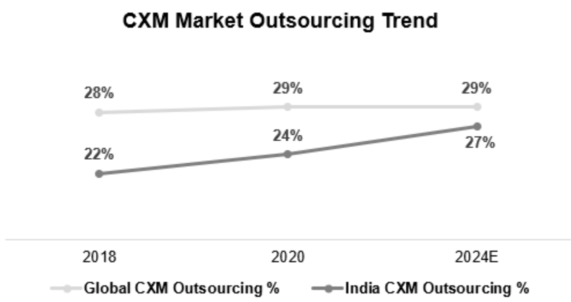
***The India CXM total addressable market is expected to hit ~USD 14.5 billion by 2024***

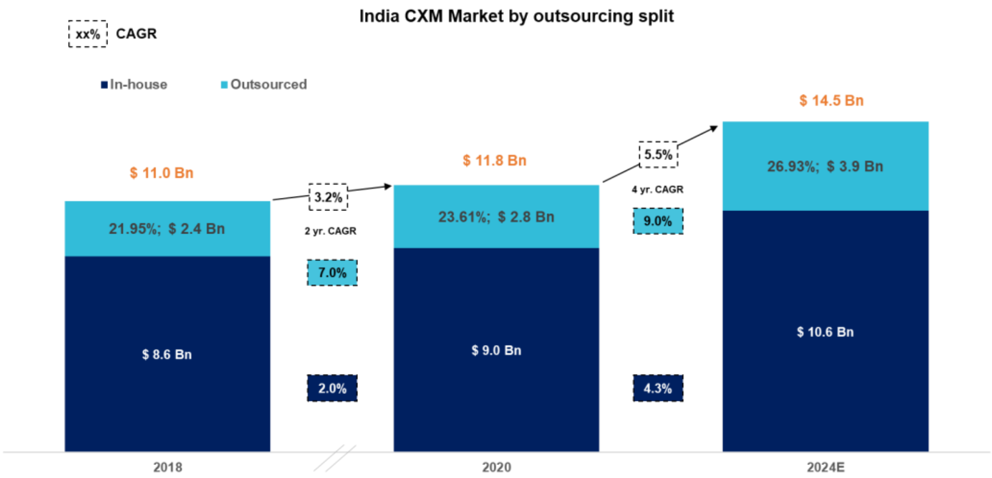



The Indian CXM market, which includes in-house and outsourced spending of enterprises was at USD 11.8 billion in 2020, growing at ~3% CAGR over 2018, which represented ~10% of the APAC market, and ~3.4% of the global CXM spend. The market is expected to grow at a CAGR of 5.5% and reach ~USD 14.5 billion by 2024. The high growth in this market is expected to be driven by increased internet adoption and India's digital push.

***The Indian CXM addressed market is currently underpenetrated (24%) vis a vis the global CXM addressed market***



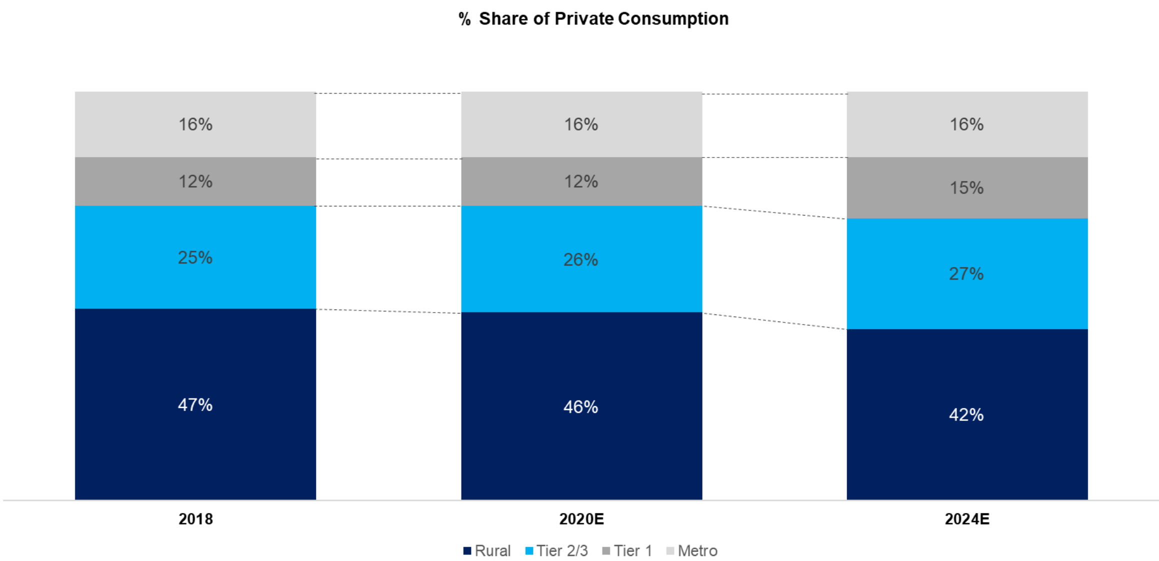



Source: Zinnov Analysis

The global CXM outsourced market to service providers is ~29% of the overall market spend and as of 2020 stood at USD 98.5 billion. In line with the global trends, the Indian CXM market is highly underpenetrated, and presently, only 23.6% of the spending is outsourced as of 2020. While the growth in the global CXM addressed market seems to have stagnated, Indian CXM outsourcing is expected to reach 27% of the total spend by 2024.

Regardless of being a global powerhouse of outsourced CXM, India has a lower coverage of domestic markets. Further widening of spend in contrast to outsourcing would increase the market opportunity for new domestic CXM providers, who are expected to leverage this opportunity. The BFSI and telecom verticals are the most mature sectors on the industry front, implementing large-scale outsourcing. The relatively new e-commerce vertical is expected to lead the next phase of growth. With favourable government policies and market expansion opportunities contributing positively in recent years to the banking, NBFC and e-commerce sectors, the rapid growth in such sectors has drastically created a gap in CXM for enterprises in such sectors that will multiply if not attended on account of an unmanageable scale of development at the cost of available human capital, thus, creating a need for technological intervention and outsourcing. This rapidly changing demand for serving the CXM market in these sectors has a vast growth opportunity that can be better served by deploying outsourcing models.

***The India growth story is expected to be amplified across Tier 2 and 3 cities***

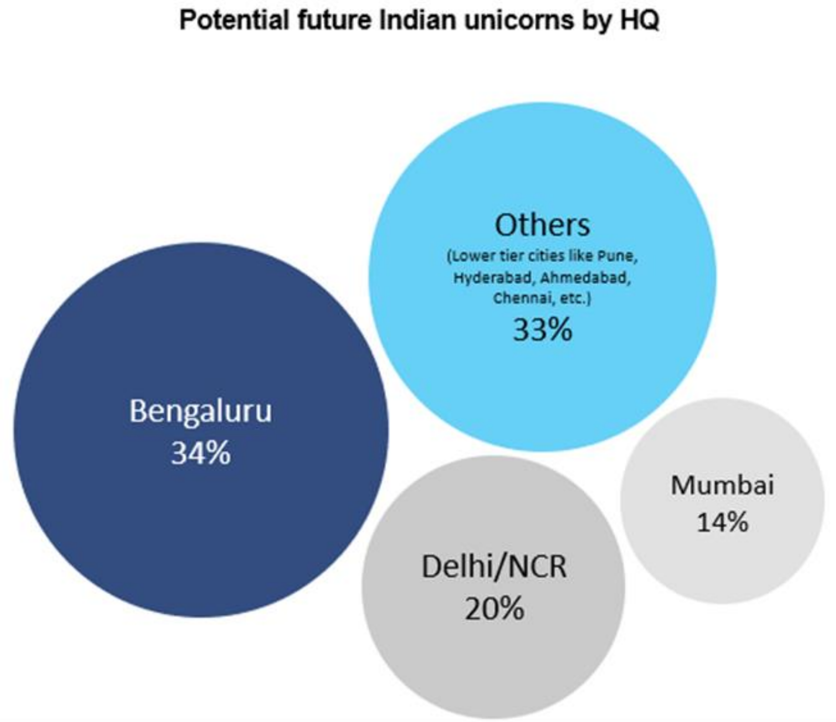



Source: Zinnov Analysis, Industry Reports
Note: Town Class Basis population – Metro (>4Mn), Tier 1 (1-4 Mn), Tier 2/3 (<1-0.10 Mn), Rural (< 0.10 Mn)

The domestic demand for CXM use cases is currently limited to larger enterprises in Tier 1 cities but has eventually expanded to smaller towns housing a vast Indian population (~62% of population from Tier2, Tier 3 and rural towns as of 2020), with huge potential to buy goods and services through the retail and online channels. This potential is attributed to a gradual increase in literacy levels across Tier 2 and Tier 3 cities and increased disposable income. Due to these factors, such locations have become a hotspot for untapped CXM opportunities.

The difference in expectations and socioeconomic diversity across Tier 2 and Tier 3 cities distinguish their demands from Tier 1 cities. Global players with lower domestic expertise find it difficult to penetrate these markets and understand regional needs, leaving them untapped.

***Growth in the start-up and SME ecosystem, and ongoing development in Tier 2 and Tier 3 cities has created a state of symbiosis***



Source: Zinnov Analysis
Note: Analysis as on Dec 2021 based on firms valued over USD 200 Mn

India is forging ahead as the world's fastest-growing economy, with start-ups and SMEs being significant contributors to this economic development. As of March 2021, SMEs represent 30% of the GDP, 48% of the exports, and employ ~110 million people. SMEs are crunched on limited resources to look for solutions catered to their personalized needs and not what is available in the market for more prominent players. Solutions (such as chatbots, lead generation or e-mail services) at practical price points are their preferred set of use-cases to help them scale their business rather than a suite of solutions. Enterprises unfamiliar with the needs of SMEs based in Tier 2 and Tier 3 cities cannot fulfil the requirements of these SMEs at the required price point with the level of customization. This has left a considerable potential for domestic services to tap into the smaller cities in the Indian market.

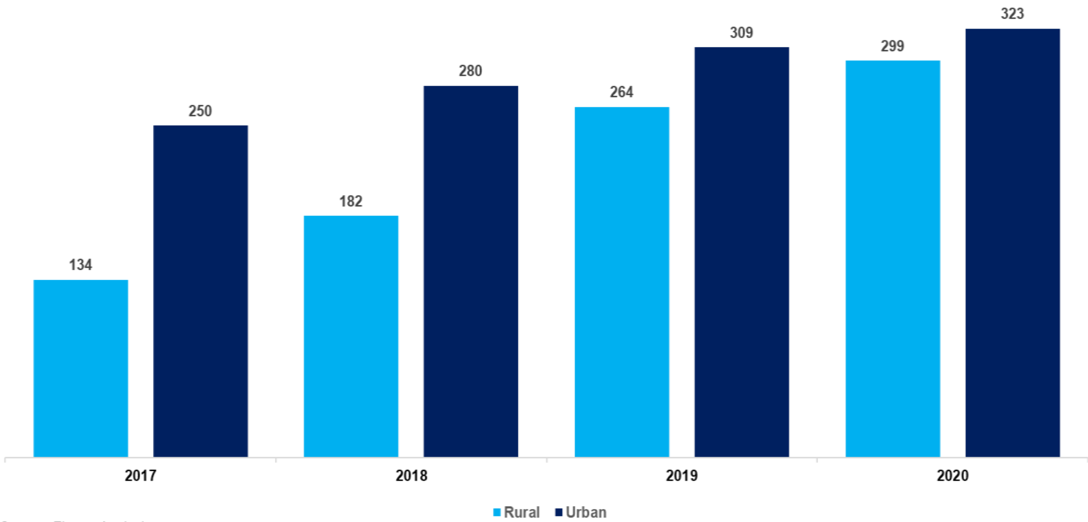
On the other hand, India hosts more than 60,000 start-ups out of which 81 are unicorns as of December 2021, valued at over 1 billion dollars. The growing rate and maturity of India's internet economy have also increased the investment opportunities for start-ups. In addition to 81 unicorns, India is home to other newly founded firms valued at over USD 200 million as of December 2021, which are expected to cross USD 1 billion valuation within the next few years. Nearly 30+% of such entities have chosen to leverage the growth and cost-effectiveness offered by non-metropolitan cities and other Tier 2 and Tier 3 cities in India. Many of these start-ups are setting up their offices in Tier 2 cities such as Ahmedabad, Coimbatore, Nashik, and Jaipur. Although the growth and prevalence of start-ups and SMEs were recorded in Tier 1 cities in the past, Tier 2 and Tier 3 cities are increasingly emerging as hubs for incubating new companies due to cost competitiveness, ease of employment and affordable rental rates. Over 55.3% of SMEs are based out of rural areas as of December 2021, which indicates the utilization of India's significant rural workforce in this sector.

Further, new economy, i.e., high growth industries, which are enabled by technology advancements and innovation, comprising leading e-tailers, food aggregators, cab aggregators and other new age internet-based start-ups, have been driving economic growth in the Indian CXM market. These new economy players have a higher focus on CXM spend and are increasingly looking at outsourcing partners to provide CXM support for them as they witness unprecedented growth in the Indian market. This reliance on CXM service providers enable them to expand in developing markets such as India with new products and services. CXM service providers assist these companies to offer personalized services to customers due to the vernacular depth these service providers possess and cost efficiency they bring to these players.

Certain other key factors driving the growth of the Indian CXM market are discussed below.

(i) The rise of the internet economy is expected to create first-time consumers across semi-urban and rural areas

Internet penetration in rural and urban India (million)




Source: Zinnov Analysis

India's internet penetration has accelerated during recent years, growing from 70 million subscribers at the end of 2016 to over 700 million subscribers by 2020. The rise in internet and smartphone penetration has enabled businesses to tap into potential customers through digital channels. This boom of the internet economy has offered immense potential to new-age brands which seek to invest heavily in CX strategies and deliver a differentiated customer experience. Specifically, Tier 2 and Tier 3 cities in India are acting as growth engines for new generation companies leveraging rising purchasing power and internet access. COVID-19 further accelerated the need to re-imagine the CX strategy and build capabilities for a fast-changing environment. The rural internet base was ~USD 300 million in 2020 and is forecasted to grow at a faster rate, outpace the urban user base by 2025. This growth will be fuelled by affordable internet connections and increased mobile smartphone penetration. As rural India continues to prosper, consumers in these cities are expected to spend a major chunk of this incremental purchasing power on consumer segments such as e-commerce, FMCG and consumer durables.

(ii) Rising demand for vernacular services

% share of Indian populous by language


Note: Figures include first, second and third language considerations

Source: 2011 Census
Others include: Bengali, Marathi, Telugu, Tamil, Urdu, Gujarati, Kannada & Odia

India hosts one of the world's most diverse populations in languages. ~50% of Indians recognize Hindi as their first, second or third language, ~10% English and over 40% of the people recognize one of the other eight widely spoken languages in India as their first, second or third spoken language based on 2011 census. This creates a unique roadblock for Indian organizations, catering to a multi-lingual customer demographic while ensuring a seamless experience. To tackle this problem, CXM programs in India need to take the language profiles of customers into account and deploy an equally diverse vernacular skillset over both voice and non-voice channels.

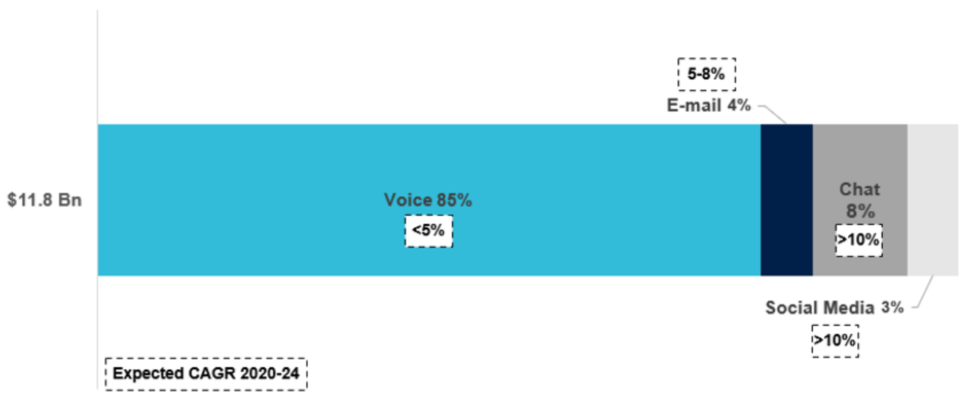
The need for vernacular skills is further accentuated with the shifting Indian customer demographics. With the increase in the people's spending power out of Tier 2 and Tier 3 cities increases, the customer bases of Indian firms are also shifting. Many of these new profit centres do not speak English or Hindi, as seen in the metros. This has pushed Indian enterprises to expedite the inclusion of vernacular capabilities and lower-tier presence in their CXM implementations.

Hindi and Indian regional language speaking Internet users are expected to grow at a CAGR of 18% compared to 3% growth for English content consumers between 2020 to 2024. Increasing internet penetration and digital literacy are accelerating the shift to a mobile-first consumer economy. To capitalize on this opportunity, enterprises and start-ups trying to capture market share must quickly address regional language demand to win customers. This justifies the immense need to provide services in vernacular languages, which all enterprises cannot serve. Therefore, it needs to be outsourced to capture the market in Tier 2 and Tier 3 cities. Indian headquartered CXM service providers with vernacular capabilities would stand to benefit from this demand.

(iii) Increased internet penetration and changing consumer behaviour in India is accelerating the shift towards omni-channel CXM

Customer experience is based on every interaction of the customer with the business, navigating to the website, talking to the customer service representative, and receiving the product/service. Omni-channel support refers to offering experiences across multiple channels and enables customers to switch between them seamlessly. Channels can vary greatly and include telephone, e-mail, web self-service, chatbot, social media handles, and voice assistants.

India CX Market by channels (2020)




Source: Zinnov Analysis

Voice channels make up more than 80% of the CXM market in India as of 2020. This figure is expected to grow at less than 5% CAGR by 2024. Non-voice channels such as e-mail, chat, and social media hold less than 15% of the market, chat being the current leader with ~10% of the total USD 11.8 billion market. Social media and chat are expected to be the channels with the highest estimated growths for the foreseeable future.

An integrated approach makes the experience seamless and allows customers to use their preferred communication channels. With omni-channel support, customers can access assistance on the communication platform of their choice. Some of the new areas of omni-channel support, which are attracting spending are set forth below.

**(a)** **Support via chatbot:** Chatbots remain a crucial force multiplier for organizations. Chatbots can handle routine customer interaction and questions, freeing human agents for more complex issues.

**(b)** **Artificial intelligence for personalized experiences:** Artificial intelligence is expected to open new possibilities in customer care, from predicting needs and problems to personalizing service for both B2C and B2B customers. As with chatbots, artificial intelligence adds real value when used to support and not replace humans. 30% of annual CX spend is expected to be in artificial intelligence bots for delivering personalized experiences as of 2021. More than 90% of organizations plan to deploy voice and other artificial intelligence-powered technologies to provide an effortless experience to consumers by 2022.

**(c)** **Voice assistants:** Increasingly, households now have at least one voice-powered virtual assistant. Within 2020, one of the leading voice assistants registered a 67% increase in interactions with 85% pin codes purchasing a device. Those under 30 years are most engaged and have a higher adoption rate.

**(d)** **Social Media for services:** With increased internet penetration, the number of social media users in India stood at 550 million in 2020, which is ~ 14% of the world's social media penetration. The new-age customer services would serve a variety of social media channels while also efficiently managing them in one place.

(iv) Technology Integration

Increased adoption of digital technologies such as AI/ML, automation, analytics and cloud-based technologies have disrupted the CX segment, driving most CX spend. One of the leading e-commerce companies has extensively used artificial intelligence to resolve bottlenecks and improve its customer experience. Artificial intelligence helped the firm classify and identify addresses with 98% accuracy, reducing delivery time by three hours per delivery hub. These technologies have become a critical part of successful CXM strategies across enterprises. India’s MSMEs and start-ups host limited resources and technology capabilities to integrate these tools and technologies into their CXM processes. CXM service providers play a vital role in bridging the gap between these enterprises and the changing market dynamics by providing the required technology integration services to deliver seamless competitive CX journeys.

(v) Consulting play

As organizations realize the increasing need for CX transformation, demand for end-to-end CXM strategies outlining detailed customer experience journeys has increased. Enterprises now demand tailored CXM solutions detailing the technologies, tools and processes required to achieve best in class CX deliveries. CXM service providers have started developing the required expertise to address the clients’ requirements on providing consulting services and strategies for their CX journey.

The trends discussed above are expected to drive the addressed domestic market, enabling increased revenues for CXM service providers. CXM service providers are transitioning to digital and platform services to maximize revenues further and optimize margins. Increasingly, CXM players are diversifying their offerings to higher value-added digital segments.

**COMPETITIVE LANDSCAPE**


Note:
1. The chart above covers select lists of companies across categories and is not meant to be exhaustive.

(i) <u>CXM/BPM service providers:</u> These service providers offer services that cater to the CXM needs of their clients. These service providers do not have a focus on the IT outsourcing market. These service providers are classified further (based on their headquarters) as Indian and global players, both of which cater to the Indian market.

Global headquartered service providers have a multi-regional presence and offer a wide array of CX services, and include global CXM service providers who operate in the Indian market, such as Teleperformance and Concentrix, TaskUS and TDCX offer next-generation CXM services such as CXaaS/SaaS-based platforms and have higher digital adoption. India headquartered service providers such as our Company, Conneqt and Altruist Customer Management on the other hand provide specialized CXM offerings with a strong understanding of the Indian ecosystem.

These service providers can be further classified based on their positioning into:

- CXM focused firms, like Concentrix and TDCX, which offer specialized CXM offerings aimed at skill-sets, horizontals, or industry-specific offerings. They offer a wide range of CXM services such as CX strategy consulting, CXM technologies and CXM support services, and essentially manage end to end CX lifecycle for their clients.

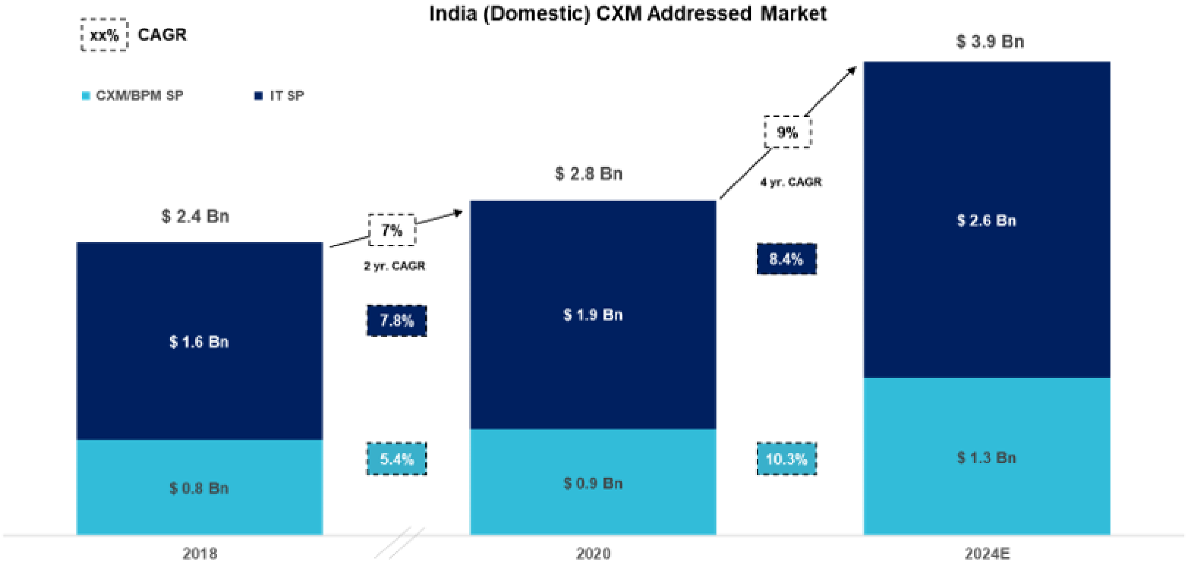
- Overall BPM focused service providers, who cover the entire spectrum of BPM offerings in addition to CXM services. They position themselves as BPO/BPM focussed players in the market, and offer services around finance, payroll, human resources, and supply chain in addition to CXM services.

CXM focused firms offer some advantages overall BPM focused service providers, which include: (a) ability to manage customer experiences across customer touchpoints whereas overall BPM focused firms are more aligned towards managing business processes; (b) focused CXM offerings with end-to-end service integration; (c) better domain expertise in specific horizontals or industry-specific offerings; and (d) higher focus on new age/digital technologies in CXM offerings.

(ii) <u>IT service providers:</u> These service providers offer CXM at scale, software services, and other IT offerings. These firms have portfolios aimed at digitally transforming businesses. Some of the advantages enjoyed by IT service providers over CXM/BPM service providers include that large IT service providers have access to a large client base to cross-sell CXM offerings along with other IT service offerings, and further, it is easier for large IT service providers to provide enterprises with scale in terms of resources, skillset, and regional presence.

IT service providers deliver integrated CXM offerings at scale, whereas CXM/BPM service providers offer specialized offerings targeted at certain horizontals or industry-specific offerings. Since these enterprises have specialized offerings, they can deliver faster turnaround times and are cost-competitive.

**The domestic market is currently serviced by both IT service providers and CXM/BPM service providers, with the former addressing ~ 70% of the total market**




Source: Zinnov Analysis

In terms of revenues, IT service providers could recover faster from the post-pandemic effects as they were better prepared to cater to remote working. On the other hand, CXM/BPM service providers had to pivot their delivery mechanisms to the new working conditions. Between 2020-2024, Indian CXM/BPM service providers are expected to register a growth of ~10% CAGR between 2020 to 2024.

Traditional voice and non-voice services remain the backbone of offering from CXM service providers while they augment technology elements like advanced analytics, artificial intelligence and automation to create differentiation.

**Service and solution offerings by CXM service providers in India**

| Service & Solution Offerings | COGENT | Conneqt | Altruist CM | Teleperformance | Concentrix | TaskUS | TDCX |
|---|---|---|---|---|---|---|---|
| Traditional CXM Offerings | • Contact center services<br>• Ecommerce services<br>• Multilingual Support<br>• Sales Generation<br>• Technical Support<br>• Customer Lifecycle Management<br>• Back Office Solutions | • Customer lifecycle management<br>• Employee lifecycle management<br>• Back office solutions | • Contact centre services<br>• Backoffice solutions<br>• Data management solution<br>• Application development<br>• IT service management | • Back-office processing<br>• Contact center services<br>• Multilingual support<br>• Translation and localization<br>• Visa and consular services | • Customer care<br>• sales support<br>• technical support<br>• creative design<br>• content production<br>• back-office services. | • General CX-Voice<br>• Sales Generation<br>• Billing Support<br>• Technical Support | • Customer Service<br>• Content Moderation<br>• Tech Support<br>• Revenue Generation<br>• Inside Sales |
| Digital CXM Offerings | • CX Consulting<br>• Digital marketing<br>• content moderation<br>• Advanced Analytics<br>• Digital Marketing<br>• Digital Self Service BOTs | • Digital engineering<br>• Data and analytics<br>• Digital automation<br>• Enterprise modernization | • NA | • Digital CX & AI<br>• Advanced analytics<br>• Business process optimization<br>• Business transformation | • CX/UX strategy<br>• Digital transformation<br>• Voice of customer analytics<br>• digital marketing<br>• digital self service<br>• content moderation | • Digital CX<br>• Content security<br>• AI operations<br>• CX Consulting | • Sales and digital marketing<br>• Consulting & Analytics |
| Solutions/ Accelerators | • ML based Background Noise cancellation app<br>• Smart IVRs<br>• Proprietary Tech stack - Team Management (EMS)<br>• Cogent CX Lab – 360° CX Management Suite<br>• Proprietary Tech Stack – Quality Management (QMS) | NA | • NA | • Teleperformance TAP- platform provides omnichannel experience | • **Concentrix XP-** a cloud-based suite for contact center and self-service.<br>• **Concentrix CX-** Enterprise Feedback Management platform | **TaskUs 360™-** providing consulting support for digital transformation and operations | NA |

Note:

1. *The information regarding the offerings/solutions of Service Providers has been sourced from their respective websites and non-exhaustive*

## Comparison of CXM/BPM players

| | | COGENT | Conneqt | Altruist CM | Teleperformance | Concentrix | TaskUS | TDCX |
|---|---|---|---|---|---|---|---|---|
| Overview | Founded | 2004 | 2004 | 2005 | 1978 | 1983 | 2008 | 1995 |
| | HQ | Noida, India | Hyderabad, India | Panchkula, Haryana | Paris, France | Fremont, California | San Antonio, TX | Singapore |
| | Total Employees | 10,000+ | 34,000+ | NA | 380,000+ | 270,000+ | 23,000+ | 13,000+ |
| | Ratio of India presence (Metro/ Tier1) vs (Tier-2/3 Cities) | 1:2.5 | 1:0.8 | 1:0.4 | 1:0 | 1:0.5 | 1:0.5 | 1:0 |
| | India Centers (Metro/ Tier-1) | • Bangalore<br>• Noida | • Gurgaon<br>• Mumbai<br>• Bangalore<br>• Indore<br>• Kolkata<br>• Hyderabad<br>• Chennai<br>• Pune<br>• Noida | • Mumbai<br>• Bangalore<br>• Chennai<br>• Kolkata<br>• Pune<br>• Noida<br>• Hyderabad | • Mumbai<br>• Gurugram | • Gurgaon<br>• Bangalore<br>• Noida<br>• Kolkata<br>• Chandigarh<br>• Mumbai<br>• Chennai<br>• Pune | • Gurgaon<br>• Indore | • Hyderabad |
| | India Centers (Tier-2/3) | • Meerut<br>• Bareilly<br>• Vadodara<br>• Thane<br>• Mangalore | • Mohali<br>• Mithapur<br>• Chindwara<br>• Bellary<br>• Munnar<br>• Kakinada<br>• Jamshedpur | • Bhopal<br>• Raipur<br>• Shimla | NA | • Ranchi<br>• Thane<br>• Vizag<br>• Vadodara | • Mohali | NA |
| | Industry Exposure | • BFSI<br>• Ecommerce & Retail<br>• Media<br>• Telecom<br>• FMCG<br>• Software & Internet<br>• Automotive<br>• Hospitality | • BFSI<br>• Automotive<br>• Retail<br>• Energy & Utility<br>• Telecom<br>• Media and Entertainment<br>• Healthcare<br>• Education | • BFSI<br>• Ecommerce & Retail<br>• Telecom and Media<br>• Healthcare<br>• Automotive<br>• Travel & hospitality<br>• Education technology | • BFSI<br>• Travel Logistics, and Hospitality<br>• Retail and E-commerce<br>• Healthcare<br>• Public Sector and Government<br>• Telecommunication<br>• Media & Technology | • Hi-Tech<br>• Telecom and Media<br>• Retail<br>• Travel, and ecommerce<br>• BFSI<br>• Healthcare | • Entertainment, Gaming<br>• Healthcare<br>• Hi-Tech<br>• Retail<br>• Travel/ Transportation | • Ecommerce<br>• Automotive<br>• BFSI<br>• Travel/ Hospitality<br>• Consumer Electronics<br>• Technology |

Note:

1. *The above comparison includes an indicative list of CXM focus SPs who have a presence in the Indian CXM market and compete with similar offerings and portfolio*
2. *The specific data on companies have been sourced from their respective annual reports and public sources.*

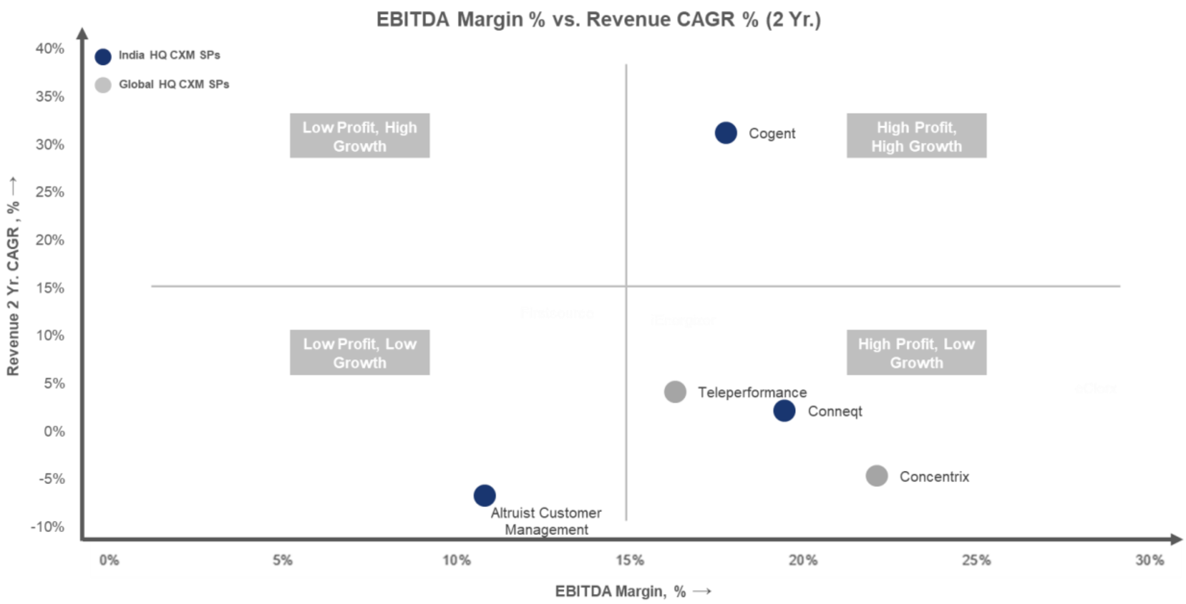
## *Comparative analysis of financial metrics of Indian CXM players – Financial Year 2020/2021*

| | | COGENT | Conneqt | Altruist CM | Teleperformance | Concentrix | TaskUS | TDCX |
|---|---|---|---|---|---|---|---|---|
| | Financial Year | Apr '20-Mar '21 | Apr '20-Mar '21 | Apr'19-Mar'20 | Apr '20-Mar '21 | Apr '19-Mar '20 | Jan '19-Mar '20 | |
| Financial Metrics | Total Revenue of India Entity | INR 2751 Mn | INR 8979 Mn | INR 1814 Mn | INR 26209 Mn | INR 4467 Mn | INR 254.4 Mn | NA |
| | Revenue (Within India) | INR 2751 Mn | INR 8402 Mn | NA | INR 9487 Mn | INR 2505 Mn | NA | |
| | Year-on-Year Growth | 10.7% | (9%) | (11.5%) | (0.5%) | 0.3% | NA | |
| | Revenue CAGR (2 Yr.) | 31.2% | 2.2% | (6.7%) | 4.1% | (4.6%) | NA | |
| | Return on Equity (ROE) | 37% | 43% | 10% | 38% | 12% | 87% | |
| | Return on Capital Employed (ROCE) | 31% | 14% | 15% | 28% | 16% | 27% | |
| | EBITDA Margin, % | 18.0% | 19.6% | 11.3% | 16.6% | 22.1% | 25.6% | |

Source: Zinnov Analysis, Ministry of Consumer Affairs, India

*Sectional Note:*

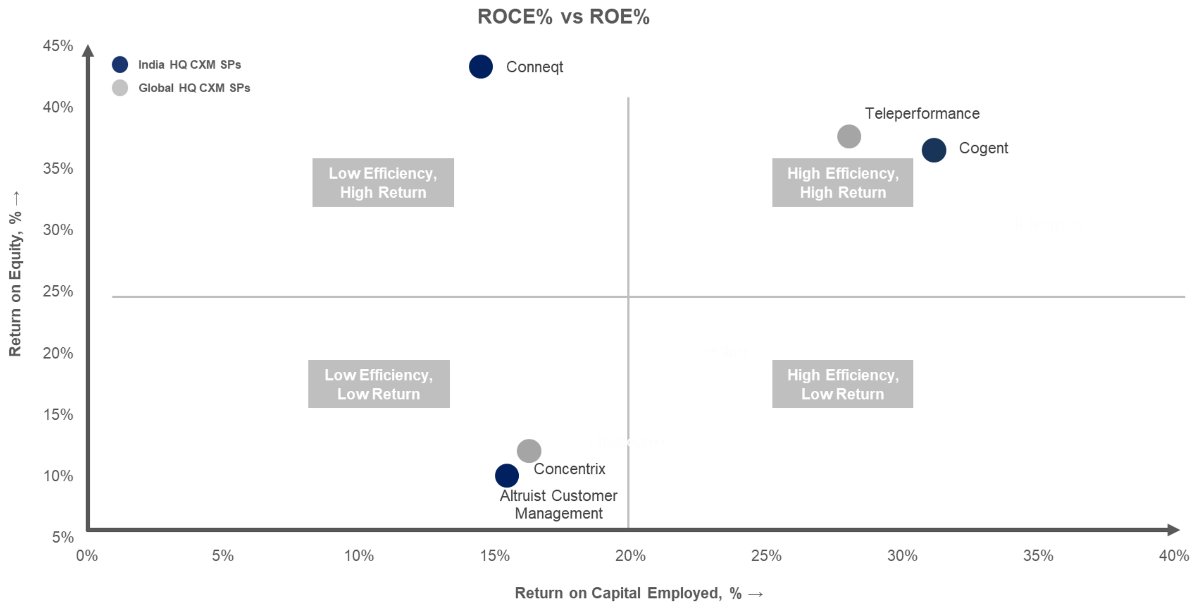
1. *The financial figures above have been derived from the latest available information based on public filings in India by the respective entities on the website of the Ministry of Corporate Affairs, and present different financial periods (April 2019 to March 2020 for certain entities and April 2020 to March 2021 for certain entities). Such has been presented only for illustrative purposes and are not comparable and should not be viewed as a comparative analysis of financial performance by entities.*
2. *Return on Equity (ROE) is calculated as Net Income/ Average Shareholders' Equity*
3. *Return on Capital Employed (ROCE) is calculated as EBIT / Capital Employed*
4. *EBITDA Margin (other income adjusted) is calculated as (EBITDA-Other Income)/ (Total Revenue- Other Income)*
5. *Financial figures for Conneqt represent the data for the "Conneqt Business Solutions Limited" entity registered in India*




Source: Zinnov Analysis & Ministry of Consumer Affairs, India

Note:

1. Financial figures above have been derived from the latest available information based on public filings in India by the respective entities on the website of the Ministry of Corporate Affairs, and present different financial periods (FY19-21 for certain entities and FY18-20 for certain entities). Such have been presented only for illustrative purposes and are not comparable and should not be viewed as a comparative analysis of financial performance by entities.
2. EBITDA Margin (Other Income adjusted) is calculated as (EBITDA-Other Income)/ (Total Revenue- Other Income)
3. Revenue CAGR (2 Yr.) taken on Total Revenues
4. FY 2018-20 financial data considered for "Concentrix", "Altruist Customer Management" due to unavailability of latest filings on MCA website
5. TDCX has not reported any filings from its Indian entity "TDCX Digiilab India Private Limited"




Source: Zinnov Analysis & Ministry of Consumer Affairs, India

Note:

1. Financial figures above have been derived from the latest available information based on public filings in India by the respective entities on the website of the Ministry of Corporate Affairs, and present different financial periods (FY19-21 for certain entities and FY18-20 for certain entities). Such have been presented only for illustrative purposes and are not comparable and should not be viewed as a comparative analysis of financial performance by entities.
2. Return on Equity (ROE) is calculated as Net Income/ Average Shareholders' Equity
3. Return on Capital Employed (ROCE) is calculated as EBIT / Capital Employed
4. FY 20 financial data considered for "Concentrix", "Altruist Customer Management" due to unavailability of latest filings on MCA website
5. TDCX has not reported any filings from its Indian entity "TDCX Digiilab India Private Limited"

## OUR BUSINESS

*The following information should be read together with the information contained in the sections titled "**Risk Factors**", "**Industry Overview**", "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" and "**Restated Financial Statements**" beginning on pages 32, 118, 278 and 216, respectively. Unless otherwise stated or the context requires otherwise, the financial information set out in this section was derived from our Restated Financial Statements. The Zinnov Report forms part of the material contracts for inspection, and is accessible on the website of our Company at: www.cogenteservices.com.*

*Some of the information with respect to our plans and strategies contain forward-looking statements that involve risks and uncertainties. You should read "**Forward-Looking Statements**" beginning on page 21 for a discussion of the risks and uncertainties related to those statements and also the section on "**Risk Factors**" beginning on page 32 for a discussion of certain risks 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. Our fiscal ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year.*

*Unless otherwise indicated or context requires otherwise, the financial information included herein is derived from our Restated Financial Statements included elsewhere in this Draft Red Herring Prospectus. For further information, see "**Restated Financial Statements**" beginning on page 216.*

*Unless otherwise indicated, industry and market data used in this chapter has been derived from the report entitled "Customer Experience Management (CXM) Market Analysis" dated February 3, 2022 (the "**Zinnov Report**"), prepared and issued by Zinnov Management Consulting Private Limited ("**Zinnov**"), commissioned and paid for by us. For details, see "**Certain Conventions, Presentation of Financial Information, Industry and Market Data**" beginning on page 16.*

### Overview

We are an end-to-end omnichannel customer experience ("**CX**") solutions provider that enables businesses and brands to connect with their end customers, transform CX across all their touchpoints and channels, and improve response times, business outcomes and performance. We have emerged as one of the most trusted and dependable service partners for our clients to redefine CX management ("**CXM**") in the digital age (*Source: Zinnov Report*). Leveraging on our insights on customer behavior and preferences across industry verticals derived from our analysis of data collected from customer interactions over the years, together with our industry and technology expertise, we help evaluate, customize and execute CX strategies and programs for our clients to address our clients' needs at all stages of their CX journey. We offer omnichannel solutions for a variety of touchpoints along the customer interaction value chain from customer sales and support through voice and non-voice channels, back office solutions and transformative services and digital marketing. Since 2016, we have processed more than 1 billion transactions (including calls, chats, emails etc.).

Incorporated in 2004, our Company has grown and expanded over the years. We are headquartered in Noida, and as of September 30, 2021, we were present in seven cities in India (being, Noida, Vadodara, Bengaluru, Mangaluru, Meerut, Bareilly and Thane) and had 9,022 full-time equivalent ("**FTE**") Customer Service Associates ("**CSA**") and 7,609 seats located across 14 sites. Post September 30, 2021, we expanded to include two additional sites at Mangaluru and Thane bringing our total number of sites to 16 as at November 30, 2021. Our geographical spread across cities provides us with a broad talent pool and equips us with vernacular capabilities to service customers in more than 10 languages, including English, Hindi and regional languages such as Gujarati, Marathi, Tamil, Telugu, Kannada, Malayalam, Punjabi and Bangla. For more information on our key milestones, see "***History and Certain Corporate Matters***" beginning on page 188.

While the India CXM addressed market grew by approximately 7% CAGR (2018-20) and is expected to grow at 9% CAGR (2020-24), we witnessed revenue growth of approximately 31% between Fiscals 2019-21, beating the industry growth rate during this period (*Source: Zinnov Report*). This was enabled by our regional presence and focus on high-growth verticals (*Source: Zinnov Report*). Based on the publicly reported financials of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are one of the few firms which registered positive revenue growth figures in Fiscal 2021 (*Source: Zinnov Report*). Based on the publicly available data of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are the only player showing both high EBITDA margins and high cumulative growth at the same time (*Source: Zinnov Report*). In Fiscal 2021, we registered 37% return on equity ("**ROE**") and 31% return on capital employed ("**ROCE**") (*Source: Zinnov Report*). Based on the publicly available data of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are one of the leading players showing both high ROE and high ROCE (*Source: Zinnov Report*).

Working in partnership with our clients, we provide consultancy services to help evaluate and tailor CX strategies and solutions for our clients by leveraging our understanding of CX and related business processes as well as technological solutions within our clients' particular industry verticals. Our offerings are enhanced by our ability to solve problems for our clients by leveraging insights on customer behavior and preferences across industry verticals (such as consumer goods, retail and telecommunications) derived from customer interaction data analytics to provide our clients access to real-time data which gives them valuable insights on their end-customers, allowing them to improve business processes and make more prompt business decisions to resolve problems in a timely and efficient manner.

Underpinning our solutions is our ability to leverage and integrate technology. We have our own in-house software development team and we integrate and deploy third-party technologies from recognized telephony platforms and customer relationship management ("**CRM**") providers across the full customer lifecycle journey. For example, we helped to set up an entire contact center service for a handset manufacturer and distribution company in India by migrating their contact center platform to an integrated solution involving, among other things, integration with client pin code serviceability which automated the service resolution, integration with SMS application programming interface ("**API**") and client hosted email exchange service to ensure that SMS triggers are generated to customers at various stages of the customer lifecycle, email integration to route all customer interactions over email via a queue system which ensured that the interactions are addressed within a stipulated timeframe and via a queue system. In another example, we worked closely with our client (who had a captive customer contact center that ran on an on premise technology) to improve their contact center experience with the deployment of connected technology systems which involved, among other things, designing the client's interactive voice response systems and migrating their contact center to a third party software product to leverage the software's enterprise grade technology features and ease of scalability, integrating the contact center system with third party CRM, creating middleware and CRMs to integrate the client's CRM at the backend to communicate data as well as integrating SMS and missed call alerts to enhance customer interactions at various levels. See "***Our Business – Technology and Innovation***" beginning on page 161. As of September 30, 2021, we had implemented more than 25 technologies and applications in various business aspects of our operations.

Our employees and distinct entrepreneurial culture are key enablers of our growth and our ability to deliver high-quality solutions to our clients. We have a workplace culture focused on ownership mentality that helps us to attract and grow high-performing teams. We have an employee share option scheme to incentivize our employees to contribute and share in the success of our Company.

As of September 30, 2021, our clients included companies across more than 10 industry verticals such as banking and financial services, e-commerce, direct-to-home television, telecommunications (including internet service providers), consumer goods, fast-moving consumer goods and retail, education, travel and hospitality, logistics and automotive. See "***Our Business – Clients***" beginning on page 168 for a breakdown of revenue contribution by industry verticals. Some of our clients in these industry verticals included Axis Bank Limited, Bajaj Finance Limited, Resilient Innovations Private Limited, CreditMantri Finserve Private Limited, Tata Business Hub Limited, Zomato Limited, Snapdeal Limited, One97 Communication Limited (Paytm), Lenskart Solutions Private Limited, Bigfoot Retail Solutions Pvt. Ltd., Dish Infra Services Private Limited, Bharti Airtel Limited, Tata Sky Broadband Private Limited, Vodafone Idea Limited, Fusionnet Web Services Private Limited, Hindustan Coca-Cola Beverages Pvt. Ltd., Whirlpool of India Limited, Panasonic India Pvt. Ltd., Metro Cash & Carry India Pvt. Ltd., Kent RO Systems Ltd., Pickrr Technologies Private Limited, VE Commercial Vehicles Ltd. (a Volvo Group and Eicher Motors Joint Venture), Hero Electric Vehicles Private Limited, Ashok Leyland Limited and SML Isuzu Limited. As of September 30, 2021, we had 57 clients. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our revenue from our top five clients (based on revenue contribution) was 59.7%, 58.5%, 64.4% and 61.0%, respectively. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our revenue from our top 10 clients (based on revenue contribution) was 78.3%, 78.1%, 81.2% and 82.3%, respectively. We have forged long-term relationships with our clients and we endeavor to be regarded as the partner of choice for their CX journey. The average length of relationship that we have with (a) our top five clients is at least 5.4 years, and (b) our top 10 clients is at least 4.5 years. Clients whom we have a relationship of more than five years include Tata Sky Broadband Private Limited, Vodafone Idea Limited, Dish Infra Services Private Limited, Snapdeal Limited, Kent RO Systems Ltd. and Panasonic India Pvt. Ltd.. See "***Our Business – Clients***" beginning on page 168.

For Fiscals 2019 to 2021, our revenue and EBITDA had grown at a CAGR of 31.09% and 70.44%, respectively. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our revenue from operations was ₹ 1,594.10 million, ₹ 2,481.29 million, ₹ 2,739.42 million and ₹ 1,805.54 million, respectively; our EBITDA was ₹ 173.58 million, ₹ 308.08 million, ₹ 504.23 million and ₹ 437.21 million, respectively; our profit after tax was ₹ 46.36 million, ₹ 88.95 million, ₹ 201.16 million and ₹ 243.09 million, respectively; our ROCE was 16.79%, 19.16%, 31.30% and 27.59%[1], respectively; and our ROE 12.92%, 19.72%, 31.09% and 27.30%[1], respectively. See "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on page 278.

**Key performance indicators**

| | | | | |
|---|---|---|---|---|
| INR 2.7 billion<br>Revenue from Operations[1] | 31.09%<br>Revenue CAGR[2] | 70.44%<br>EBITDA CAGR[3] | 31.30%<br>Return on Capital Employed (ROCE)[4] | 31.09%<br>Return on Equity (ROE)[5] |
| 57<br>Active Clients[6] | 10+<br>Industries Served[7] | 61.0%<br>Revenue from Top-5 Clients[8] | 82.3%<br>Revenue from Top-10 Clients[9] | 31.2%<br>Revenue from Top Industry[10] |
| 1 billion+<br>Number of Transactions Processed[11] | 16<br>Operations Centres[12] | 10,591<br>FTE Employees[13] | 10<br>Languages Supported[14] | 25+<br>Technologies and Applications[15] |

**Notes:**

1. For the financial year ended March 31, 2021
2. For the period from Fiscal 2019 to Fiscal 2021
3. For the period from Fiscal 2019 to Fiscal 2021
4. For Fiscal 2021
5. For Fiscal 2021
6. Invoicing done to these clients in Fiscal 2022
7. For six months ended September 30, 2021
8. For six months ended September 30, 2021
9. For six months ended September 30, 2021
10. For six months ended September 30, 2021
11. Since 2016. Transactions processed includes calls, chats, emails, etc.
12. As at November 30, 2021. Includes centres at 16 sites located in Noida, Vadodara, Bengaluru, Mangaluru, Meerut, Bareilly and Thane
13. As at September 30, 2021. FTE employees include FTE customer services associates, direct support employees, shared support employees and corproate employees.
14. Includes English, Hindi and regional languages such as Gujarati, Marathi, Tamil, Telugu, Kannada, Malayalam, Punjabi and Bangla
15. As at September 30, 2021, we had implemented more than 25 technologies and applications in various business aspects of our operations.

**Key Operational Milestones**

We set out below how our Company has grown in terms of number of locations, sites and active clients since our incorporation in 2004:

| Financial Year | Location / number of sites at the location (including client sites) | Total number of sites | Total number of active clients |
|---|---|---|---|
| 2004-05 | Ghaziabad – 1 | 1 | 1 |
| 2005-06 | Ghaziabad – 1 | 1 | 1 |
| 2006-07 | Noida – 1 | 1 | 1 |
| 2007-08 | Noida – 1 | 1 | 2 |
| 2008-09 | Noida – 1 | 1 | 2 |
| 2009-10 | Noida – 1 | 1 | 2 |
| 2010-11 | Noida – 1 | 1 | 3 |
| 2011-12 | Noida – 1, Meerut – 1, and Vadodara – 1 | 3 | 3 |
| 2012-13 | Noida – 1, Meerut – 1, Vadodara – 1, Bengaluru – 1 and Bareilly – 1 | 5 | 8 |
| 2013-14 | Noida – 1, Meerut – 1, Vadodara – 1, Bengaluru – 1 | 5 | 11 |

[1] Not annualized.

| Financial Year | Location / number of sites at the location (including client sites) | Total number of sites | Total number of active clients |
|---|---|---|---|
| | and Bareilly – 1 | | |
| 2014-15 | Noida – 1, Meerut – 1, Vadodara – 1, Bengaluru – 1 and Bareilly – 1 | 5 | 14 |
| 2015-16 | Noida – 2, Meerut – 1, Vadodara – 1, Bengaluru – 1 and Bareilly – 1 | 6 | 23 |
| 2016-17 | Noida – 2, Meerut – 1, Vadodara – 1, Bengaluru – 1, Bareilly – 1 and Mangaluru – 1 | 7 | 23 |
| 2017-18 | Noida – 2, Meerut – 1, Vadodara – 1, Bengaluru – 1 Bareilly – 1 and Mangaluru – 1 | 7 | 39 |
| 2018-19 | Noida – 2, Meerut – 1, Vadodara – 1, Bengaluru – 1, Bareilly – 1, Mangaluru – 1 | 7 | 39 |
| 2019-20 | Noida – 4, Meerut – 1, Vadodara – 1, Bengaluru – 4, Bareilly – 1, Mangaluru – 1 | 12 | 53 |
| 2020-21 | Noida – 4, Meerut – 1, Vadodara – 1, Bengaluru – 4, Bareilly – 1, Thane – 1, Mangaluru – 2 | 14 | 51 |
| 2021-22 | As of November 30, 2021: Noida – 4, Meerut – 1, Vadodara – 1, Bengaluru - 4 , Bareilly – 1, Thane - 2 Mangaluru - 3 | 16 (as of November 30, 2021) | 57 (as of September 30, 2021) |

For further details, please see "***History And Certain Corporate Matters - Major events in the history of our Company***" beginning on page 189.

**Our Strengths**

***End-to-end CX solutions provider with omnichannel capabilities providing customized solutions to our clients***

We have built diverse capabilities underpinned by our industry and technology expertise to support our clients in their CX journey and assist them to meet their CX strategies and objectives. Our ability to design, develop and execute integrated CX strategies and solutions enables us to address our clients' needs. We are able to provide solutions for a variety of touchpoints along the customer interaction value chain from customer sales and support through voice and non-voice channels, back office solutions, transformative services and digital marketing. Since 2016, we have processed more than 1 billion transactions (including calls, chats, emails etc.).

We have emerged as one of the most trusted and dependable service partners for our clients to redefine CXM in the digital age (*Source: Zinnov Report*). While the India CXM addressed market grew by approximately 7% CAGR (2018-20) and is expected to grow at 9% CAGR (2020-24), we witnessed revenue growth of approximately 31% between Fiscals 2019-21, beating the industry growth rate during this period (*Source: Zinnov Report*). This was enabled by our regional presence and focus on high-growth verticals (*Source: Zinnov Report*). Based on the publicly reported financials of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are one of the few firms which registered positive revenue growth figures in Fiscal 2021 (*Source: Zinnov Report*). Based on the publicly available data of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are the only player showing both high EBITDA margins and high cumulative growth at the same time (*Source: Zinnov Report*). In Fiscal 2021, we registered 37% ROE and 31% ROCE (*Source: Zinnov Report*). Based on the publicly available data of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are one of the leading players showing both high ROE and high ROCE (*Source: Zinnov Report*).

Our key offerings can be broadly categorized as follow:

- **Contact center services**: our contact centers are staffed with trained CSA to provide outbound and inbound services. Our services include handling customer complaints and inquires, customer lifecycle management, business analytics, partner support and upselling. We are equipped with vernacular capabilities to service customers in more than 10 languages, including English, Hindi and regional languages such as Gujarati, Marathi, Tamil, Telugu, Kannada, Malayalam, Punjabi and Bangla. As of

September 30, 2021, we were present in seven cities in India (being, Noida, Vadodara, Bengaluru, Mangaluru, Meerut, Bareilly and Thane).

- **Customer experience management and back end services**: our services include non-voice services and technology solutions (such as chatbot, email-based responses and smart interactive voice responses), consulting and documentation and backend solutions (such as transaction processing and quality check).

- **E-commerce services**: solutions for e-commerce and online sales including e-commerce analytics, conversion rate optimization, catalogue management, logistic management, loyalty programs as well as return and refund management.

- **Transformative services and digital marketing**: digital strategy and analysis and integrated marketing services (such as pay per click marketing, search engine optimization, social media marketing, content marketing and email marketing and online reputation management).

We have omnichannel capabilities across voice, non-voice, chat, advanced interactive voice response ("**IVR**") and artificial intelligence ("**AI**") based chatbot solutions. Our AI based chatbot is a hybrid chatbot that can automatically handle customer interactions but can also seamlessly hand contact over to live CSA to manage more complex situations. Through an omnichannel CX offering, we seek to enable our clients to manage and enrich customer interactions across all channels and touchpoints and unify business silos across marketing, sales and front and back office. Increased internet penetration and changing consumer behavior in India are accelerating the shift towards omnichannel CXM (*Source: Zinnov Report*). India's internet penetration has accelerated during the last few years, growing from 70 million subscribers at the end of 2016 to 700+ million subscribers by 2020 (*Source: Zinnov Report*). The rise in internet and smartphones penetration has enabled businesses to tap into potential customers through digital channels (*Source: Zinnov Report*). With the increased presence of consumers across different digital channels, the use of an integrated omnichannel platform has become critical to provide a seamless customer experience (*Source: Zinnov Report*). Omnichannel support refers to offering experiences across multiple channels and enables customers to switch between them seamlessly (*Source: Zinnov Report*). Channels can vary greatly and include phone, e-mail, web self-service, chatbot, social media handles and voice assistants (*Source: Zinnov Report*). An integrated approach makes the experience seamless and allows customers to use their preferred communication channels (*Source: Zinnov Report*). With omnichannel support, customers can access assistance on the communication platform of their choice (*Source: Zinnov Report*). To address this trend, it is expected that brands will increasingly focus on providing a seamless experience via integration of all contact channels to deliver customer-centric solutions in an omnichannel manner. We endeavor to operate CX processes for our clients to provide a seamless, consistent and personalized CX to their customers across all channels and devices while engaging with our clients. Our omnichannel capabilities enable us to address this trend.

Depending on our clients' needs, we are able to offer clients a broad range of transformative solution or discrete solutions to address or complement specific aspects of their existing CX strategies and programs. Our solutions can be procured on a stand-alone, point solution basis, or in an integrated manner covering multiple stages across the customer lifecycle journey. Our solutions seek to address clients' needs at all stages of their CX journeys and position us to address their evolving priorities while expanding our wallet share with them over time.

Working in partnership with our clients, we provide consultancy services to help map out our clients' CX strategy and design a unique CX program that is best suited to meet their near- and long-term business objectives. We help evaluate, formulate and execute CX processes for our clients by leveraging our understanding of CX and related business processes as well as technological solutions within our clients' particular industry verticals. Our industry expertise in more than 10 industry verticals including, amongst others, banking and financial services, e-commerce, direct-to-home television, telecommunications (including internet service providers), consumer goods, fast-moving consumer goods and retail, education, travel and hospitality, logistics and automotive, allows us to customize our services and enables enhanced delivery of our services. See "***Our Business – Clients***" beginning on page 168 for a breakdown of revenue contribution by industry verticals.

Our offerings are enhanced by our ability to solve problems for our clients by leveraging customer interaction data analytics by our cross functional team (also known as our "**CX Lab**") to provide our clients access to real-time data which gives them valuable insights on their end-customers, allowing them to improve business processes and make more prompt business decisions to resolve problems in a timely manner. As of September 30, 2021, our CX Lab had 15 team members. See "***Our Business – Our Strengths – Domain intelligence across industry***

***verticals in the Indian market enabling us to be agile in our processes***" beginning on page 150. See "***Our Business – Data analytics***" beginning on page 161 for more details on our CX Lab.

In addition to advising our clients on their CX strategy and formulating actionable solutions to meet their CX objectives, we have the expertise and tools to execute and deliver on these solutions. Underpinning our solutions is our ability to leverage and integrate technology to help clients derive insights and manage interactions across the customer lifecycle. We have an in-house software development team focusing on building and deploying proprietary technology across the customer lifecycle journey. As of September 30, 2021, we had implemented more than 25 technologies and applications in various business aspects of our operations. In addition, we also deploy third-party technologies from recognized telephony platforms and CRM providers. For example, we worked closely with our client (which had a captive customer contact center that ran on an on premise technology) to improve their contact center experience with the deployment of connected technology systems which involved, among other things, designing the client's IVR systems and migrating their contact center to a third party software product to leverage the software's enterprise grade technology features and ease of scalability, integrating the contact center system with third party CRM, creating middleware and CRMs to integrate the client's CRM at the backend to communicate data as well as integrating SMS and missed call alerts to enhance customer interactions at various levels.

We leverage the insights from the proprietary datasets collected by our CX Lab on how different technologies within the CX ecosystem interact and connect with each other to develop and integrate technology that better assists our clients. We are also able to synergize our in-house developed technology with third-party technology and platforms to solve operational issues which our clients are facing. For example, our in-house development team integrated a background noise cancellation application into our voice services to help reduce background noise and deliver superior user experience at our contact centers. In another example, we developed a CRM system and integrated the CRM system with an API – SMS to assist our client to manage and service vehicle breakdowns and location tracking. See "***Our Business – Client Case Studies***" beginning on page 170. Our solutions are scalable and flexible to meet the demands of brands and can be deployed at scale and across industries. Our ability to develop and integrate technology allows us to provide innovative and customizable solutions to our clients more efficiently. See "***Our Business – Technology and Innovation***" beginning on page 161.

As an end-to-end CX solutions provider, we have been able to go beyond our brief to help our clients solve their problems. For example, one of our clients, which is a fast moving consumer goods company, faced issues onboarding their partners as their sales representatives struggled with collection of physical documents, scanning and sending them for validation and incomplete documents resulted in multiple field visits which led to higher lead time and low rate of first time success. We initiated a self-uploading process for onboarding documentations by integrating SMS with our client's mobile applications where automated SMS will be sent to the relevant partner to upload documents once the partner is registered on our client's mobile application. Our team validates the uploaded documents and deals directly with the partners in respect of rejected documentations. In this case, we used our technology expertise to automate the document uploading process and provided back-end services to assist with document validation. See "***Our Business – Client Case Studies***" beginning on page 170.

***Domain intelligence across industry verticals in the Indian market enabling us to be agile in our processes***

Our CX Lab collects and analyzes customer experience data captured from our delivery of solutions to our clients across multiple geographies and industry verticals. See "***Our Business – Clients***" beginning on page 168 for a breakdown of revenue contribution by industry verticals. As of September 30, 2021, our CX Lab had 15 team members. See "***Our Business – Data analytics***" beginning on page 161 for more details on our CX Lab.

Our CX Lab tracks trends from call flows/touchpoints from, among other things, different industries, geographies, festivals and seasonal trends around large and small time horizons and seasonality including, for example, month-end cycles in industries such as telecommunications, festive period seasonality for white goods, summer season seasonality for cooling equipment and financial year ending seasonality etc., along with the behaviors of our clients, their customers and our employees. Based on the collected data and insights, our CX Lab has developed advanced algorithms which enable us to analyze our data at significant scale, deriving trends and predictive insights and sentiments that drive action in real time. Our data driven approach enables us to deliver our services in an agile manner. For example, real-time data enables us to offer dynamic rostering to ramp up our efficiency and rostering of our CSA in real time/small time horizons and ramp-up CSA capacity in medium/long term to cater for spikes in call volumes in a timely manner. Such data also enables us to customize our solutions to meet our clients' needs better, for example, to improve accuracy of chatbots. Our delivery capabilities enable us to tailor our delivery strategy and respond quickly to shifting client demand as well as peculiar events by providing client solutions across multiple regions and channels.

CX has become a valuable source of competitive differentiator among industries (*Source: Zinnov Report*). Leveraging our domain intelligence, we are able to solve complex CX challenges and deliver solutions that achieve our clients' business needs based on data-driven insights. We enable our clients to bridge the gap between customer experience and customer expectation and steer customer-touchpoint behavior based on customer feedback. By serving our clients across industry verticals, we have built an understanding of their unique, industry specific challenges and CX transformation journeys, as well as the solutions and services to address them. Each of our co-founders and Promoters and Directors, Abhinav Singh, Gaurav Abrol and Pranjal Kumar, has experience in the field of CXM. See "***Our Management***" beginning on page 192. Our domain intelligence across different industry verticals coupled with an understanding of the solutions that can be implemented in the context of our clients' operating environments, enable us to improve our clients' processes and performance metrics and differentiate them from their competitors. In India, verticals such as retail, banking, financial services and insurance, media, software and consumer electronics are witnessing the increased need for customer interactions such as technical support, operations support and contact services driven by digital disruption and virtual interactions (*Source: Zinnov Report*). We serve enterprises in these high growth verticals that contribute to approximately 80% of our Fiscal 2021 revenue (April 2020 to March 2021) (*Source: Zinnov Report*).

The trust and confidence that our clients have in our domain intelligence is demonstrated by the long-standing relationships that we have forged with many of our established clients. The average length of relationship that we have with (a) our top five clients is at least 5.4 years, and (b) our top 10 clients is at least 4.5 years. Clients whom we have a relationship of more than five years include Tata Sky Broadband Private Limited, Vodafone Idea Limited, Dish Infra Services Private Limited, Snapdeal Limited, Kent RO Systems Ltd. and Panasonic India Pvt. Ltd.. In the Fiscals 2019, 2020 and 2021, we were engaged by 39, 53 and 51 clients, respectively. As of September 30, 2021, we were engaged by 57 clients. Clients who contributed to more than 5% of our revenue as of September 30, 2021 were Axis Bank Limited (20.9%), Tata Sky Broadband Private Limited (11.5%), Bajaj Finance Limited (10.3%), an Indian e-commerce company (9.8%), Vodafone Idea Limited (8.5%) and an India based online food delivery, dining and restaurant discovery platform (7.1%). For more information on our top 10 clients (based on revenue contribution) as of September 30, 2021, see "***Our Business – Clients***" beginning on page 168. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, we had repeat revenue (that is, percentage of total revenue coming from clients from whom there was revenue in the immediately preceding period) of 87.2%, 81.0%, 95.3% and 97.8%, respectively; and our net revenue retention (that is, revenue from retained clients in current period as a percentage of revenue from such clients in the immediately preceding period) was 103%, 128%, 107% and 131%, respectively.

In addition, the insights that we gained across industries enhance our ability to cross sell our solutions across sectors, particularly in instances where similar issues are faced by clients in different sectors. For example, our client, an automotive manufacturer, experienced difficulties in providing service during vehicle breakdowns due to constraints in tracking the location where the vehicles had broken down. We helped developed a geographic information system to determine the exact location of the caller whose vehicle had broken down. A similar system can be deployed to authenticate cash on delivery cases for e-commerce clients. See "***Our Business – Client Case Studies***" beginning on page 170.

In addition, we had a number of business case studies across industries where time was of the essence for our clients to connect with their customers in cases where customers have raised requests or wanted to speak to our clients' representatives. For example, it was crucial that telecommunications clients be able to reach out to customers who request to port out their numbers. Similarly, there is also time sensitivity for e-commerce clients to be able to reach out promptly to customers who added products to their shopping carts but did not complete their purchases. In addition, we also observed that clients in the e-commerce, consumer goods and automotive industries faced similar challenges in capturing and verifying the exact address of their customers for different needs. In light of the above, we created solutions using API integration, secure file transfer protocol (or SFTP) data insertion and direct database connectivity to insert details into contact center technology on a real time basis where interaction can be invoked with customers the moment they request for it. Direct datapoint insertion helps customers get connected on a real-time basis and enables customers to be served in a timely manner in accordance with expectations. We deployed these solutions across different business verticals and industries which helped improved overall customer service provided by our Company. In addition, we also observed that all our clients across different sectors wanted to make their contact centers more approachable when faced with high call volumes and capacity constraints. In view of this, we customized our contact center technology to give the "call me back" feature to customers in instances where customer interactions cannot be handled immediately due to capacity constraints. We utilized this solution across different industry verticals where spikes in customer interactions were observed which helped to segregate call volumes over time by better utilizing resources without compromising customer experience.

***Integration across geographies and sites reduces our time to market***

We have presence across Tier 1, Tier 2 and Tier 3 cities. As of September 30, 2021, we were present in seven cities in India (being, Noida, Vadodara, Bengaluru, Mangaluru, Meerut, Bareilly and Thane) and had 9,022 FTE CSA and 7,609 seats located across 14 sites. Post September 30, 2021, we expanded to include two additional sites at Mangaluru and Thane bringing our total number of sites to 16 as at November 30, 2021. This geographic spread across cities provides us with a broad talent pool and access to personnel who can speak, comprehend and respond in a variety of languages which in turn equips us with vernacular capabilities to service customers in more than 10 languages, including English, Hindi and regional languages such as Gujarati, Marathi, Tamil, Telugu, Kannada, Malayalam, Punjabi and Bangla.

Our facilities are connected across sites through our cloud-based infrastructure, allowing for seamless collaboration and faster ramp ups, and enhancing our ability to pivot client solutions across multiple regions and channels.

To better manage our workforce and improve engagement with our team members across sites, our in-house team developed a team management system ("**TMS**") based on our requirements to manage the entire employee lifecycle and provide inputs to decision support systems on a real time basis. TMS is core to the delivery of our solutions to our clients. TMS is a centrally hosted application which is configured in a high availability mode and is assessable from all our delivery centers. User interface and utilities have been configured over a mobile application that is assessable to the end users on their hand-held devices which makes it convenient even for our workforce who work-from-home, especially during the COVID-19 pandemic. TMS currently tracks the entire employee lifecycle which gives leadership at various levels insights on our people assets. Some of the key functions of TMS include managing new hire process (including interview management, offer management and onboarding employee documentation), training management and supervisory alignment for employees, employee performance management, workforce management (including rostering, attendance, holidays and leave), employee grievance management and communications with employees through announcements enabled via the TMS platform. TMS also helps our management to take key decisions. For example, TMS helps in our hiring activity with its set processes and procedures. TMS automates and streamlines the new hire process and documentations across different client requirements, skillsets and paygrades which helps to reduce the hiring time for new hires. See "***Our Business – Employees and Culture – Team Management System***" beginning on page 179.

Through our geographic spread in various cities in India and the connectedness of our delivery centers as well as our ability to manage and engage our workforce across locations, we are able to more efficiently roll-out our strategies as we are able to breakdown implementation into smaller segments spread across our locations. Our clients experience faster ramps-ups which help to enhance our brand image. In addition, our geographical spread also allows us to help our clients make use of cost-effective locations and flexibly provide our services wherever they are needed. Our clients are able to reduce their operating costs, rely on scalable and agile CX operations and, ultimately, focus on improving efficiency. For example, our client, a telecommunications service provider in India, had a specific requirement to ramp up human resources with multiple linguistic skills set for their customer base across India at the onset of the verification process in telecommunications/change in direct-to-home broadcast tariffs. We were able to initiate a multi-site hiring process from the North, West and South regions of India to hire local resources and the pool of native speakers across our sites enabled regional customers to be serviced in local dialect which helped provide personal touch during customer interactions. See "***Our Business – Client Case Studies***" beginning on page 170.

***Demonstrated financial performance***

In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our revenue from operations was ₹ 1,594.10 million, ₹ 2,481.29 million, ₹ 2,739.42 million and ₹ 1,805.54 million, respectively; our EBITDA was ₹ 173.58 million, ₹ 308.08 million, ₹ 504.23 million and ₹ 437.21 million, respectively; our EBITDA margin was 10.89%, 12.42%, 18.41% and 24.21%, respectively; our ROCE was 16.79%, 19.16%, 31.30% and 27.59%[2], respectively; and our ROE 12.92%, 19.72%, 31.09% and 27.30% [2], respectively. For Fiscals 2019 to 2021, our

[2]Not annualized

revenue and EBITDA grew at a CAGR of 31.09% and 70.44%, respectively. Based on the publicly reported financials of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are one of the few firms which registered positive revenue growth figures in Fiscal 2021 (*Source: Zinnov Report*). Based on the publicly available data of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are the only player showing both high EBITDA margins and high cumulative growth at the same time (*Source: Zinnov Report*). Based on the publicly available data of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are one of the leading players showing both high ROE and high ROCE (*Source: Zinnov Report*).

In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our profit after tax was ₹ 46.36 million, ₹ 88.95 million, ₹ 201.16 million and ₹ 243.09 million, respectively; and our profit after tax margin was 2.91%, 3.58%, 7.34% and 13.46%, respectively.

We also maintain a conservatively leveraged balance sheet, which is expected to provide financial flexibility for our future growth. Our net debt of ₹ 126.30 million as of September 30, 2021, representing a net leverage ratio of approximately 0.15 times, provides us with sufficient headroom to execute our capital expenditure plan involving the setting up of new delivery centers, including the physical infrastructure and IT infrastructure, and replacing the IT infrastructure at our existing delivery centers as well as addition of further capabilities.

***Experienced management team***

We have an experienced management team with an understanding of the industry we operate in and our clients' needs. Each of our co-founders and Promoters and Directors, Abhinav Singh, Gaurav Abrol and Pranjal Kumar, has experience in the field of CXM and have been instrumental in the growth of our business since inception. Our co-founders and Promoters are supported by an experienced board and management team with experience across key functional areas. For further information on our board and management team, see "***Our Management***" beginning on page 192. The industry experience and business acumen of our board and management team have helped and will continue to help us drive our growth and operating performance.

**Our Strategies**

Riding on our strengths, we intend to grow our business by implementing the following strategies:

***Focus on growth opportunities and expanding our presence in the Tier 2 and Tier 3 cities***

We have over the years built up our capabilities in the semi-urban markets. Leveraging our expertise and successful track record in developing facilities and offering services in various Tier 1, Tier 2 and Tier 3 cities in India over the past 10 years, we intend to further build out our capabilities across semi-urban markets in India to cater to the growing demands for CXM services in these markets driven by the growth in new economy businesses such as e-commerce.

In recent years, Tier 2 cities like Jaipur, Patna, Indore and Surat have recorded an economic growth rate of over 40%, making them attractive options for larger firms (*Source: Zinnov Report*). The COVID-19 pandemic has accelerated the movement of the working population to lower-tier cities that are closer to their native locations, making these locations increasingly attractive for new age organizations (*Source: Zinnov Report*). The combination of all these indicators makes lower-tier cities a stronger growth driver for the Indian market in the future (*Source: Zinnov Report*). As rural India continues to prosper, consumers in these cities are expected to spend a major chunk of this incremental purchasing power on consumer segments such as e-commerce, fast-moving consumer goods, consumer durables etc (*Source: Zinnov Report*). Tier-2 cities account for approximately 66% of total online consumer demand in India as of 2020. For example, in 2020, a leading fashion e-retailer witnessed a 180% increase in new shoppers from the Tier 3 cities, while a beauty e-retailer saw 65% of sales being driven from Tier 2 and Tier 3 cities (*Source: Zinnov Report*).

India's CXM market is highly underpenetrated, and only 23.6% of the spending is outsourced as of 2020 (*Source: Zinnov Report*). Indian CXM outsourcing is expected to reach 27% of the total spend by 2024 (*Source: Zinnov Report*). The domestic demand for CXM use cases was limited to larger enterprises in Tier-1 cities but has eventually expanded to smaller towns housing a vast Indian population (approximately 62% of population from Tier 2, Tier 3 and rural towns as of 2020), with huge potential to buy goods and services through retail and online channels (*Source: Zinnov Report*). This potential is attributed to a gradual increase in literacy levels across Tier 2 and Tier 3 cities and increased disposable income (*Source: Zinnov Report*). Due to these factors, the smaller towns have become a hotspot for untapped CXM opportunities (*Source: Zinnov Report*). Specifically, Tier 2 and Tier 3 cities in India are acting as growth engines for new generation companies leveraging the rising purchasing power and internet access (*Source: Zinnov Report*). The growth of these cities has led to new customer bases that require investments to gear up the CX engine further (*Source: Zinnov Report*).

The difference in expectations and socioeconomic diversity across Tier 2 and Tier 3 cities distinguish their demands from Tier 1 cities (*Source: Zinnov Report*). Global players with lower domestic expertise find it difficult to penetrate these markets and understand regional needs, leaving them untapped (*Source: Zinnov Report*). Some of the major observable trends driving CXM demand in these cities include the rising demand for vernacular services. India hosts one of the world's most diverse populations in languages (*Source: Zinnov Report*). Approximately 50% of Indians recognized Hindi as their first, second or third language, approximately 10% English and a staggering more than 40% of the people recognize one of the other eight widely spoken languages in India as their first, second or third spoken language based on 2011 census (*Source: Zinnov Report*). The need for vernacular skills is further accentuated with the shifting Indian customer demographics (*Source: Zinnov Report*). With the increase in the people's spending power out of Tier 2 and Tier 3 cities, the customer bases of Indian firms are also shifting (*Source: Zinnov Report*). Many of these new profit centers do not speak English or Hindi, as seen in metros (*Source: Zinnov Report*). This has pushed Indian enterprises to expedite the inclusion of vernacular capabilities and lower-tier presence in their CXM implementations (*Source: Zinnov Report*). However, the immense need to provide services in vernacular languages cannot be served by enterprises and would need to be outsourced to capture the market in Tier 2 and Tier 3 cities (*Source: Zinnov Report*). India headquartered CXM service providers with vernacular capabilities would be the ones to benefit from this demand (*Source: Zinnov Report*). With our vernacular capabilities and presence in the Tier 2 and Tier 3 cities, we are well-positioned to capture such growth opportunities.

Customer services have evolved over the years from traditional voice-based interaction to omnichannel experiences, enabling customers to interact using multiple channels and at their comfort (*Source: Zinnov Report*). The rise of social media has enabled faster interactions and led to lower communication lead times (*Source: Zinnov Report*). With the increased presence of consumers across different digital channels, the use of an integrated omnichannel platform has become critical to provide a seamless customer experience (*Source: Zinnov Report*). In parity with the trends, social media and chat are expected to be the channels with the highest estimated growths for the foreseeable future (*Source: Zinnov Report*). With an increased push for digital technologies, every enterprise acknowledges the need for a better CX, which resulted in an increase in CX investments (*Source: Zinnov Report*). Some of the segments attracting maximum spend include omnichannel CXM (*Source: Zinnov Report*). As CX becomes a critically important competitive differentiator, new economy businesses, in particular, those that provide technology-enabled services such as e-commerce brands and businesses will demand for technology driven customer support with omnichannel support, chatbots and advanced CRM. In line with the trends, we intend to focus more on the non-voice delivery channel as a part of our business offerings and accordingly to keep increasing the proportion of higher margin non-voice delivery channel in our revenue from operations.

Leveraging our vernacular capabilities and our ability to deliver omnichannel CX solutions, we intend to focus on capturing growth opportunities in the Tier 2 and Tier 3 cities (such as Anantpur, Agra, Kanpur, Jhansi, Kota, Bhopal, Guwahati, Vizag, Cochin, Bhubaneshwar, Raipur, Ajmer, Nagpur, Zirakpur/Mohali etc.) by helping local brands develop CX programs, in particular, new economy businesses in the e-commerce industry.

To expand our presence in Tier 2 and Tier 3 cities, we intend to scale our infrastructure in these cities through build to suit and lease models or other hybrid arrangements with developers to build infrastructure, in line with our asset light model. These infrastructures will be designed to meet various technology requirements with data and telecommunication connectivity and support 24/7 operations.

***Continue to focus on growing our client base***

We intend to grow our client base by focusing on the following areas:

- **Helping new economy to scale**

  New economy refers to high growth industries enabled by technology advancements and innovation (*Source: Zinnov Report*). In India, leading e-tailers, food aggregators, cab aggregators and other new age internet-based start-ups have been driving economic growth in the market (*Source: Zinnov Report*). These new economy players have a higher focus on CXM spend and are increasingly looking at outsourcing partners to provide CXM support for them as they witness unprecedented growth in the Indian market (*Source: Zinnov Report*). This reliance on CXM service providers enables them to expand in developing markets such as India with new products and services (*Source: Zinnov Report*). In addition, CXM service providers are helping these companies to offer personalized services to customers due to the vernacular depth these service providers possess and cost efficiency they bring to these players (*Source: Zinnov Report*).

As one of the fastest-growing economies, India is expected to emerge as one of the fastest-growing fintech hotspots (*Source: Zinnov Report*). Paperless lending, mobile banking, payment gateways, mobile wallets, and other concepts drive the CXM spending in this sector (*Source: Zinnov Report*). The Indian e-commerce ecosystem has evolved over the last few years, and the market is expected to grow to US$110 billion by 2025 from US$46 billion as of 2020 (*Source: Zinnov Report*). As e-commerce order volumes increase, there is increased demand for operations support, positioning it as a sunrise horizontal among the existing services and will grow at a CAGR of 11% between 2020 and 2024 to reach a spend of approximately US$2.46 billion (*Source: Zinnov Report*). The operations support required by e-commerce players include support services pertaining to order fulfilment such as scheduling of deliveries, liaison with delivery and installation personnel and resolution of order related queries/issues, which we are able to assist. Our e-commerce services include e-commerce analytics, conversion rate optimization, catalogue management, logistics management and return and refund management. See "***Our Business – Our Services and Solutions – E-commerce services***" beginning on page 149.

Leveraging our strengths such as our quick time to market, we are the backbone and partner to new economy businesses that are looking to expand quickly in India and hit the road running within a short time frame. To meet the needs for new economy businesses and their high-growth requirements, we intend to focus on launch, speed-to-performance and scale.

- **Helping old economy enhance CX**

  Old economy businesses are those that rely on traditional methods of doing business. With the growth of new economy businesses fueled by technological advancements, customers service expectations have also changed drastically as customers now expect businesses to meet their needs more quickly and customers expect to be engaged across all contact channels. As part of our continuing strategy, we will continue to consult and educate old economy businesses to enhance their CX practice to keep pace with that of the new economy businesses.

- **Empower start-ups and small and medium enterprises ("SMEs")**

  India is forging ahead as the world's fastest-growing economy, with start-ups and SMEs being significant contributors to this economic development (*Source: Zinnov Report*). As of March 2021, SMEs represent 30% of the GDP, 48% of the exports, and employ approximately 110 million people (*Source. Zinnov* Report). On the other hand, India hosts more than 60,000 start-ups out of which 81 are unicorns as of December 2021 valued at over a billion dollars (*Source: Zinnov Report*). Although the growth and prevalence of start-ups and SMEs were recorded in Tier 1 cities in the past, Tier 2 and Tier 3 cities are increasingly emerging as hubs for incubating new companies due to cost competitiveness, ease of employment and affordable rental rates (*Source: Zinnov Report*). Over 55.3% of SMEs are based out of rural areas as of December 2021 (*Source: Zonnov Report*). Nearly 30+% of the start-ups are leveraging the growth and cost-effectiveness offered by non-metros and other Tier-2 and Tier-3 cities (*Source: Zinnov Report*). Many of these start-ups are setting up their offices in Tier 2 cities such as Ahmedabad, Coimbatore, Nashik, and Jaipur (*Source: Zinnov Report*).

  The needs of SMEs based in Tier 2 and Tier 3 cities are underserved. SMEs are crunched on limited resources to look for solutions catered to their personalized needs and not what is available in the market for more prominent players (*Source: Zinnov Report*). Solutions (for example, chatbots, lead generation or e-mail services) at practical price points are their preferred set of user-cases that will help them scale their business rather than a suite of solutions (*Source: Zinnov Report*). Enterprises unfamiliar with the needs of SMEs based in Tier 2 and Tier 3 cities cannot fulfil the requirements of these SMEs at the required price point with the level of customization (*Source: Zinnov Report*). Thus, this has left a considerable potential for domestic service providers to tap into the smaller cities in the Indian market (*Source: Zinnov Report*).

Leveraging our strengths to provide customized solutions and our understanding of the of needs of start-ups and SMEs in Tier 2 and Tier 3 cities, we intend to empower start-ups and SMEs by giving them access to enterprise grade CX technology and practices thereby democratizing the CX experience. We intend to productize our CX offerings to start-ups and SMEs so that the costs of service remain low and affordable for them.

- **Focus on growing the international business**

  In addition to continuing our multi-segment India growth strategy, we intend to focus on growing the international business. A number of multinational clients ("**MNCs**") which we currently service have requirements for similar CXM services at their overseas locations and for their international operations. Leveraging our strengths to provide customized CX solutions and our experience in working with MNCs in India, we intend to focus on delivering CXM services to international clients from India.

We intend to capitalize the underserved opportunities in the above areas for our growth and develop new revenue streams.

***Leverage our technology expertise and proprietary data to integrate AI and ML into our CX tools, platforms and processes***

As omnichannel increasingly becomes digitally pervasive, the CXM ecosystem is witnessing more extensive convergence of next-generation capabilities such as intelligent automation, AI/machine learning ("**ML**") based interactions and customer service chatbots using deep learning algorithms (*Source: Zinnov Report*). AI will open new possibilities in customer care, from predicting needs and problems to personalizing service for both business-to-consumer (or B2C) and business-to-business (or B2B) customers (*Source: Zinnov Report*). 30% of annual CX spend is expected to be in AI bots for delivering personalized experiences as of 2021 (*Source: Zinnov Report*). ML to fully harness existing data on customers, seasonality and behavior allows companies on an organizational and individual level to anticipate and fulfil customer needs and automatically incorporate those findings in future work (*Source: Zinnov Report*). As our clients seek to adopt more technology-rich ways of servicing their customers, we intend to leverage our technology expertise and the proprietary data that we have collected to design and develop AI and ML based products that can integrate data analysis and yield actionable insights across customer touchpoints, as well as enhance our business processes and increase our bottom line.

Increased adoption of cutting-edge technologies such as AI/ML, automation etc has disrupted the CX market space (*Source: Zinnov Report*). These technologies have become a critical part of successful CXM strategies across enterprises (*Source: Zinnov Report*). India's micro, small and medium-sized enterprises and start-ups host limited resources and technology capabilities to integrate these next-generation tools and technologies into their CXM processes (*Source: Zinnov Report*). CXM service providers are playing a vital role in bridging the gap between these enterprises and the changing market dynamics by providing the required technology integration services to deliver seamless competitive CX journeys (*Source: Zinnov Report*). With the data sets that we have collected over time, we intend to prepare AI and ML models to suit CX demands of a wide variety of users. By sharing these learning outcomes with start-ups and SMEs, we enable them to serve their customers better, using both voice and non-voice touchpoints.

***Pursue strategic acquisitions, partnerships and investments***

We intend to expand our CX capabilities and services through strategic acquisitions, partnerships and investments in India. If and when suitable opportunities arise, we may also expand our operations overseas. Our acquisition strategy will primarily focus on increasing our CX technology expertise, adding CX delivery capabilities and providing access to new industries and geographies. We are open to considering and will continue to evaluate and selectively pursue opportunities for acquisitions, partnerships and investments in a prudent manner. Some of the factors which we consider include, among other things, access to technology, industry expertise, delivery capabilities and marquee customers. We believe that a targeted and opportunistic acquisition strategy will complement our significant organic growth strategy. See "***Risk Factors – Internal Risk Factors – Risks relating to our business and industry – If we are unsuccessful in implementing our business growth strategy, our long-term business and financial prospects could be affected.***" beginning on page 39 and "***Risk Factors – Internal Risk Factors – Risks relating to our business and industry – Acquisitions and investments could be difficult to integrate, disrupt our business and lower our results of operations and the value of your investment.***" beginning on page 46.

**Effects of the COVID-19 pandemic**

The COVID-19 pandemic has further accelerated the need for businesses to re-imagine their CX strategy and build capabilities for a fast-changing environment (*Source: Zinnov Report*). During the COVID-19 pandemic, the shift to digital and remote work triggered companies to accelerate their CX maturity journey (*Source: Zinnov Report*).

The COVID-19 pandemic has presented both challenges and opportunities in maintaining and expanding revenue. A number of our clients in the travel and hospitality industries have been negatively impacted as a result of the COVID-19 pandemic which resulted in a reduction in demand for their services. However, these clients only contributed 3.3% of our total revenue from operations in Fiscal 2019 and 3.2% of our total revenue from operations in Fiscal 2020 which further reduced to 0.2% in Fiscal 2021. Our clients in the travel and hospitality industries only contributed 0.1% of our total revenue from operations for the six months ended September 30, 2021. Accordingly, we have minimal dependency on such clients in terms of revenue contribution. By contrast, our clients in the e-commerce and banking and financial services industries have seen higher demand for their products and services as a result our revenue from these clients have increased. See "***Our Business – Clients***" beginning on page 168 for a breakdown of revenue contribution by industry verticals. Growth in e-commerce is projected at 25% CAGR between 2020 to 2024 resulting in significant opportunities (*Source: Zinnov Report*). See "***Our Business – Our Strategies – Focus on growth opportunities and expanding our presence in the Tier 2 and Tier 3 cities***" beginning on page 153.

Whilst India's GDP contracted by approximately 7.3% in 2020 due to the COVID-19 pandemic, recovery is expected to be swift and exceed the pre-pandemic growth (*Source: Zinnov Report*). Despite the severe COVID-19 impact, India's GDP is forecasted to grow at approximately 9.26% between 2020 to 2024 (*Source: Zinnov Report*). India's economic growth forward will be driven by, among others, rising adoption of digitalization, high household consumption, growth in services sector, new age internet firms and start-ups (*Source: Zinnov Report*). India's per capita income is estimated to grow at approximately 8.3% between 2020 to 2024 coupled with the increase in working population (with approximately 12 million people being added each year as of 2021 and the working-age population expected to reach 65% by 2036) will drive spending across consumer segments (*Source: Zinnov Report*). Despite the setback caused by the COVID-19 pandemic, private consumption is expected to be a long-term growth engine in the Indian economy (*Source: Zinnov Report*). By market estimates, domestic consumption spending is expected to hit US$4+ trillion in 2030, up from US$1.47 trillion in 2020 (*Source: Zinnov Report*).

See "***Risk Factors – Internal Risk Factors – Risks relating to our business and industry – The COVID-19 pandemic, or a similar public health threat, could adversely affect our and our clients' business, financial condition, and results of operations.***" beginning on page 35.

**Omnichannel customer engagement**

The rise in internet and smartphones penetration has enabled businesses to tap potential customers through digital channels (*Source: Zinnov Report*). With the increased presence of consumers across different digital channels, the use of an integrated omnichannel platform has become critical to provide a seamless customer experience (*Source: Zinnov Report*).

Our omnichannel capabilities enable us to address this trend. See "***Our Business – Our Strengths – End-to-end CX solutions provider with omnichannel capabilities providing customized solutions to our clients***" beginning on page 148. Our services are delivered through our technology-enabled omnichannel platform to engage customers across all contact channels and touchpoints for a seamless, consistent and personalized customer experience. We have omnichannel capabilities across voice, non-voice, chat, advanced interactive voice response (or IVR) and AI-based chatbot solutions. Each of our channels is available simultaneously and integrated with our other services, so customers using different forms of communication can be treated similarly and in an efficient manner. This approach can be used in combination with any service or solutions that we offer.

By customer service touchpoints, the market can be segmented into two segments, i.e., the voice and the non-voice segment, with the voice segment dominating the market with approximately 77% share in 2020 (*Source: Zinnov Report*). India's CXM market, which includes in-house and outsourced spending of enterprises, was at USD 11.8 billion in 2020, growing at approximately 3% CAGR over 2018 (*Source: Zinnov Report*). The market is expected to grow at a CAGR of 5.5% and reach approximately USD 14.5 billion by 2024 (*Source: Zinnov Report*). The high growth in this market will be driven by increased internet adoption and India's digital push

(*Source: Zinnov Report*). In parity with the trends, social media and chat are expected to be the channels with the highest estimated growths in the CXM market in India for the foreseeable future (*Source: Zinnov Report*). From Fiscal 2019 to Fiscal 2021, our revenue contribution from non-voice channels had increased from 19% to 23%. As of September 30, 2021, 29% of our revenue was from non-voice channels.

A breakdown of our revenue by delivery channels in Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021 is set out below:

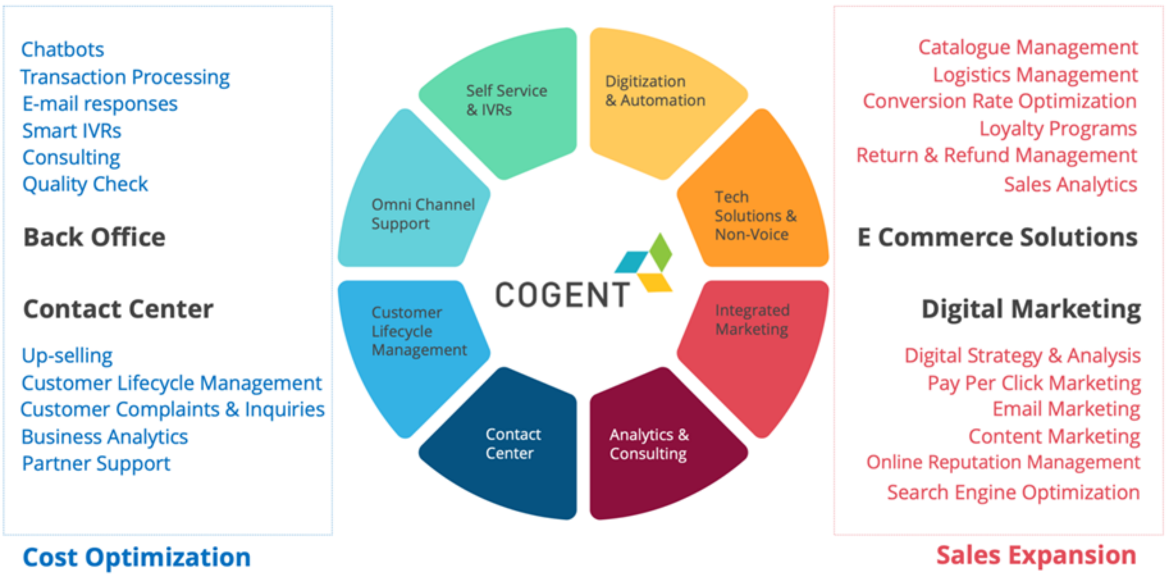
| **Delivery channels** | | **Fiscal** | | **Six months ended September 30,** |
|---|---|---|---|---|
| | **2019** | **2020** | **2021** | **2021** |
| Voice inbound | 47% | 44% | 41% | 37% |
| Voice outbound | 34% | 36% | 36% | 34% |
| Non-voice | 19% | 20% | 23% | 29% |

As a part of our strategy and in line with the trends, we intend to focus more on the non-voice delivery channel as a part of our business offerings and accordingly to keep increasing the proportion of higher margin non-voice delivery channel in our revenue from operations.

We are constantly evaluating next-generation technologies, such as AI and ML related capabilities, with the aim of integrating these technologies into our platform. See "***Our Business – Our Strategies – Leverage our technology expertise and proprietary data to integrate AI and ML into our CX tools, platforms and processes***" beginning on page 156.

**Our Services and Solutions**

We provide CX solutions which are underpinned by our industry and technology expertise, data analysis and insights and trained team members.




***Contact Center Services***

Our contact centers are staffed with trained CSA to provide outbound and inbound services. Our personnel are able to speak, comprehend and respond to customers in multiple languages including English, Hindi and regional languages such as Gujarati, Marathi, Tamil, Telugu, Kannada, Malayalam, Punjabi and Bangla. As of September 30, 2021, we were present in seven Tier 1, Tier 2 and Tier 3 cities in India (being, Noida, Vadodara, Bengaluru, Mangaluru, Meerut, Bareilly and Thane) and had 9,022 FTE CSA and 7,609 seats located across 14 sites. Post September 30, 2021, we expanded to include two additional sites at Mangaluru and Thane bringing our total number of sites to 16 as at November 30, 2021.
Our contact center services include:

- **Customer Service** – leveraging our industry specific knowledge, we enable our clients to maintain and build relationships with their customers. In addition to handling customer complaints and inquires at our contact centers, we also provide after-sales support, revenue management and order processing services.

- **Business Analytics** – our CX Lab tracks trends from call flows/touchpoints from, among other things, different industries, geographies, festivals and seasonal trends around large and small time horizons and seasonality including, for example, month-end cycles in industries such as telecommunications, festive period seasonality for white goods, summer season seasonality for cooling equipment and financial year ending seasonality etc., along with the behaviors of our clients, their customers and our employees. Based on the collected data and insights, our CX Lab has developed advanced algorithms which enable us to analyze our data at significant scale, deriving trends and predictive insights and sentiments that drive action in real time. Our data driven approach enables us to deliver our services in an agile manner. For example, real-time data enables us to offer dynamic rostering to ramp-up our efficiency and rostering of our CSA in real time/small time horizons and ramp-up CSA capacity in medium/long term to cater for spikes in call volumes in a timely manner.

- **Partner Support** – we deploy reliable technology to support sellers and partners of our customers. This includes, but not limited to, coordination between different teams, customers, shipping partners etc.

- **Lifecycle Management** – we offer continuous improvement in customer lifecycle management through appropriate contact strategy, relevant revenue enhancement opportunities, trend analysis and predictive churn management etc.

- **Upselling** – our upselling strategy educates customers and improves our clients' brand awareness. Our employees are trained to deploy appropriate verbal processes for positive responses to upselling our clients' products and services.

***Customer Experience Management and Back End Services***

Our customer experience management services include:

- **Consultancy** – we provide consultancy services to help evaluate and tailor CX strategies and solutions for our clients to deliver improvements in cost, revenue and customer satisfaction.

- **Chat / Chatbots** – our chat services allow our clients' customers to browse our clients' website seamlessly and at ease. Live chat and chatbot translate into improved levels of productivity, higher conversion rates, customer retention and overall growth in our clients' business.

- **Email** – our employees offer technical assistance and service customer queries through email responses in real time. Such responses and solutions are preset and designed to deliver industry specific results.

- **Social Media** – our social media response management service streamlines customer interactions. We consolidate our clients' web communication portals through effective listening, measuring and engaging. Adaptive training and transparent social interactions improve CX. Multiple channels are integrated to offer omnichannel support.

- **Smart IVRs** – we developed an intelligent voice response system with the dual aim to reduce call volumes and solve customer concerns more efficiently which in turn help boost our contact center CX. Smart IVRs enable us to create after-hours customer response system, the smart caller identification tool facilitates immediate caller identification and enables CSA to check for corresponding open or pending complaints and the auto-reminder feature helps to bring attention to complaints that remain unresolved so relevant action can be taken in a timely manner.

Our back end services are rendered in tandem with our clients' front office operations to help our clients deliver superior CX. Our flexible model reduces risks and complexities while improving utility and lowering related costs for our clients. Our back end services include:

- **Transaction Processing** – our transaction processing services include support for order processing, applications processing, records and documentation management as well as clearing and settlement.

- **Quality Check** – we have a monitoring system for performance improvement and coachable insights and our measurement method ensures that clients' requests and demands drive back-office processes. The quality parameters are set by business leaders and experts to collaborate efforts to improve delivery standards.

***E-commerce services***

Our e-commerce services include:

- **E-commerce analytics** – we help our clients analyze data on various areas that have an impact on our clients' online business and provide clients with insights to understand shifts in customer behavior and online shopping trends to enable them to make data-driven decisions to drive more online sales.

- **Conversion rate optimization** – we help our clients increase the percentage of website visitors that convert on their websites. Our services include CX functions capacity planning analysis and abandoned cart calls.

- **Catalogue Management** – we create presentable key products information to engage our clients' potential customers. Our services include catalogue updating maintenance, conversion and data indexing for online use or offline database/inventory management.

- **Logistic Management** – we help control and supervise the movement of goods including documentation management, support for transportation management, inventory management, materials handling and order fulfilment.

- **Loyalty Programs** – we help design and administer our clients' loyalty programs and provide seller support services.

- **Return and Refund Management** – we help our clients manage customers who wish to return and refund their product. Our services include coordinating with customers, logistics partners and sellers to ensure that the returns and refunds are processed within the agreed service level agreements.

***Transformative services and digital marketing***

Leveraging technology, we provide digital transformative services to enhance the way our clients connect with their online audience. We deliver digital marketing solutions and insights across multiple platforms to help brands achieve their digital goals. Our digital marketing services are supported by a suite of data analytic capabilities that provide business insights to more effectively target their intended customer base.

Our transformative and digital marketing service include:

- **Digital strategy and analysis** – in partnership with our clients, we help our clients plan, strategize and deliver measurable growth with detailed analysis. We help our clients make their brand stand out. Our services include digital strategy and branding, e-commerce, app and website analytics and call tracking solutions.

- **Pay per click ("PPC") marketing –** we have the capabilities to deliver intelligent, optimized and well-executed PPC campaigns, leading to highly targeted traffic and improved conversions. Our PPC services include PPC setup, audit, management and optimization.

- **Search Engine Optimization ("SEO")** – with an integrated SEO strategy combining technical, content and authority optimization, we ensure that our clients' websites rank well in the search engine results pages. We also ensure that the right consumers are able to find our clients online across all devices. Our SEO services include auditing, on page, off page, local, mobile and technical optimization.

- **Capabilities of Social Media Marketing** – with effective social activity, we have the capabilities to help brands reach, engage and convert the right audience online. Our social media marketing services include social audit, account setup, strategy, creative campaigns, frequent content creation, monitoring, management, analytics, reporting and paid advertisements.

- **Content Marketing** – we ensure that our clients' customers keep coming back with great, useful content that drives more traffic, increases quality leads and enhances brand presence. Our content marketing services include content strategy, topic and keyword research, copywriting, optimization, blogger outreach, digital public relations and link earning.

- **Email Marketing** – our email marketing techniques include activities for promoting business, advertising, attracting the target customer base, strengthening the existing relationships with customers, and to eventually provide good returns of investment. Our team focuses on email design and build, strategy and automaton, and performance and measurement.

- **Online Reputation Management** – we ensure that positive information reaches our clients' intended audiences. We provide review management, social listening and monitoring, and internet search online reputation management services.

**Data analytics**

Access to high quality data assets fuels the accuracy and predictive nature of the algorithm developed by our CX Lab. As of September 30, 2021, our CX Lab team included 15 members comprising data analysts and domain experts. Our CX Lab is primarily responsible for the collection and analysis of relevant data points to generate actionable insights. Such insights are used in multiple points in the customer lifecycle including during the initial pitch (where insights play a key role in showcasing our credence and domain intelligence), solutions design and development (where insights are translated into smart solutions which are more efficient) and cross-selling (where data and insights are assessed to cross sell solutions across industries).

We overlay our proprietary data sets with third-party data and other available data to derive insights into customer behavior and preferences, which in turn optimizes our solutions and enhances our service delivery.

Based on data analytics by our CX Lab and resulting insights, CX processes are corrected and enhanced which result in better CX. Automations are suggested based on these insights which result in quicker turnaround for our clients' customers. Specific data sets are identified for relevant products and services being provided and real time feedback of our clients' customers is collected for efficient enhancement of services. Based on the collected data and insights, our CX Lab has developed advanced algorithms which are able to analyze the collected data at significant scale and derive trends and actionable insights and sentiments on customer behavior and preferences across industries that help to drive action in real time. Since 2016, our CX Lab processed over one billion data points. Moving forward, we intend to use data sets for preventive maintenance in automotive and consumer durables.

Our data driven approach enables us to deliver our services in an agile manner. For example, real-time data empowers our resource allocation by enabling us to offer dynamic rostering to ramp up our CSA deployment in short term to cater for spikes in call volumes in a timely manner. Such data also enables us to customize our solutions to meet our clients' needs better, for example, to improve accuracy of chatbots. Our delivery capabilities enable us to tailor our delivery strategy and respond quickly to shifting client demand as well as peculiar events by providing client solutions across multiple regions and channels. See "***Our Business – Agile Delivery Model***" beginning on page 164.

Our domain intelligence across different industry verticals coupled with an understanding of the solutions that can be implemented in the context of our clients' operating environments enable us to improve our clients' processes and performance metrics and differentiate them from their competitors.

**Technology and Innovation**

We have invested significant resources into building and deploying proprietary technology that focuses on enhancing experiences, improving productivity and driving revenue growth. For the Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, we spent ₹ 9.02 million, ₹ 8.91 million, ₹ 10.61 million and ₹ 4.88 million, respectively. Such expenses comprise primarily employee benefits expense paid to our technology and software team and certain software related expenses categorized under software support expenses in our Restated Financial Statements. For more information, see "***Restated Financial Statements***" beginning on page 216 and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on page 278.

We have a flexible, scalable, resilient and reliable technology infrastructure that helps us to deliver our CX solutions to our clients. We utilize third party hardware and software components to provide for and enable growth of our business.

We have an in-house software development team that develops our own proprietary tools that can be deployed across the customer lifecycle journey. We are also a service integrator in India for a contact center technology company where we leverage our technical knowhow to create customized contact center solutions for clients across different verticals. We are also able to synergize and integrate our in-house developed technology with third-party technology and platforms to solve operational issues which our clients face. Such third-party technology and platform include our clients' platforms and systems as well as those from telephony platforms and CRM providers. Our ability to integrate technology enables us to serve our clients' needs in-house. As of September 30, 2021, we had implemented more than 25 technologies and applications in various business aspects of our operations.

We have built a suite of software products, systems, applications and processes which can be deployed at scale across multiple industries and users along the full customer lifecycle. For example, we developed an intelligent voice response system with the dual aim to reduce call volumes and solve customer concerns more efficiently. Before coming up with our solution, we performed a trend analysis to identify caller identities and call frequencies. We also measured call volumes during operational and non-operational hours. We identified that the lack of an automated, after-hours voice response system meant that almost all calls and service requests had to be routed to live CSA.

In order to help our clients enhance contact center CX, we applied the following measures:

- **Intelligent voice response** – we integrated our client's existing intelligent voice response with cloud through relevant web services and were able to create an after-hours customer response system. This helped our client generate service requests which was something they were not able to do before.

- **Smart caller identification** – we designed a smart caller identification tool to create an accurate caller database and make customer servicing seamless. This not only facilitated immediate caller identification, but also allowed our CSA to check for corresponding open or pending complaints.

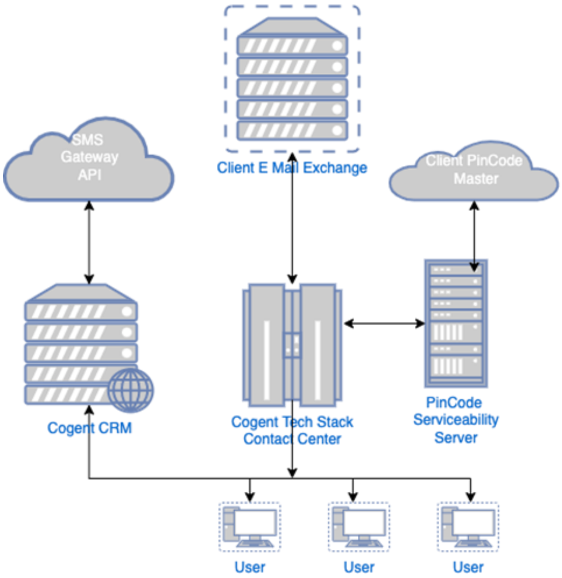
- **Preferential re-outing of calls** – having a smart caller ID helps to identify customers with longstanding issues or complaints. To close the gap between customer experience and satisfaction, we programmed the intelligent IVRs with an auto-reminder feature to highlight complaints that remained unresolved so that relevant action can be taken to resolve outstanding complaints.

Our intelligent voice response system helped us to reduce our live calls by 26% and reduce our overall call volume by 6% thereby boosting profitability.

Other client cases where we helped integrate technology to provide solutions to our clients include:

- **Handset manufacturer and distribution company in India**

  We helped set up the entire contact center service for our client, a handset manufacturer and distribution company in India. The client had an obsolete technology setup. We helped the client to migrate the entire contact center platform to an integrated solution.



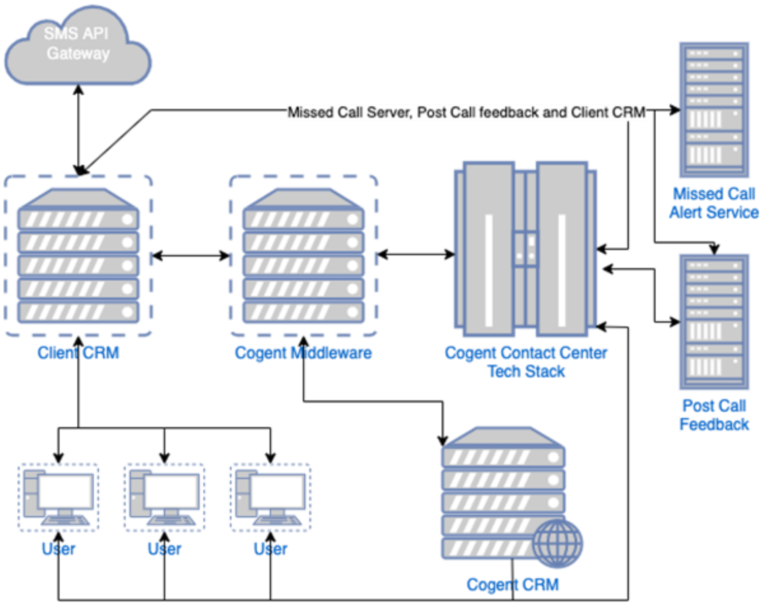

*Solution Offered*

- Integration with client pin code serviceability which helped automate the client's service resolution
- Integration with SMS API and client hosted email exchange service enabled SMS triggers to be generated to the clients' customers at various stages of their lifecycle
- Email integration routed all customer interaction over email via a queue system which allows for interaction to be addressed within a stipulated time frame. Queue system helped to eradicate instances where customer communications remain unattended

For more details, see "***Our Business – Client Case Studies***" beginning on page 170 for the client case study in respect of our mobile manufacturing client where we helped put in place an omnichannel communication set-up for the client.

- **Healthcare products brand**

The client had a captive customer contact center running on an on premise technology. With the advent of automations and integrated systems, our client wanted to improve their contact center experience with the deployment of connected technology systems.



*Solution Offered*

- Worked closely with the client to design their IVR systems and migrated their contact center on a third party software product to leverage the software's enterprise grade technology features and ease of scalability
- Integrated the contract center system with third party CRM in order to automate complaint generation, status check of existing complaints and intelligent communication routing
- Created middleware and CRMs which integrate with the client's CRM at the backend to communicate the data
- SMS and missed call alerts were also integrated in the overall solution to enrich customer interactions at various levels

For more details on how our technology capabilities are deployed and integrated in our CX solutions for our clients, see "***Our Business – Client Case Studies***" beginning on page 170.

We constantly evaluate new hardware alternatives and software techniques to improve our existing products and services and to more easily develop, deploy and operate new software products and applications.

We have implemented high quality standards in our operations with emphasis on operational excellence to improve our performance and provide better results for our clients. We use products from third parties for network and security monitoring.

Our information security framework takes into account compliance requirements and protection of our clients' and their customers' information. We work on the principle of storing no customer data wherever possible in order to keep customer data and data privacy on the networks of our clients. Most clients do not require us to store customer data. Where we do, we make all reasonable efforts to secure such data, by keeping the data on servers in our data centers which are physically and logically partitioned and protected. Client contracts usually specify data protection obligations and levels of data protection.

**Agile Delivery Model**

We use an agile delivery model to deliver our CX solutions to our clients. Enabled by our data-driven insights, domain intelligence across different industry verticals, omnichannel capabilities, technology infrastructure, geographic spread across various cities in India and the connectedness of our delivery centers, our agile delivery model enables us to augment or seamlessly redeploy teams across different geographic locations and client accounts. The interconnectedness of our teams and the ability to seamlessly shift interactions between voice and non-voice channels enable us to tailor our delivery strategy to meet clients' needs. It also allows us to respond to changes in demand or adapt to peculiar events swiftly by pivoting client solutions across multiple regions and channels. For example, real-time data analytics enable us to offer dynamic rostering to ramp up our CSA deployment in short term to cater for spikes in call volumes in a timely manner. In another example, during the onset of the COVID-19 pandemic, we were able to quickly adapt and implement work-from-home arrangements while continuing to serve our clients.

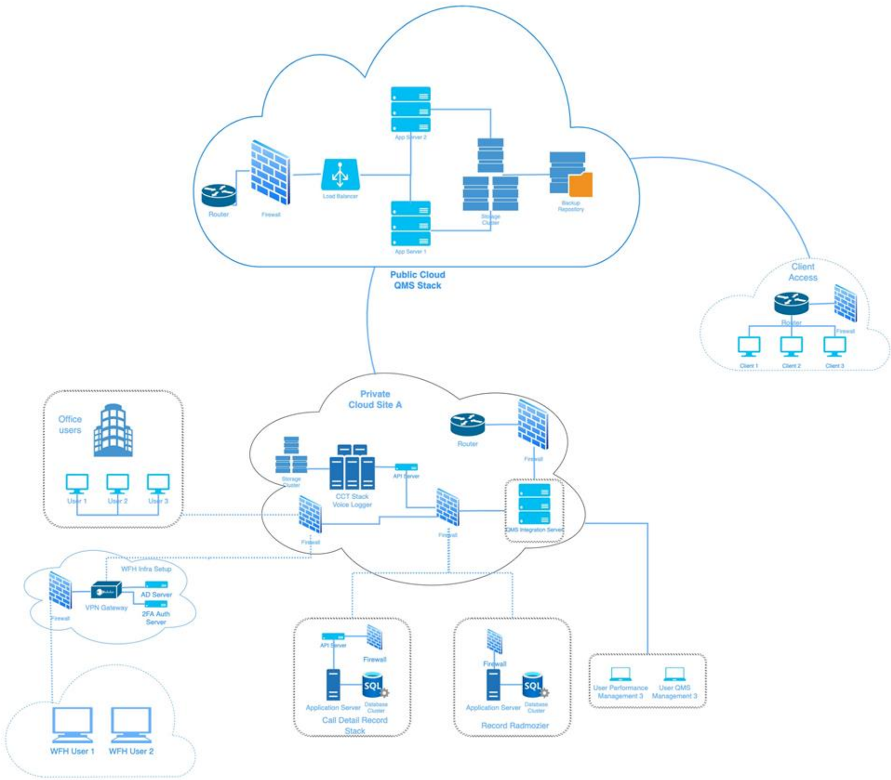
We are headquartered in Noida, and as of September 30, 2021, we were present in seven Tier 1, Tier 2 and Tier 3 cities in India (being, Noida, Vadodara, Bengaluru, Mangaluru, Meerut, Bareilly and Thane) and had 9,022 FTE CSA and 7,609 seats located across 14 sites. Post September 30, 2021, we expanded to include two additional sites at Mangaluru and Thane bringing our total number of sites to 16 as at November 30, 2021. Our delivery locations, from where our team members serve our clients, are strategically selected based on a number of factors, including requirements of our clients' business, growth potential in the Tier 2 and Tier 3 cities and access to diverse and skilled talent and an ability to deliver our services in multiple languages. Our geographic spread across various cities in India provides us with a diverse talent pool and equips us with vernacular capabilities as our personnel are able to speak, comprehend and respond to customers in more than 10 languages, including English, Hindi and regional languages such as Gujarati, Marathi, Tamil, Telugu, Kannada, Malayalam, Punjabi and Bangla.

We leverage technology to enable us to respond with speed and quality. Our facilities are connected across sites through our cloud-based infrastructure, allowing for seamless collaboration and faster ramp ups, and enhancing our ability to pivot client solutions across multiple regions and channels. In addition to technology that we have developed in-house, we also integrate and deploy third-party technologies from telephony platforms and CRM providers to support our delivery model. See "***Our Business – Technology and Innovation***" beginning on page 161.

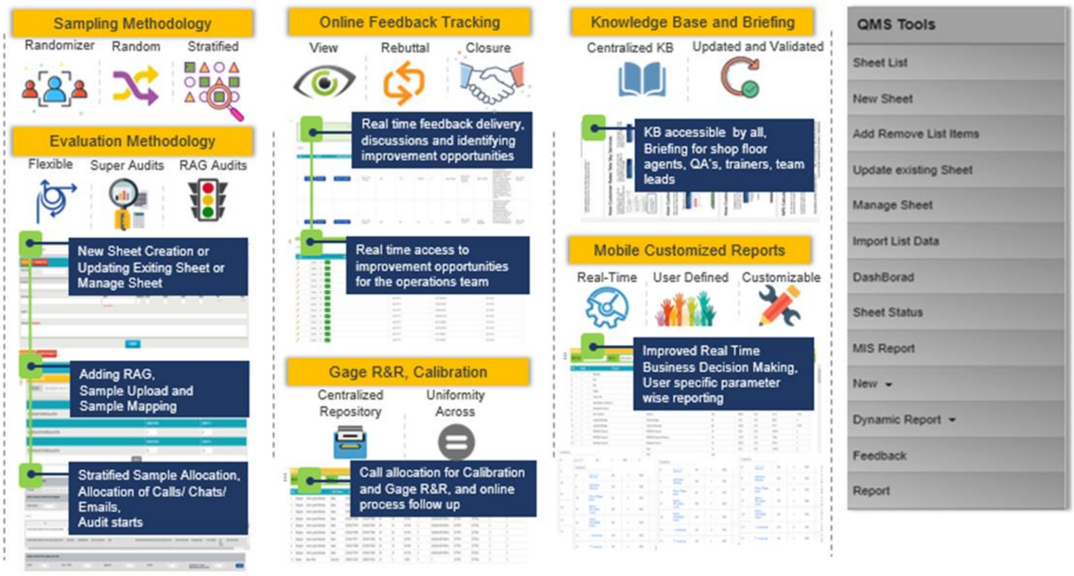
We also rely on TMS, which is an in-house developed application, to better manage and engage with our workforce across various sites and locations. TMS tracks the entire employee lifecycle which gives leadership at various levels insights on our people assets in areas such as workforce management (including rostering, attendance, holidays and leave), employee performance management and employee grievance management. TMS also enables us to communicate with our employees through announcements via the TMS platform. For more information on TMS, see "***Our Business – Employees and Culture – Team Management System***" beginning on page 179.

Through our geographic spread across various cities in India and the connectedness of our delivery centers as well as our ability to manage and engage our workforce across locations, we are able to more efficiently roll-out our strategies as we are able to breakdown implementation into smaller segments spread across our locations. In addition, our geographical spread also allows us to help our clients make use of cost-effective locations and flexibly provide our services wherever they are needed. Our clients are able to reduce their operating costs, rely on scalable and agile CX operations and, ultimately, focus on improving efficiency.

**Quality Management**




In addition to TMS, we also implemented a quality management system ("**QMS**") designed to monitor and evaluate our service quality as well as derive business insights and improvement opportunities. QMS is an in-house development that has evolved along with the growth of our business. It incorporates functionality to manage quality processes for our delivery programs in various formats.




The key functionalities of QMS include:

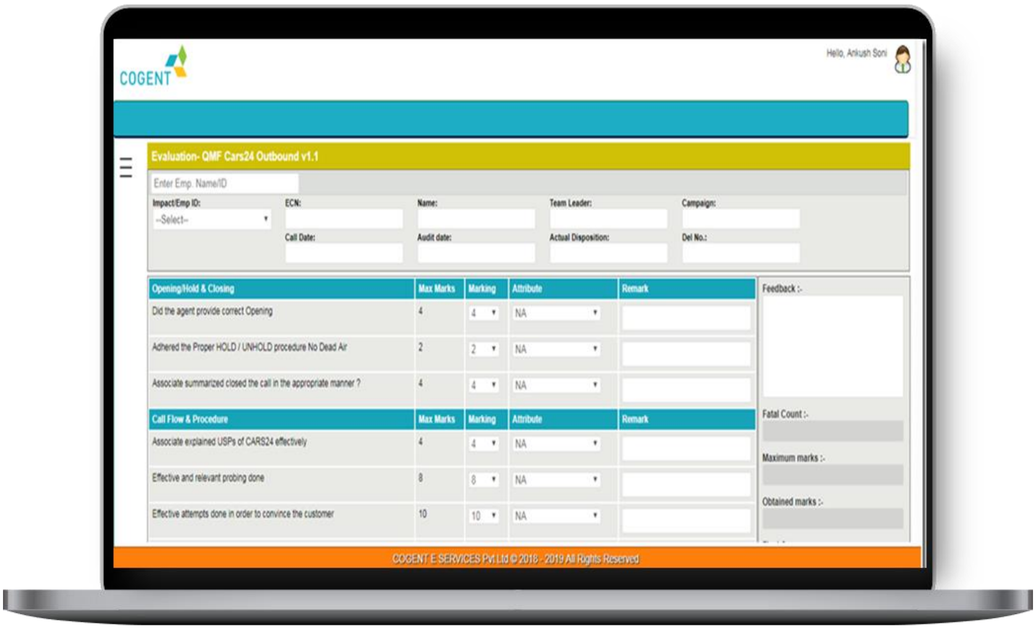
- creation of quality check sheet and version control
- sample selection randomization and allocation of customer interactions to the audit team
- 360 degree feedback with dispute management process
- calibration between auditors and between us and our clients' quality teams
- ancillary processes such as pre and post shift briefing and process knowledge quiz
- administration functionality and reporting rights as per privileges
- data repository for career pathing, skills development and gaps identification

As QMS overrides employee management systems, all demographics underlying process metrics such as reporting relationships, CSA tenure and specialized queues are intrinsic to the QMS database structure. This enables high execution speed with mistake proofing which is beneficial to our multi-site and multi-environment operations.

QMS is hosted over private cloud with accessibility and availability across all our sites. During the lockdowns in the COVID-19 pandemic, the functionality of QMS was aligned to provide full access in work-from-home environment using secure and encrypted virtual private network (or VPN) tunnel.

Using QMS, we conduct randomized or stratified sampling of calls at our contact centers to assess critical to quality parameters. Results from the call audits provide insights on quality of transaction and service. QMS also allows us to gather real time feedback on the quality of our services which enables our operations team to identify shortcomings and work on improvements to address such issues on a real time basis. For more information on TMS, please see "***Our Business – Employees and Culture – Team Management System***" beginning on page 179.

We set out below certain illustrations of the user interface of QMS:


COGENT
Hello, Ankush Soni
Evaluation- QMF Cars24 Outbound v1.1
Enter Emp. Name/ID
Impact/Emp ID:
--Select--
ECN:
Name:
Team Leader:
Campaign:
Call Date:
Audit date:
Actual Disposition:
Del No.:
Opening/Hold & Closing
Max Marks
Marking
Attribute
Remark
Did the agent provide correct Opening
Adhered the Proper HOLD / UNHOLD procedure No Dead Air
Associate summarized closed the call in the appropriate manner ?
Call Flow & Procedure
Associate explained USPs of CARS24 effectively
Effective and relevant probing done
Effective attempts done in order to convince the customer
Feedback :-
Fatal Count :-
Maximum marks :-
Obtained marks :-
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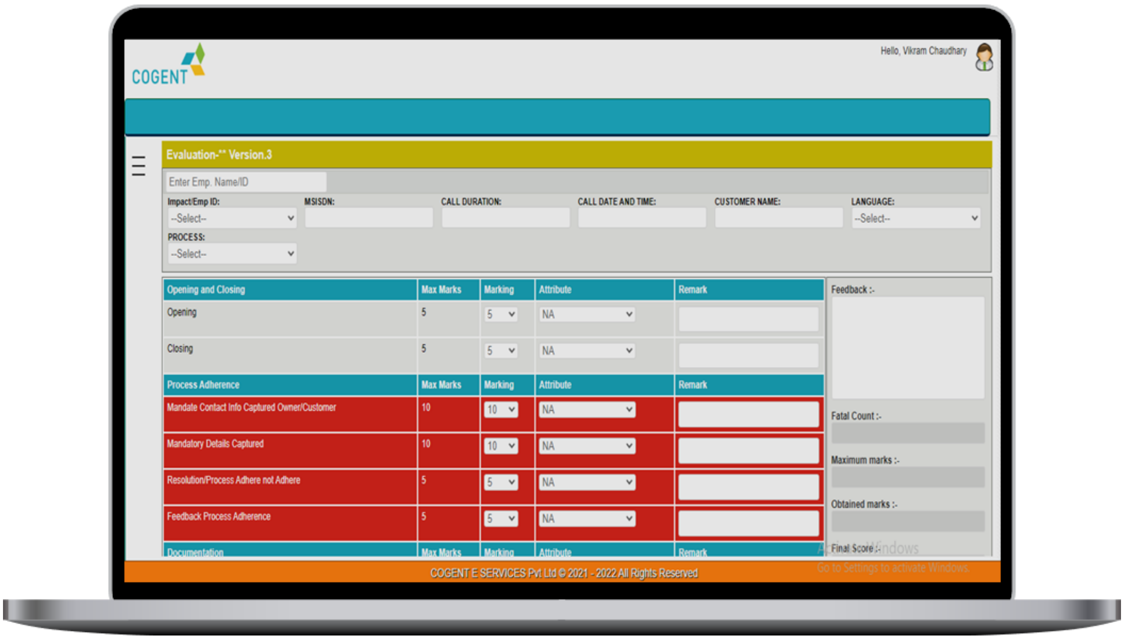
COGENT
Hello, Vikram Chaudhary
Evaluation-"" Version.3
Enter Emp. Name/ID
Impact/Emp ID:
--Select--
MSISDN:
CALL DURATION:
CALL DATE AND TIME:
CUSTOMER NAME:
LANGUAGE:
PROCESS:
Opening and Closing
Max Marks
Marking
Attribute
Remark
Opening
Closing
Process Adherence
Mandate Contact Info Captured Owner/Customer
Mandatory Details Captured
Resolution/Process Adhere not Adhere
Feedback Process Adherence
Documentation
Feedback :-
Fatal Count :-
Maximum marks :-
Obtained marks :-
Final Score :-
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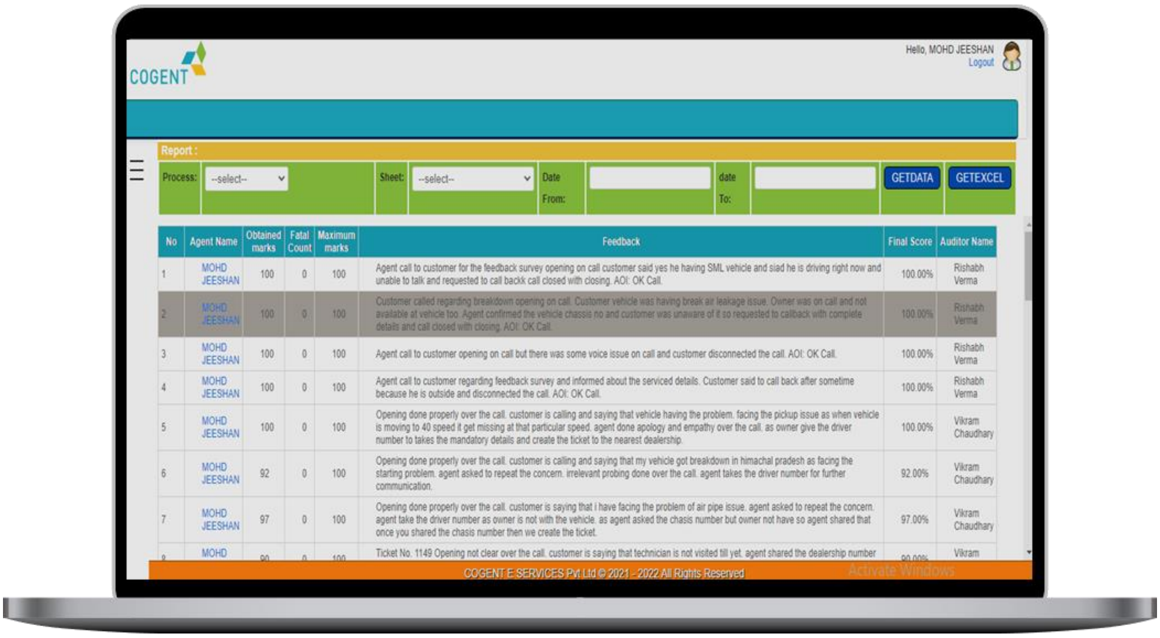
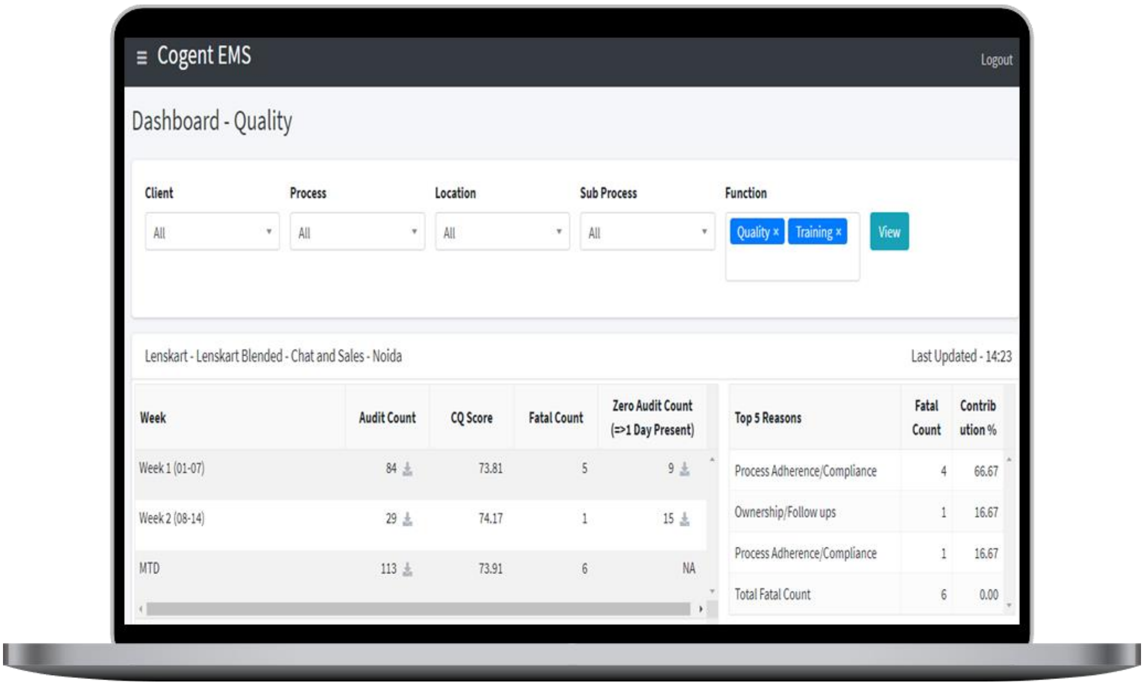



**Clients**

In the Fiscals 2019, 2020 and 2021, we were engaged by 39, 53 and 51 clients, respectively. As of September 30, 2021, we were engaged by 57 clients, many of which are leaders in their respective industries. We organize our clients under industry verticals including banking and financial services, e-commerce, direct-to-home television, telecommunications (including internet service providers), consumer goods, fast-moving consumer goods and retail, education, travel and hospitality, logistics and automotive. Some of our clients in these industry verticals include Axis Bank Limited, Bajaj Finance Limited, Resilient Innovations Private Limited, CreditMantri Finserve Private Limited, Tata Business Hub Limited, Zomato Limited, Snapdeal Limited, One97 Communication Limited (Paytm), Lenskart Solutions Private Limited, Bigfoot Retail Solutions Pvt. Ltd., Dish Infra Services Private Limited, Bharti Airtel Limited, Tata Sky Broadband Private Limited, Vodafone Idea Limited, Fusionnet Web Services Private Limited, Hindustan Coca-Cola Beverages Pvt. Ltd., Whirlpool of India Limited, Panasonic India Pvt. Ltd., Metro Cash & Carry India Pvt. Ltd., Kent RO Systems Ltd., Pickrr Technologies Private Limited, VE Commercial Vehicles Ltd. (a Volvo Group and Eicher Motors Joint Venture), Hero Electric Vehicles Private

Limited, Ashok Leyland Limited and SML Isuzu Limited. Our diversified customer base helps to minimize our dependence on any particular industry for revenue growth.

The following table sets forth the percentage contribution of revenue by industry verticals for the Fiscals 2019, 2020 and 2021 and the six months ended September 30, 2021:

| **Particulars** | **Fiscal** | | | **Six months ended September 30,** |
|---|---|---|---|---|
| | **2019** | **2020** | **2021** | **2021** |
| Banking and financial services | 0.4% | 14.8% | 21.2% | 31.4% |
| E-commerce | 23.4% | 22.0% | 24.1% | 20.9% |
| Direct to home television | 37.7% | 26.4% | 20.2% | 16.3% |
| Telecommunications | 20.5% | 16.3% | 16.3% | 14.1% |
| Consumer goods | 10.0% | 11.8% | 8.7% | 9.3% |
| Fast moving consumer goods and retail | 0.4% | 2.2% | 6.4% | 5.2% |
| Others(1) | 7.6% | 6.5% | 3.1% | 2.8% |
| **Total revenue (%)** | **100.0%** | **100.0%** | **100.0%** | **100.0%** |

**Note:**
(1) Others include automotive, logistics, education, travel and hospitality, agriculture, B2B services, manufacturing, healthcare services etc.

In India, verticals such as retail, banking, financial services and insurance, media, software and consumer electronics are witnessing the increased need for customer interactions such as technical support, operations support and contact services driven by digital disruption and virtual interactions (*Source: Zinnov Report*). These are amongst the top segments in the India CXM market, representing more than 60% of the market spend as of 2020. We serve enterprises in these high growth verticals that contribute to approximately 80% of our FY2021 revenue (April 2020 to March 2021) (*Source: Zinnov Report*). By leveraging our speed and flexibility in launching and scaling, we intend to continue to focus on growing our new economy client base to capture the significant growth opportunities. See "***Our Business – Our Strategies – Continue to focus on growing our client base***" beginning on page 154.

As an end-to-end CX solutions provider, we are able to engage our clients at all stages of their CX journeys with the flexibility to evolve with them as their needs develop. This allows us to forge long-term relationships with our clients. The average length of relationship that we have with (a) our top five clients is at least 5.4 years, and (b) our top 10 clients is at least 4.5 years. We endeavor to be our clients' partner of choice for their CX journey. Clients with whom we have a relationship of more than five years include Tata Sky Broadband Private Limited, Vodafone Idea Limited, Dish Infra Services Private Limited, Snapdeal Limited, Kent RO Systems Ltd. and Panasonic India Pvt. Ltd.. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, we had repeat revenue (that is, percentage of total revenue coming from clients from whom there was revenue in the immediately preceding period) of 87.2%, 81.0%, 95.3% and 97.8%, respectively; and our net revenue retention (that is, revenue from retained clients in current period as a percentage of revenue from such clients in the immediately preceding period) was 103%, 128%, 107% and 131%, respectively.

Certain details on our top 10 clients (based on percentage of revenue contribution) as of September 30, 2021 including their respective revenue contribution percentage for Fiscals 2019, 2020 and 2021 and the six months ended September 30, 2021 are set out below:

| **Name/description of client** | **Industry** | **Length of relationship with client** | **Revenue contribution in percentage** | | | |
|---|---|---|---|---|---|---|
| | | | **Fiscal** | | | **Six months ended September 30,** |
| | | | **2019** | **2020** | **2021** | **2021** |
| Axis Bank Limited | Banking and financial services | At least 2 years | 0.0% | 14.4% | 17.7% | 20.9% |
| Tata Sky Broadband Private Limited | Direct to home television | At least 5 years | 22.3% | 18.2% | 15.2% | 11.5% |
| Bajaj Finance Limited | Banking and financial services | At least 1 year | 0.0% | 0.0% | 3.3% | 10.3% |

| Name/description of client | Industry | Length of relationship with client | Revenue contribution in percentage | | | |
|---|---|---|---|---|---|---|
| | | | Fiscal | | | Six months ended September 30, |
| | | | 2019 | 2020 | 2021 | 2021 |
| An Indian e-commerce company | E-commerce | At least 5 years | 5.4% | 9.7% | 18.6% | 9.8% |
| Vodafone Idea Limited | Telecommunications | At least 12 years | 7.1% | 8.1% | 7.7% | 8.5% |
| An India based online food delivery, dining and restaurant discovery platform | E-commerce | At least 3 years | 8.3% | 5.2% | 2.3% | 7.1% |
| Dish Infra Services Private Limited | Direct to home television | At least 8 years | 15.4% | 8.1% | 5.0% | 4.8% |
| Whirlpool of India Limited | Consumer goods | At least 3 years | 1.4% | 3.6% | 3.1% | 3.8% |
| Beverage manufacturer in India | Fast moving consumer goods and retail | At least 2 years | 0.0% | 1.4% | 3.9% | 3.2% |
| Voltas Limited | Consumer goods | At least 2 years | 0.3% | 2.5% | 2.2% | 2.4% |
| | | **Total(1)** | **60.2%(1)** | **71.2%(1)** | **79.0%(1)** | **82.3%(1)** |

**Note:**
(1)*This table sets out our top 10 clients as of September 30, 2021 (based on percentage of revenue contribution). As of September 30, 2021, our top 10 clients contributed 82.3% of total revenue from operations. The total revenue contribution percentage in respect of each of Fiscals 2019, 2020 and 2021 is just an arithmetic total of the revenue contribution percentage from our top 10 clients as of September 30, 2021 (that is, these clients may or may not be our top 10 clients for each of Fiscals 2019, 2020 and 2021).*

### Client contracts and pricing models

Our contracts with clients generally take the form of a master services agreement ("**MSA**"), which is a framework agreement that is later on supplemented by one or more statements of work ("**SOW**"). Our MSA will provide for the general terms applicable to the services we provide. Our SOW will specify the specific services to be provided and associated performance metrics and pricing. An SOW may contain clauses that supersede the terms of the MSA. This structure allows us to quicky define and implement new client campaigns as required without protracted legal negotiations which would already have been undertaken upfront in the MSA.

The term of the MSA typically ranges from one to three years. Our contracts generally provide for our clients to terminate our engagement with prior written notice. Our contracts typically specify key performance indicators ("**KPIs**") which we must meet. These KPIs are selected by our clients in accordance with their internal policies and requirements. Some of these KPIs include quality scores, customer satisfaction (or CSAT), net promoter score (or NPS), answering level and service level. In the last five years, we have generally met our KPI requirements in most campaigns and none of our clients has terminated their engagements with us on the basis of consistent underperformance of KPIs. Our service quality is evidenced by our repeat revenue and net revenue retention. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, we had repeat revenue (that is, percentage of total revenue coming from clients from whom there was revenue in the immediately preceding period) of 87.2%, 81.0%, 95.3% and 97.8% , respectively; and our net revenue retention (that is, revenue from retained clients in current period as a percentage of revenue from such clients in the immediately preceding period) was 103%, 128%, 107% and 131%, respectively. The average length of relationship that we have with (a) our top five clients is at least 5.4 years, and (b) our top 10 clients is at least 4.5 years.

Our pricing model comprises mainly fixed pricing, with additional rewards and penalties linked to the satisfaction or non-satisfaction of KPIs. Our fixed pricing model gives us a competitive edge over a variable pricing model because it provides us with clear forecasting of revenue and margins. In addition, clients under a fixed pricing model are generally more responsive and responsible to the business needs since they have committed costs involved.

### Client Case Studies

***Commercial Vehicles Manufacturer***
**Solution: Geographic information systems (location mapping)**

*Problem Statement*

- Our client, an automotive manufacturer, experienced difficulties in providing service during vehicle breakdowns due to constraints in tracking the location where the vehicles had broken down.
- This was part of its "on road service assistance" where it was required to capture the exact geo location of the vehicle in order to assign the nearest workshop to the case.
- The then existing process of location mapping was manual and dependent on landmark, and accordingly was time-consuming.

*Solution Offered*

- We identified that our client's then existing customer care systems were not sophisticated enough to determine the exact location where the vehicles had broken down and consistent calls from the drivers requiring assistance with their vehicles to the contact centers led to increasing volume of inbound inquires. After our assessment, we proposed that our client's then existing care systems be overhauled.

- The components of our solution were:

  - Location tracking – We created an automated solution where a web-based (mobile friendly) uniform resource locators (or URL) was sent out to the drivers via SMS. Geolocation API available in the phone's browser was utilized to obtain the latitude and longitude of the vehicle after allowing access to the phone's location. A third party web mapping platform is used to plot the latitude and longitude of the vehicle to get the exact location where the vehicle had broken down.

  - Call segregation – We established a bifurcated line at the contact center where separate options were provided for on-road assistance queries and general assistance queries. We also simplified the process of filling in customer application forms to minimize time spent on calls.

  - Defined teams – Different teams were created to manage inbound and outbound calls for on-road assistance queries as well as general assistance queries. A separate outbound team was also created to manage ticket lifecycles. We did this to introduce an element of proactiveness in customer handling where timely calls to dealerships and customers would ensure that tickets were closed within the shortest possible time.

  - Customer relationship management – To add further value, we also created a customer relationship tool from scratch to ensure efficient ticket management. We assigned a specific completion deadline for each task. Once the specified deadline is crossed, a reminder will be automatically generated and sent to the CSA in charge of that task which helps eliminate manual tracking.

*Outcome*

- Location of the vehicle can be accurately identified based on the latitude and longitude of the end user
- New system was more accurate compared to the then existing system which was completely manual and prone to error
- Significant amount of time was saved as a lot of time was previously spent on obtaining details of the vehicle location based on the nearest landmark over the call
- Proactiveness in customer handling and improving customer relationship management for the client

We have the expertise to determine the exact location of a caller based on the geographic information system ("**GIS**") developed by us. GIS can be cross utilized in other similar verticals. For example, similar system can be deployed to authenticate cash on delivery cases for e-commerce clients.

***India headquartered e-commerce company***
**Solution: Streamlining non delivery returns**

*Problem Statement*

- Our client is an India headquartered e-commerce company with pan-India presence.
- Our client experienced unsustainably high non delivery returns ("**NDR**") in cash on delivery ("**COD**") cases.
- NDR was one of the major concerns for our client, where orders could not be fulfilled, as a result of various factors including courier and customer denials.

*Solution Offered*

- Working closely with our client to address the problem statement at hand, we did real time technology integration with our client's delivery management panel using API stack.
- Data points for NDR were sent out for the customer experience on real time basis to get in touch with the customers.
- Reasons for NDR were captured on real-time basis and the same was corroborated with the customers to verify if the courier failed to deliver the product.

*Outcome*

- Significant reduction in NDR as customers can be contacted and patched with the courier on a real-time basis
- Cluster wise delivery and return analysis are provided to courier partners
- Better performance and KPI monitoring for courier services
- Higher customer satisfaction achieved

We have the capability and technology developed in-house to get data inserted on an automated mode into different customer/client touchpoints. Our in-house development team created a solution which is able to receive input from email, APIs, secure file transfer protocol etc., which can be inserted/updated into various customer/client touchpoints. The solution which we came up with has multiple use cases and can be easily replicated for use across other client cases.

***Telecommunications service provider with pan-India presence***
**Solution: Automation of large data sets inflow from multiple sources in real time**

*Problem Statement*

- Our client is a telecommunications service provider with pan-India presence
- Due to dynamic changes in the telecommunications market in India, our client wanted to reach out to customers instantaneously upon any change in customer status. In particular, our client would like to reach out to customers who have generated mobile number portability code instantaneously

*Solution Offered*

- Close integration with client's technology paved the way to get data inserted on a real time basis into our technology using APIs
- Automated mechanism were put in place to reach out to customers at different time intervals
- Customer segmentation based on revenue and usage was done to prioritize the premium customer base

*Outcome*

- Automated data flow which eliminated human intervention
- Drastic improvement in customer retention
- Introduced detailed voice of customer analysis to understand the reason for customer churn

We were instrumental in supporting the client to address its business problem by assisting in the automation of data flow and ensuring better customer retention through analysis of data.

***Consumer whitegoods brand***
**Solution: Handling volume spikes due to seasonality by providing self-service feature**

*Problem Statement*

- Our client is a consumer whitegoods brand with pan-India presence
- During the peak summer season, our client struggled to manage increase in customer interactions within a limited time span

*Solution Offered*

- We created an elaborative IVR solution for our client
- New service request registration was automated over IVR
- Integration was also carried out to take the compliant online using IVR solution thereby automating the process
- Integration was achieved using APIs integration with our client's customer relationship management system
- We created a webpage for missed interaction acting as a self-help for our client's customers where service request/complaints can be generated. The link to this website was sent using integration of SMS with our technology

*Outcome*

- Achieved significant improvement in customer interaction management capability
- Significant number of new service request and complaint registration was moved to self-help

***Customer Satisfaction / Net Promoter Score for multiple clients***
**Solution: Creating customer feedback channels through multiple technology platforms**

*Problem Statement*

- A few of our customers in the consumer whitegoods, retail and e-commerce verticals were facing the challenge of getting accurate customer feedback
- Customer satisfaction feedback was not obtained in a structured manner and feedback lack details and accuracy

*Solution Offered*

- We deployed customer satisfaction feedback mechanism where SMS was sent and automated IVR calls were made to the customers at their service request closure
- Micro level feedback was captured using this approach where customer feedback pertaining to interaction was measured
- Top-down approach to obtain net promoter score was also deployed where similar approach using SMS and IVR outbound dialer (or OBD) calls were made to random customers to gauge the overall satisfaction level of the brand
- We created multiple sites/webpages for this purpose where links were sent using SMS to the customers to obtain their feedback

*Outcome*

- Enriched customer feedback was made available to our clients to better map the processes keeping customer satisfaction in mind
- Different client verticals/departments can be gauged now based on the feedback available

***E-commerce client***
**Solution: Improvised customer relationship management by offering technology integration and building in process checks**

*Problem Statement*

- One of our e-commerce clients faced the issue of customer relationship management where required details were not available in a single system for account managers

- Toggling windows to obtain the relevant details was prone to error and also increased the time spent on each customer interaction

*Solution Offered*

- We created a middleware customer relationship management for our client which was used by account managers for customer interactions
- Middleware customer relationship management was integrated with multiple client systems to fetch the relevant details for account managers using real time APIs
- A single view approach was adopted to integrate all the data APIs for ease of use
- Customized checklist was deployed to make the customer interaction compliant with the norms laid by the client.

*Outcome*

- A single window view helped the account managers focus on the customer interaction instead of toggling windows
- Checks which were built in the middleware customer relationship management which helped to ensure that the customer interaction compliant with the norms laid by the client
- Reduced the overall time taken to handle each customer interaction

***Fast moving consumer goods company***
**Solution: Easing onboarding KYC process for new business partners to avoid physical handling of partner documents**

*Problem Statement*

- Partner onboarding by our client, a fast moving consumer goods company, required physical forms/contract sign ups along with KYC validation. The sales representatives struggled with collecting the documents, scanning and sending them for validation. Incomplete documents meant multiple field visits which led to higher lead time and low rate of first-attempt success

*Solution Offered*

- We initiated a self-uploading process for onboarding of new partners
- SMS integration was done with client’s mobile application
- Once the partner is registered on the client’s mobile application, an automated SMS was sent to the partner to upload the documents
- Uploaded documents are validated by our team. In case of any rejection, our team deals directly with the partner.

*Outcome*

- Process was streamlined which helped to reduce lead time and increase yield
- Partner onboarding experience was enhanced

***Telecommunications and Direct-to-Home Television client***
**Solution: Multi-site hiring process**

*Problem Statement*

- Our client is one of the telecommunications service providers in India
- The client had a specific requirement to ramp up human resources with multiple linguistic skill set for their customer base across India
- The client required ramp-ups in human resources within a short span of time at the onset of the tele verification process in telecommunications/change in direct-to-home broadcast tariffs where more queries from customers were expected.

*Solution Offered*

- We initiated a multi-site hiring process from North, West and South regions in India
- Referral programs were initiated across sites to help hiring within a short span of time
- The pool of native speakers across our sites enabled us to offer services in multiple languages

*Outcome*

- Our ability to target local resource with linguistic requirements fast paced the entire hiring process where timelines were met
- Referral program helped in getting a trained pool of resources
- Local dialect helped in catering to regional customers exhibiting personal touch during customer interactions

***Mobile manufacturing client***
**Solution: Omnichannel communication set up**

*Problem Statement*

- Our client is a mobile manufacturer in India
- Our client faced challenges to streamline and communicate with its customer base effectively
- Customer interaction was not unified making it difficult to have an effective communication approach

*Solution Offered*

- We put in place an omnichannel communication set-up for our client making it feasible for them to interact with customers across various channels such as email, chat and calls
- We integrated an email routing solution with our client's email exchange in order to achieve real time email routing for customer interaction
- Integration of various touchpoints with a single desk was achieved which included front end and back office operations

*Outcome*

- Response time was reduced by a large extent since all communications received from the customers are available in the same solution
- More interactions were answered and responded compared to the previous segregated approach which was more prone to error
- Automated responses were set up to keep customer updated on their interaction journey

***Online sales and conversion for e-commerce clients***

*Problem Statement*

- Our e-commerce clients were facing challenges in stances where their customers were adding items into the shopping carts but not completing the purchase cycle
- It was often noted that customers were spending too much time on a single page and not doing purchase activity
- This led to a loss of prospective sales which could have been converted if assistance was rendered to the customers to enrich the selection of products which are suitable for them

*Solution Offered*

- We proposed an online assistance program to help convert non-paid visitors to the website into paid customers. Real time integration was proposed and completed for abandoned cart cases where customers have added items into their shopping carts but did not go through with their purchases
- Special queuing and segregation were carried out for advisors to assist customers with selecting products which are suitable for them or help customers through the purchase process
- A proactive approach to reach out to customers was established with interactions getting generated from us

*Outcome*

- Better online assistance helped increase sales for our e-commerce clients
- Targeting customers who had items added in the cart helped to improve conversion ratios significantly
- Higher conversion ratios were achieved by converting non-paid visitors on site into paid customers
- Better customer satisfaction rate was achieved as a result of proactively reaching out to customers to provide assistance

**Sales and Marketing**

Our sales strategy focuses on profitably increasing revenues from existing clients and generating sales from new clients within targeted verticals. We organize and track our sales and marketing activity by our industry verticals. Our industry vertical-focused approach enables us to scale at speed and provide solutions to our clients. As at September 30, 2021, we had 20 team members in our cross-functional team comprising of personnel engaged in sales and marketing team, client engagement, transition support, industry intelligence etc. This team works closely together to drive awareness and adoption of our CX solutions, expand the relationships with our existing customers and accelerate customer acquisition.

We seek to be a partner of choice for all brands across our portfolio. We focus on driving demand and brand awareness through a combination of physical marketing channels (such as billboard, business publications etc.) and digital/web marketing channels. Our engagement through our website and professional networking social media platforms help drive lead generation, brand awareness and sales. We amplify our content through various search engine optimization and management initiatives, including digital ad campaigns, which help drive an increase in web traffic and enable prospective clients to more easily connect with us.

*Existing Clients*

For existing clients, we strive to entrench ourselves with our clients, adding value and delivering exceptional CX over time, which enables us to grow with them along their CX journey while expanding our wallet share with them over time. In our initial engagement with a client, which usually relates to a program in one or two lines of business, we seek to achieve operational excellence, after which we aim to expand the scope of our engagement into multiple business lines, service offerings and geographies, and become more embedded in our clients' businesses.

In addition, working together with our clients, we also seek to continuously improve and innovate our solutions to meet their objectives. We leverage the experience and knowledge that we gained from each service we provide to a client, together with the domain intelligence that we have from our experience with other clients in a similar business or facing similar issues in their business and processes, to identify additional opportunities for value creation and service delivery. We do this by developing relationships with several key decision makers of our clients, including customer experience officers and other senior members responsible for CX, who provide invaluable insight into our clients' needs. We use these connections to ensure client service levels are maintained, share technology and industry developments, and seek out new, high complexity, profitable opportunities with high-quality delivery.

*New Clients*

Our sales and engineering teams are trained to seek out deals and opportunities within their business divisions by continuously identifying trends. Once a potential client is identified, we seek to engage with the management and IT personnel of the prospective client by assigning a team to design and propose offerings. This approach enables us to gain an understanding of the prospective client's business model, their CX objectives, their technology architecture and infrastructure to arrive at bespoke and holistic solutions that span design, build and deliver.

Our approach to client engagement has enabled us to grow our client base and build long-term relationships, which we have leveraged to expand revenue from our clients over time.

**Intellectual Property**

The success of our business depends, in part, on our proprietary technology and intellectual property. We license third-party software, open source software and other technologies that are used in the provision of or incorporated into elements of our services.

We own the internet domain name "cogenteservices.com". We are in the process of registering and have filed the relevant documents to register the following trademarks in India, being "COGENT" under class 38, "COGENTESERVICES" under classes 9, 35, 38, 41 and 42 and " COGENT " under classes 9, 35, 38, 41 and 42. We also have and maintain certain trade secrets arising out of the creation of proprietary software programs such as the data and the data analysis generated from the use of such proprietary software programs.

We control access to and use of our proprietary technology and other confidential information through the use of internal and external controls, policies and contractual protections with team members, contractors and clients. We control and monitor access to our software, documentation, proprietary technology and other confidential information whenever appropriate. We require employees and independent contractors to enter into confidentiality-cum intellectual property assignment agreements upon the commencement of their relationships with us. These agreements generally provide that any confidential or proprietary information provided by us be kept confidential, and any intellectual property developed in the course of their engagement belongs to us, thereby protecting our valuable know-how and trade secrets.

**Employees and Culture**

Our employees and our workplace culture are key enablers of our success. CX delivered by our skilled and engaged teams is key to providing a high quality brand experience to customers.

*Culture*

We rely on, among other things, our workplace culture to attract and grow high-performing teams which in turn would lead to better outcomes for us and our clients. We have established a culture rooted in an ownership mentality, and we ensure that our employees are extensions of our clients' brand identities. We strive to maintain a culture in which our employees have a voice and a sense of purpose, feel valued and respected. We also have an entrepreneurial spirit and flat organizational structure which removes excess layers of management so that decisions can be made faster and closer to the point of impact. This enables us to be more adaptable and allows us to identify and quickly execute on attractive opportunities.

We incentivize our employees to contribute and share in our success through rewards and incentive programs. We have an employee share option scheme to reward, motivate and incentivize our employees as well as to instill a sense of ownership in them. In addition, this employee share option scheme will help us to team up with talents on a global basis in the future.

*Employees*

Our employees are a key contributor to our success and we wish to attract, train, motivate and retain the best talent. Our success depends on our ability to hire, train and retain sufficient numbers of employees in a timely fashion to support our operations.

As of September 30, 2021, we had 10,591 FTE employees who were employed directly and indirectly.

The table below sets forth a breakdown of our FTE employees by business functions as at March, 31 2019, March 31, 2020, March 31, 2021 and September 30, 2021:

| | **As at March 31,** | | | **As at September 30,** |
|---|---|---|---|---|
| **Business functions** | **2019** | **2020** | **2021** | **2021** |
| FTE CSA | 5,611 | 6,501 | 7,745 | 9,022 |
| Direct Support | 846 | 1,046 | 938 | 1,136 |
| Shared Support | 296 | 364 | 331 | 369 |
| Corporate | 40 | 51 | 56 | 64 |
| **Total** | **6,793** | **7,962** | **9,070** | **10,591** |

The following tables set forth a breakdown of our FTE employees who were located at (a) our sites and (b) our clients' sites as of September 30, 2021:

<u>FTE employees on our sites</u>

| Locations | Number of FTE employees as at September 30, 2021 |
|---|---|
| Bengaluru | 1,092 |
| Bareilly | 861 |
| Mangaluru | 1,356 |
| Meerut | 629 |
| Noida | 3,613 |
| Vadodara | 1,388 |
| Thane(1) | 12 |
| **Total** | **8,951** |

**Note:**

(1) Employees at this site were working from home as on September 2021.

FTE employees on our clients' sites

| Locations | Number of FTE employees as at September 30, 2021 |
|---|---|
| Bengaluru site of an Indian banking and financial services company | 952 |
| Noida site of an Indian banking and financial services company | 77 |
| Mumbai site of an Indian banking and financial services company | 361 |
| Bengaluru site of an Indian e-commerce company | 250 |
| **Total** | **1,640** |

In addition, we may from time to time hire on a contractual basis through third-party manpower service providers for some of our ancillary activities which include, among other things, security, pantry and housekeeping.

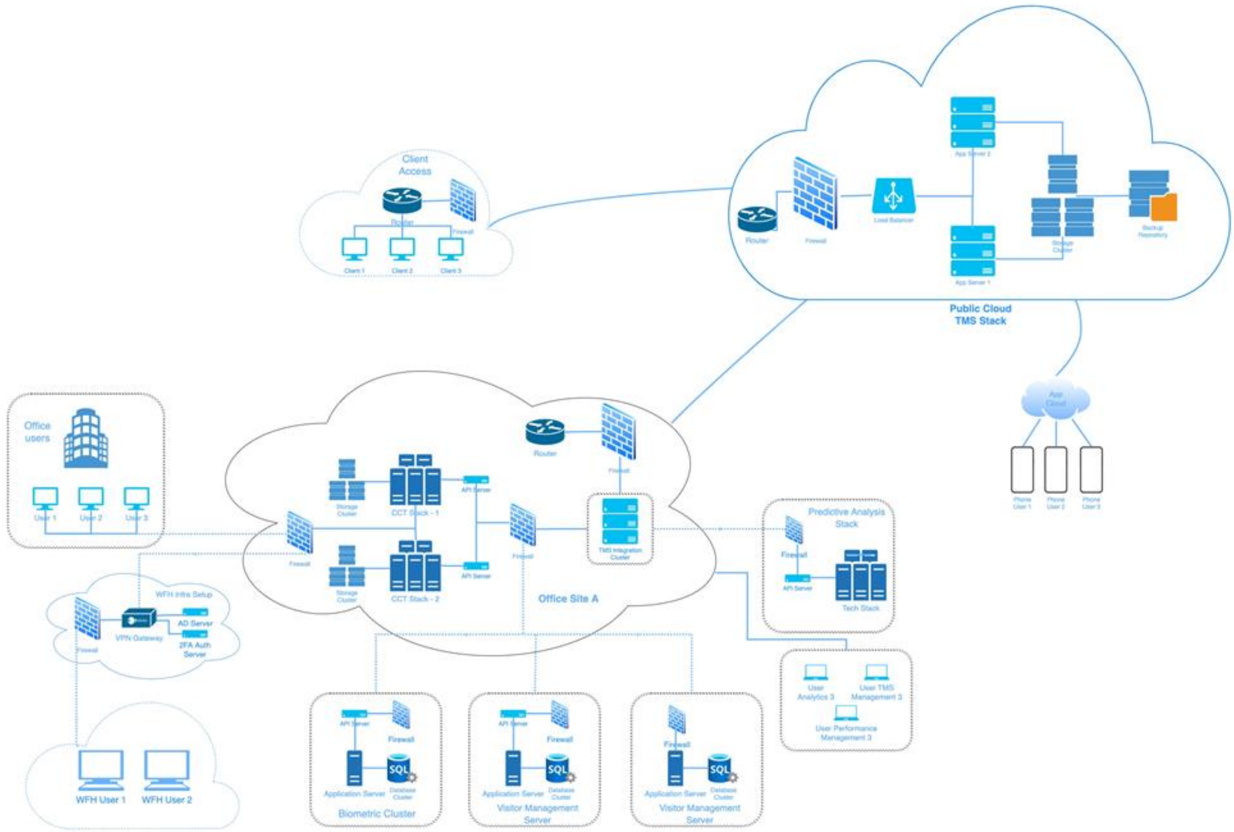
To ensure that we attract and retain members of our management team and employees, we offer competitive salary and benefit packages. Our talent strategy focuses on recruiting talented employees, facilitating their integration and encouraging professional development of their skills. We have developed various training programs to ensure that our employees are motivated and engaged with our business. Whilst our training programs are designed to equip our employees with the necessary skillsets to perform their functions competently, we also focus on developing our employees so that they have a long-term and fulfilling career with us.

Our culture drives team member engagement, which leads to lower team member attrition. Long-tenured team members develop more advanced skills leading to better-end customer outcomes. For the Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our employee attrition rate is set forth below:

| | Fiscal 2019 | | Fiscal 2020 | | Fiscal 2021 | | Six months ended September 30, 2021 | |
|---|---|---|---|---|---|---|---|---|
| | **Attrition rate on an annualized basis** | **Attrition rate on a monthly basis** | **Attrition rate on an annualized basis** | **Attrition rate on a monthly basis** | **Attrition rate on an annualized basis** | **Attrition rate on a monthly basis** | **Attrition rate on an annualized basis** | **Attrition rate on a monthly basis** |
| **CSA** | 48.4% | 4.0% | 49.4% | 4.1% | 48.5% | 4.0% | 22.8% | 3.8% |
| **Direct Support** | 41.4% | 3.4% | 42.5% | 3.5% | 46.7% | 3.9% | 19.5% | 3.2% |
| **Shared Support** | 37.2% | 3.1% | 36.3% | 3.0% | 38.0% | 3.2% | 18.0% | 3.0% |
| **Corporate** | 0.0% | 0.0% | 15.3% | 1.3% | 9.3% | 0.8% | 10.9% | 1.8% |

In general, we maintain cordial relationships with our employees. Our employees are not affiliated with labor unions.

*Team Management System*




TMS is core to the delivery of our solutions to our clients. To better manage our workforce and improve engagement with our team members, our in-house software development team harnessed the power of AI and ML to develop TMS to automate disparate HR processes, manage the entire employee lifecycle and help management take key decisions. TMS is an application that has been developed in house based on our requirements. Our in-house software development team constantly makes refinements to TMS as we intend to develop TMS into an enterprise resource planning (or ERP) solution tailored for our business needs and uses.

TMS is a centrally hosted application which is configured in a high availability mode and is assessable from all our delivery centers. User interface and utilities have been configured over a mobile application that is assessable to the end users on their hand-held devices which makes it convenient for our workforce to assess TMS even outside of the workplace, especially during the COVID-19 pandemic where a large part of our workforce had to work-from-home.

TMS currently tracks the entire employee lifecycle, giving leadership at various levels a insights on our people assets. Some of the key features of TMS include:

- new hire process including interview management, offer management, onboarding with employee documentation and validation;

- training management and supervisory alignment for employees at all levels;

- performance management system that is integrated with quality management system to provide information on employee performance;

- workforce management including rostering, attendance, holidays and leave as well as exception management (which involves the management of incidents that are not pre-approved or are put in for approval after the occurrences, for example, leave, attendance, corrections or deviations) in accordance with our policies, are built-in features of TMS. TMS is integrated with biometric machines to give real time attendance views at various levels;

- employee grievance management where employees can raise his/her issues via TMS. Workflows at the backend route the issues raised by our employees to appropriate functions. Exceptional cases such as supervisor feedback and disciplinary issues are routed directly to senior management;

- communications with employees through announcements are enabled via the TMS platform; and

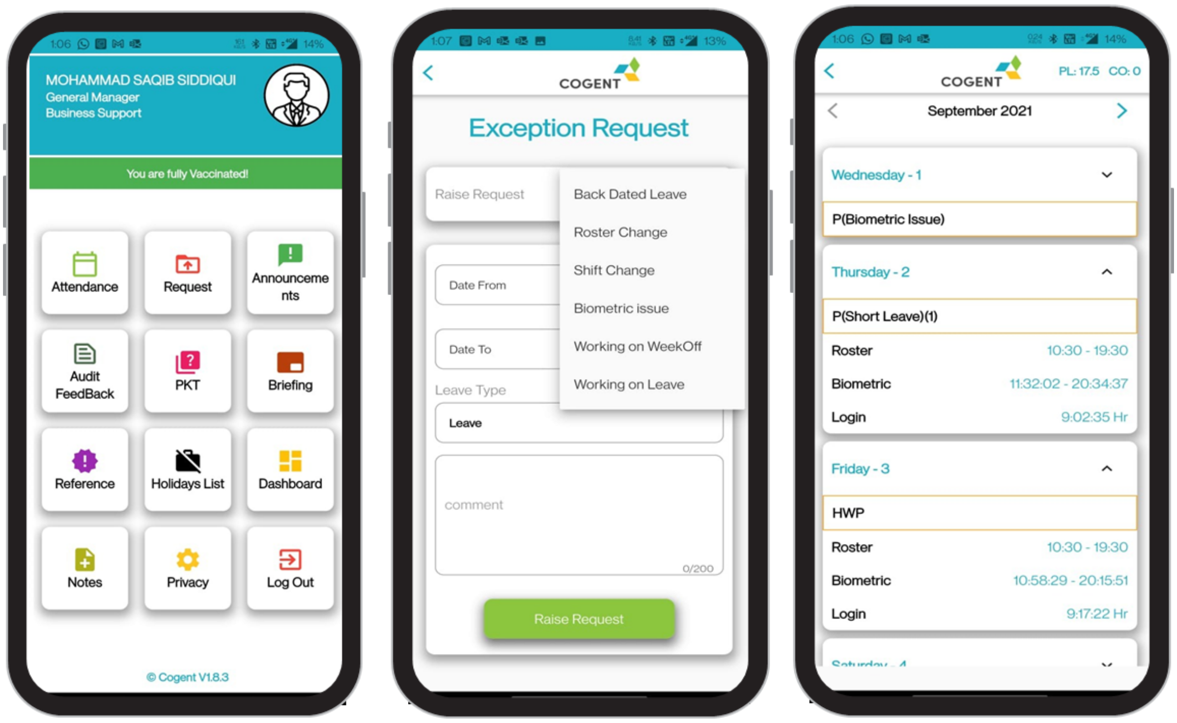
- employee separation process including settlement.

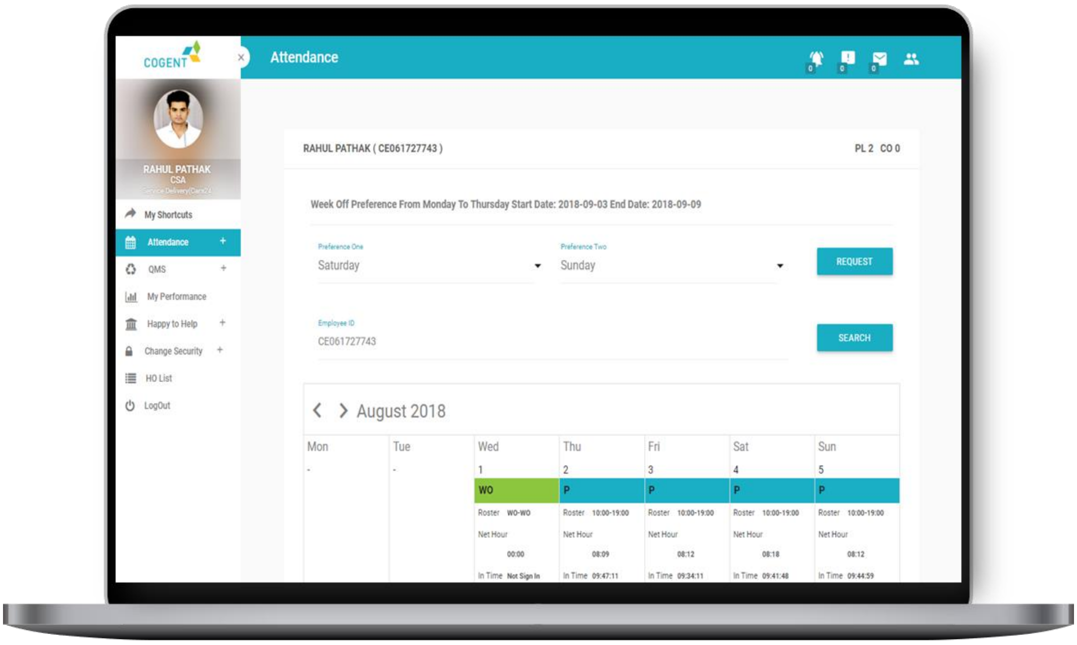
TMS provides a holistic view of our workforce which enables management to put in conscious efforts to improve diversity in the workplace. TMS helps us to make key decisions in various ways including:

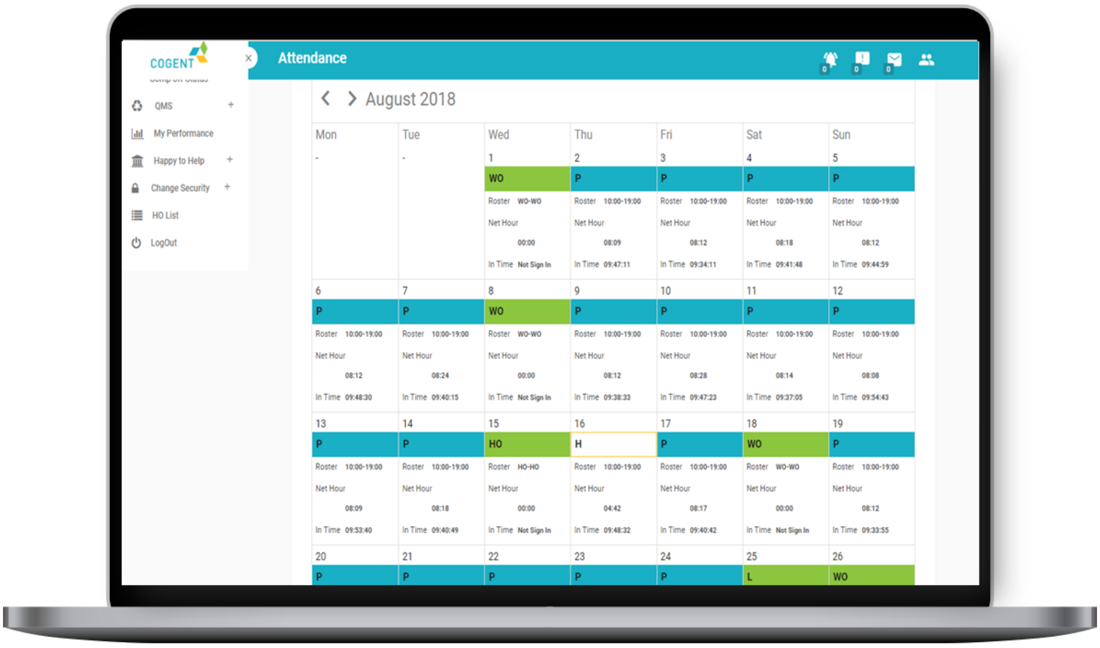
- TMS helps in new hiring activity with its set processes and procedures. TMS automates and streamlines the new hiring process and documentation processing across different client requirements, skillsets and paygrades. This helps to reduce the time taken for the new hiring process.

- TMS helps to manage the entire employee lifecycle process where information such as demography, skills and salary slabs are available. This helps us to more efficiently identify resources with specific skill sets and pay bands so as to manage resource deficit on a real-time basis. Details on gender diversity, resources deployment and available resources are also assessable in TMS which enables efficient deployment of resources in our business while maintaining diversity.

We set out below certain illustrations of the user interface of TMS on the mobile application and online:






**Competition**

India has one of the largest concentrations of CXM service providers, with over 2,500 firms, both organized and unorganized, as of 2020 (*Source: Zinnov Report*). Our competition in the Indian market is CXM focused service providers, business process management ("**BPM**") service providers and IT service providers with CXM offerings including (*Source: Zinnov Report*):

- India headquartered service providers such as Conneqt and Altruist Customer Management; and
- global headquartered service providers such as Teleperformance, Concentrix, TaskUS and TDCX.

We are an India market focused CXM focused service provider with delivery centers spread across both metros/Tier-1 cities as well as Tier 2/Tier 3 cities and have regional language/vernacular capabilities (*Source: Zinnov Report*). India's Tier 2 and Tier 3 cities are expected to account for nearly 30% of consumer spending by 2024, owing to increased disposable income and ongoing development, making it imperative for firms to have a pan India presence, catering to increased local needs (*Source: Zinnov Report*). Hence, having delivery centres across Tier 2 and Tier 3 locations is expected to be a key differentiator for domestic CXM service providers to address the growing market needs (*Source: Zinnov Report*). Based on the publicly available data of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we have a high ratio of delivery presence across Tier 2/3 cities compared to metro/Tier 1 cities (*Source: Zinnov Report*).

We also leverage our voice capabilities and technology stack to improve the levels of productivity, conversion rates and customer retention. (*Source: Zinnov Report*).

**Insurance**

Consistent with customary industry practice, our Group has taken up insurance policies to cover our equipment, vehicles, facilities, liability and human resources risks, which include, among other things, comprehensive general liability insurance, group medical insurance, group personal accident insurance, fire and special perils insurance, burglary insurance and professional indemnity insurance. Depending on our expansion plans and growth in operations, we may from time to time revise our insurance coverage.

**Properties**

As of November 30, 2021, we owned one property and leased 14 properties[3] (out of which 4 properties are located across different floors within the same building) for our office and operations. In addition, we also carry out operations from four client premises as of September 30, 2021. See "***Our Business – Employees and Culture – Employees – Employees on our clients' sites***" beginning on page 178.

The table below outlines certain information of the properties owned or leased by us as at November 30, 2021:

| Usage of Property | Number |
|---|---|
| Corporate office | 1 |
| Office and operations | 1 |
| Operations [3] | 13 |
| **Total** | **15** |

**Corporate Social Responsibility**

Corporate social responsibility ("**CSR**") and giving back to the communities in which we operate is an integral part of our culture. We believe that our CSR efforts help motivate and deepen the engagement with our team members, improve relationships with our clients and positively impact the communities in which we operate.

We at Cogent, strive at every stage to integrate the larger economic, environmental and social objectives with our core operations and growth. We endeavor to evolve our relationship with all our stakeholders for the common good, and validate our commitment in this regard by adopting appropriate business processes and strategies. Our Company's focus has always been to contribute to the sustainable development of the society and the environment, and to make our planet more livable for future generations.

Our Company constituted a CSR Committee comprising Mr. Pranjal Kumar (Chairman), Ms. Swasti Aggarwal (Member) and Mr. Gaurav Abrol (Member). For more information on the terms of reference of our CSR Committee, see "***Our Management – Board Committees***" beginning on page 197. We also adopted a CSR policy which sets out, among other things, the focus areas of our CSR activities, CSR allocation, budgets and expenditures and implementation of the CSR policy.

The five focus areas as set out in our CSR policy are:

- **Education** – promotion of education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects; monetary contributions to academic institutions for activities such as establishing endowment funds, laboratories, sponsorships to poor children etc. with the objective of assisting students in their studies and/or run libraries, computer centers, digital education infrastructure, internet kiosks, building school infrastructure or internet access for the purpose of education

[3] The lease of one of our property located at Raj Towers, 14th Court Ward, Balmatta Road, Mangaluru-575001 has expired on May 30, 2021. We are in the midst of discussion for renewal of the lease agreement in respect of this property. In the meantime, we continue to carry out operations from the premises and pay lease rentals for the usage.

- **Hunger, poverty, malnutrition and health** – eradicating hunger, poverty and malnutrition through any means, promoting health care including preventive health care and sanitation and making available safe drinking water; supporting livelihood for those who are impacted by pandemic etc.

- **Sports** – training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports

- **Environmental sustainability** – ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water, adoption of parks/nurseries

- **Rural development** – we believe that the wellbeing of people living in rural areas ensures sustainable development. We will work with local administration to achieve community development goals. We will partner with governments and NGOs and support them in providing infrastructure such as road constructions, providing drainage system and electricity and rehabilitating natural disaster affected victims in rural areas.

## KEY REGULATIONS AND POLICIES IN INDIA

*The following is an indicative summary of certain relevant laws and regulations in India which are applicable to the business and operations of our Company. The information available in this section has been obtained from publications available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of the Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.*

**Industry specific legislations**

***Information Technology Act, 2000 ("IT Act")***

The IT Act has been enacted with the intention of providing legal recognition to transactions that are undertaken electronically. The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third party information made available to or hosted by them and creates liability for failure to protect sensitive personal data. The IT Act has created a mechanism for authenticating electronic documentation by means of digital signatures, and provides for civil and criminal liability including fines and imprisonment for various offences. The IT Act prescribes various offences, including those offences relating to unauthorised access of computer systems, unauthorised disclosure of confidential information and frauds emanating from computer applications.

Section 43A of the IT Act empowers the Government of India ("**GoI**") to formulate rules with respect to reasonable security practices, procedures and sensitive personal data. In exercise of this power, the Department of Information Technology ("**DoIT**"), Ministry of Electronics and Information Technology ("**MeitY**"), Government of India, on April 11, 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**Reasonable Security Practices Rules**") which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The Reasonable Security Practices Rules require every such body corporate to provide a privacy policy to be published on its website containing managerial, technical, operational and physical security control measures commensurate with the information assets being protected based on the nature of business, for handling and dealing with personal information, including sensitive personal data and ensuring security of all personal data collected by it. The Reasonable Security Practices Rules define sensitive personal data or information to include passwords, financial information such a bank account, credit card and payment instrument details, medical records and any detail relating to the aforementioned categories as provided to a body corporate for providing services and/or stored or processed by the body corporate under lawful contract or otherwise. However, any information that is freely available or accessible in public domain or furnished under law is not regarded as sensitive personal data or information under the Reasonable Security Practices Rules. In the alternative, Reasonable Security Practices Rules are deemed to be complied with if the requirements of the international standard "IS/ISO/IEC 27001" on "Information Technology– Security Techniques– Information Security Management System– Requirements" are complied with, including any codes of best practices for data protection of sensitive personal data or information approved by the Government of India and formulated by any industry, association of whose membership such body corporate holds.

The Reasonable Security Practices Rules further require that all such personal data be used solely for the purposes for which it was collected and that any third party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 ("**IT Intermediaries Rules**"). The IT Intermediaries Rules define a "social media intermediary" as an intermediary which primarily or solely enables interaction between two or more users and allows them to create, upload, share, disseminate, modify or access information using its services. A significant social media intermediary means a social media intermediary having number of registered users in India above such threshold as notified by the Central Government. The IT Intermediaries Rules lay down the due diligence and the grievance redressal requirements to be followed by social media intermediaries, including imposing of restrictions on their users to host, display, upload, modify, publish, transmit, store or share information. A social media intermediary, upon receiving actual knowledge or becoming aware of a breach with respect to certain information, is required to remove or disable access to such information. The IT Intermediary Rules also make it mandatory for an intermediary to publish its privacy policy, rules, and regulations on its website and are further required to have a physical contact address in India which must be published on their website.

***Personal Data Protection Bill, 2019 ("PDP Bill")***

The PDP Bill, which proposes to supersede the Information Technology Act, 2000 deals with the provisions relating to compensation payable by companies for failure to protect personal data. The PDP Bill also establishes a 'Data Protection Authority of India', which shall have power to make regulations, to ensure compliance with the regulations and the PDP Bill and to impose penalty for non-compliance with the regulations and the PDP Bill. The PDP Bill seeks to protect, among others kinds of data, the 'Personal Data' of individuals. Personal data includes data about or relating to a natural person who is directly or indirectly identifiable, having regard to any characteristic, trait, attribute or any other feature of the identity of such natural person, whether online or offline, or any combination of such features with any other information, and shall include any inference drawn from such data for the purpose of profiling. However, there are certain exceptions to protection offered under the PDP Bill, such as, acts done in the interest of security of state, public order, sovereignty and integrity of India, friendly relations with foreign states, and acts done for preventing incitement to or commission of any cognisable offence relating to the above matters. Processing of personal data is also exempted from the provisions of the PDP Bill under certain conditions, as long as such processing is for a specific, clear and lawful purpose, including an act undertaken for prevention, investigation, or prosecution of any offence, or personal, domestic, or journalistic purposes. As on date, the Parliament has tabled the report submitted by the Joint Committee of Parliament ("**the JCP**"). The JCP has, in its report, suggested that provisions relating to regulation of non-personal data also be covered within the ambit of the PDP Bill and that the PDP Bill be renamed as the "Data Protection Bill". The Parliament has begun its consideration of these recommendations, and the legislation is yet to take effect.

***Draft Data Centre Policy, 2020***

On November 3, 2020, MeitY issued the draft Data Centre Policy, 2020 with the objective to encourage research, development and domestic manufacturing in data centre and related products, encourage foreign investment in the data centre sector, capacity building and standardisation in the development of data centres. The draft policy suggests establishment of a single window clearance system by states and union territories for setting-up data centres in India, demarcation of land parcels for setting up of data centre parks, enabling the 'plug and play' model for pre-provisioned data centre parks by provisioning access to power availability at low rates, high-capacity network back haul, fiscal and non-fiscal incentives for data centres etc. As on date, MeitY has invited comments and suggestions on this draft policy, which shall be followed by a detailed scheme and implementation guideline document, post finalisation.

***Revised Guidelines for Other Service Provider (the "OSP Guidelines")***

The New Telecom Policy, 1999 (the "**NTP**") was framed by the DoT and aimed at creating an enabling framework for developing the telecommunications industry. It was under this policy that the Department of Telecommunication ("**DoT**") had issued the "Terms and Conditions- Other Service Provider Category" on August 5, 2008 which also provided for registration of domestic and international call centres in India. Recently, on June 23, 2021, the Ministry of Telecommunications, Government of India, issued the Revised Guidelines for Other Service Providers, which superseded the erstwhile guidelines, to improve ease of doing business for entities engaged in providing information technology enabled services ("**ITES**"). The OSP Guidelines specify that they shall now be applicable only to entities providing voice based business process outsourcing services. Further, the OSP Guidelines have introduced several relaxations for other service providers including, permission for inter-connectivity between two or more other service provider centres, ("**OSP centres**") whether belonging to the same or different companies, operation of OSP centres in India without registration or the need for a bank guarantee, encouragement of work from home and work from anywhere in the information technology sector, centralised internet connection for entities having multiple OSP centres etc. On becoming aware of specific instances of infringement, such as carriage of objectionable, obscene, unauthorised messages or communication, in any form on their networks, the OSP shall ensure that carriage of such material on their network is prevented immediately.

***The Telecom Commercial Communications Customer Preference Regulations, 2018 ("TCCCPR")***

The TCCCPR has been enacted by the Telecom Regulatory Authority of India ("**TRAI**") with the objective of regulating unsolicited commercial communication and for regulating telemarketers. TCCCPR covers both calls, as well as text messages and requires access providers to develop a Code of Practice for Ethics of ecosystem, make their content templates etc. before sending any bulk commercial communication. Subscribers of commercial communication are also empowered to record their consent, or revoke their consent in relation to their preferences of commercial communication. In addition, all senders and telemarketers are required to be registered with access providers. In case of breach of these regulations, or when a complaint is pending against a particular person or entity, the telecom services of such entity will be capped until the investigation concludes, and their telecom resources can be disconnected upon repeated violations. The TCCCPR also provides for the establishment of a customer complaint registration facility by access providers, which allows customers to lodge complaints for violation of their preferences.

**Shops and establishments legislations**

The various State-wise shops and establishments legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All industries have to be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

**Intellectual property legislations**

The Copyright Act, 1957 ("**Copyright Act**") and the Copyright Rules, 2013, issued under the Copyright Act, ("**Copyright Rules**"), protect literary, dramatic, musical and artistic works including photographs and audio visual works (cinematograph films and video). Software, both in source and object code, constitutes a literary work under Indian law and is afforded copyright protection and the owner of such software becomes entitled to protect his works against unauthorised use and misappropriation of the copyrighted work or a substantial part thereof. 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.

The Trade Marks Act, 1999 ("**Trade Marks Act**") provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading, and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trademark registration may be made with the Trade Marks Registry by any person or persons claiming to be the proprietor of the trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks.

The Patents Act, 1970 ("**Patents Act**") recognises both product and process patents and prescribes eligibility criteria for grant of patents, including the requirements that an invention be novel, non-obvious and capable of industrial application. Application by an Indian resident to any foreign authority in respect of an invention made outside India is prohibited without first making an application for the invention in India. While the Patents Act prohibits patentability of a 'computer programme' as such, computer programmes in combination with a novel hardware are patentable.

**Labour welfare legislations**

The various labour and employment related legislations that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

(a) Employees' Provident Funds and Miscellaneous Provisions Act, 1952
(b) Employees' State Insurance Act, 1948
(c) Minimum Wages Act, 1948
(d) Payment of Bonus Act, 1965
(e) Payment of Gratuity Act, 1972
(f) Payment of Wages Act, 1936
(g) Maternity Benefit Act, 1961
(h) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

(i) Employees' Compensation Act, 1923
(j) The Code on Wages, 2019[(1)]
(k) The Occupational Safety, Health and Working Conditions Code, 2020[(2)]
(l) The Industrial Relations Code, 2020[(3)]
(m) The Code on Social Security, 2020[(4)]

[(1)] *The GoI enacted 'The Code on Wages, 2019' which received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the GoI brought into force Sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(ii)(s), 67(ii)(t) (to the extent that they relate to the Central Advisory Board) and Section 69 (to the extent that it relates to Sections 7, 9 (to the extent that they relate to the GoI) and Section 8 of the Minimum Wages Act, 1986)) of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.*

[(2)] *The GoI enacted 'The Occupational Safety, Health and Working Conditions Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume several separate 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.*

[(3)] *The GoI enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.*

[(4)] *The GoI enacted 'The Code on Social Security, 2020' which received the assent of the President of India on September 28, 2020. While Section 142 has been brought into force on May 3, 2021, the rest of the provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.*

**Laws relating to taxation**

The tax related laws along with their respective rules that may be applicable to the operations of our Company include:

(a) the Income Tax Act, 1961, as amended by the Finance Act in respective years;
(b) the Central Goods and Services Tax Act, 2017, along with the various state-wise legislations issued thereunder;
(c) the Integrated Goods and Service Tax Act, 2017; and
(d) various State professional tax legislations.

**Foreign investment laws**

***Foreign Direct Investment ("FDI")***

Foreign investment in India is governed by the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") along with the rules, regulations and notifications made by RBI thereunder, and the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion ("**DIPP**"), Ministry of Commerce and Industry, Government of India which came into effect on October 15, 2020. Under the current FDI Policy, 100% foreign direct investment is permitted under the automatic route in the information technology service.

***Overseas Direct Investment ("ODI")***

In terms of the Master Direction No. 15/2015-16 on "Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary Abroad" issued by the RBI on January 1, 2016 and last updated on June 24, 2021, an Indian entity is permitted to make ODI under the automatic route up to limits prescribed by the RBI, which currently should not exceed 400% of its net worth as per the last audited balance sheet. Any financial commitment exceeding USD one billion (or its equivalent) in a financial year would require prior approval of the RBI.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief history of our Company

Our Company was incorporated as "Cogent E-Services Private Limited" under the Companies Act, 1956, as a private limited company, pursuant to a certificate of incorporation dated June 15, 2004, issued by the RoC. Subsequently, pursuant to a resolution passed by our Board at its meeting dated December 30, 2021 and a resolution passed by our Shareholders at their EGM dated December 31, 2021, our Company was converted into a public limited company, and our Company's name was changed to "Cogent E-Services Limited" and a fresh certificate of incorporation dated January 11, 2022 was issued by the RoC.

### Changes in Registered Office

| Date of change | Details of change | Reasons for change |
|---|---|---|
| March 15, 2008 | The registered office of our Company was changed from J-36, Saket, New Delhi 110 017, Delhi, India to B-75, Basement, Soami Nagar North, New Delhi 110 017, Delhi, India | For business convenience |
| December 12, 2018 | The registered office of our Company was changed from B-75, Basement, Soami Nagar North, New Delhi 110 017, Delhi, India to C-652 Khasra No. 920, First Floor, Chattarpur Extension, C-Block, JVTS Gardens, New Delhi 110 074, Delhi, India | For business convenience |
| January 11, 2022 | The registered office of our Company was changed from C-652 Khasra No. 920, First Floor, Chattarpur Extension, C- Block, JVTS Gardens, New Delhi 110 074, Delhi, India to Elegance Tower, Mathura Road, Jasola, New Delhi 110 025 Delhi, India | For business convenience |

### Main object of our Company

The main objects of our Company as contained in our Memorandum of Association are, set forth below:

*"1. To be a Information Technology enabled service provider by setting up a business process outsourcing unit/facility and provide customer service with respect to voice related functions and to carry on the business of data processing, word processing, software consultancy, system studies of projects, design and development of management information system, share/debenture issue management and/or registration and share/debenture transfer agency;*

*2. To develop, service & sell/lease data based through direct or electronic media, to develop a wide area communication network of sell/lease the network or provide value added services on the network to develop service, buy/sell computers, software, peripherals and related products to provide marketing services rising direct as well as electronic media;*

*3. To undertake the designing and development of systems and applications software either for its own use or for sale in India or for export outside India and to design and develop such systems and application software for or on behalf of manufactures, owners and users of computer systems and digital/electronic equipment in India or elsewhere in the world;*

*4. To undertake and execute feasibility studies for computerization, setting up of all kind of computer systems and digital/electronic equipment and the selection, acquisition and installation thereof whether for the company or its customers or other users."*

The main objects clause as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

### Amendments to our Memorandum of Association

The following changes have been made to our Memorandum of Association in the 10 years immediately preceding the date of this Draft Red Herring Prospectus.

| Date of change/Shareholders' resolution | Nature of amendment |
|---|---|
| March 5, 2014 | Clause V of our Memorandum of Association was amended to reflect increase in the authorised share capital of our Company from ₹ 5,000,000 divided into 500,000 equity shares of ₹ 10 each to ₹ 10,000,000 divided into 500,000 equity shares of ₹ 10 each and 500,000 cumulative redeemable preference shares of ₹ 10 each. |
| February 18, 2015 | Clause V of our Memorandum of Association was amended to reflect increase in the authorised share capital of our Company from ₹ 10,000,000 divided into 500,000 equity shares of ₹ 10 each and 500,000 cumulative redeemable preference shares of ₹ 10 each to ₹ 15,000,000 divided into 1,000,000 equity shares of ₹ 10 each and 500,000 cumulative redeemable preference shares of ₹ 10 each. |
| November 10, 2021 | Clause V of our Memorandum of Association was amended to reflect increase in the authorised share capital of our Company from ₹ 15,000,000 divided into 1,000,000 equity shares of ₹ 10 each and 500,000 cumulative redeemable preference shares of ₹ 10 each to ₹ 120,000,000 divided into 115,000,000 equity shares of ₹ 10 each and 500,000 preference shares of ₹ 10 each. |
| November 22, 2021 | Clause V of our Memorandum of Association was amended to reflect the cancellation of unissued 500,000 preference shares 500,000 ₹ 10 each and increasing the authorised equity share capital ₹ 120,000,000 divided into 115,000,000 equity shares of ₹ 10 each and 500,000 preference shares of ₹ 10 each to ₹ 120,000,000 divided into 12,000,000 equity shares of ₹ 10 each. |
| November 29, 2021 | Clause V of the Memorandum of Association was amended to reflect the sub-division in authorised share capital from ₹ 120,000,000 divided into 12,000,000 equity shares of ₹ 10 each to ₹ 120,000,000 divided into 60,000,000 equity shares of ₹ 2 each |
| December 31, 2021 | Clause I of the Memorandum of Association was amended to reflect change the name of our Company from 'Cogent E-Services Private Limited' to 'Cogent E-Services Limited' |

**Major events in the history of our Company**

The table below sets forth some of the major events in the history of our Company.

| Financial Years | Details |
|---|---|
| 2004-05 | • Incorporation of our Company<br>• Added our first client<br>• Company was profitable in its first year of operations |
| 2006-07 | Relocated our operations to Noida |
| 2007-08 | Added our first domestic client Idea Cellular Limited (now known as Vodafone Idea Limited) |
| 2009-10 | Added our second domestic client (Bharti Airtel Limited) |
| 2011-12 | • Went multilocation and expanded to Meerut and Vadodara<br>• Added multilingual capabilities<br>• Our aggregate office space crossed 50,000 sq.ft. |
| 2012-13 | • Entered South India with delivery center at Bengaluru<br>• Our aggregate office space crossed 100,000 sq.ft. |
| 2013-14 | • Added first DTH client<br>• Our revenue from operations crossed ₹ 500 million |
| 2014-15 | Added our first logistics client |
| 2015-16 | • Added our second site at Noida<br>• Added our first e-commerce and fintech client (an Indian e-commerce and fintech company)<br>• Added our first travel and hospitality client<br>• Added Snapdeal as a client |
| 2016-17 | • Expanded our operations at Mangaluru<br>• Added new clients including but not limited to Tata Sky Broadband Private Limited and Panasonic India Private Limited<br>• Our revenue from operations crossed ₹ 1,000 million |
| 2017-18 | Added new clients include but not limited to Hero Electric Vehicles Private Limited and a few new-age companies in the e-commerce sector |
| 2018-19 | • Employed more than 6,000 FTE employees<br>• Added new clients, including but not limited to, Zomato Limited, Whirlpool of India Limited and VE Commercial Vehicles Ltd. (a Volvo Group and Eicher Motors Joint Venture)<br>• Our revenue from operations crossed ₹ 1,500 million |
| 2019-20 | • Added additional sites at Noida and Bengaluru<br>• Our aggregate office space crossed 200,000 sq.ft.<br>• Added first banking and finance services client Axis Bank Limited<br>• Added new clients including a beverage manufacturer in India |

| Financial Years | Details |
|---|---|
| | • Our revenue from operations crossed ₹ 2,000 million |
| 2020-21 | • Expanded our operations to Thane<br>• Added additional site at Mangaluru<br>• Our aggregate office space crossed 300,000 sq.ft.<br>• Added new clients including Bajaj Finance Limited and Ashok Leyland Limited<br>• Our revenue from operations crossed ₹ 2,500 million |
| 2021-22 | • Added an additional site at Thane and Mangaluru<br>• Employed more than 10,000 FTE employees<br>• Added Pickrr Technologies Private Limited, Lenskart Solutions Pvt. Ltd. and Tata Business Hub as clients |

**Key awards, accreditations and recognition**

| Fiscal | Details |
|---|---|
| 2020 | Received ISO/IEC 27001:2013 accreditation for our information security management system at our delivery center located at Gopalan Enterprises Millenium, ITPL Main Road, Phase-2, Brookfield, Bengaluru 560 037, Karnataka, India, from BQC Assessment Private Limited |
| 2020 | Received ISO 9001:2015 accreditation for our quality management system at our delivery center located at Gopalan Enterprises Millenium, ITPL Main Road, Phase-2, Brookfield, Bengaluru 560 037, Karnataka, India, from BQC Assessment Private Limited |
| 2021 | Received ISO 27001:2013 accreditation for our information security management system at our delivery centers located at 14th Court ward, Raj Towers, Balmatta Road, Mangalore 575 001, Dakshina Kannada, Karnataka, India and 44/2A, 2nd, 3rd, Vasants Business Park, Bellari Road Hebbal, National Highway 7, Bengaluru 560 092, Karnataka, India, from BQC Assessment Private Limited |
| 2021 | Received ISO 9001:2015 accreditation for our quality management system at our delivery centers located at 14th Court ward, Raj Towers, Balmatta Road, Mangalore 575 001, Dakshina Kannada, Karnataka, India and 44/2A, 2nd, 3rd, Vasants Business Park, Bellari Road Hebbal, National Highway 7, Bengaluru 560 092, Karnataka, India, from BQC Assessment Private Limited |
| 2021 | Received ISO 27001:2013 accreditation for our information security management system at our delivery center located at 85D, 3rd Floor, JJ Mall, Civil Lines, Bareilly 243 001, Uttar Pradesh, India, from BQC Assessment Private Limited |
| 2021 | Received the ISO 9001:2015 accreditation for our quality management system at our delivery center located at 85D, 3rd Floor, JJ Mall, Civil Lines, Bareilly 243 001, Uttar Pradesh, India, from BQC Assessment Private Limited |
| 2022 | Received the ISO/IEC 27001:2013 accreditation for our information security management system at our delivery centers located at C-100 and C-121 Sector 23, Noida 201 301, Uttar Pradesh, India and A-100, Sector 61, Noida 201 301, Uttar Pradesh, India, from BQC Assessment Private Limited |
| 2022 | Received the ISO 9001:2015 accreditation for our quality management system at our delivery centers located at C-100 and C-121 Sector 23, Noida 201 301, Uttar Pradesh, India and A-100, Sector 61, Noida 201 301, Uttar Pradesh, India, from BQC Assessment Private Limited |
| 2022 | Awarded "Exemplary Impact on Indian Startup Ecosystem" award on November 27, 2021, at 'Rise Startup Unicorn' event organized by Zee Hindustan |

**Time/cost overruns**

As on the date of this Draft Red Herring Prospectus, there have been no time/cost overruns in setting up our projects.

**Defaults, rescheduling or restructuring of borrowings with financial institutions/banks**

As on the date of this Draft Red Herring Prospectus, there has been no default, rescheduling or restructuring of borrowings with financial institutions or banks.

**Significant strategic and financial partnerships**

As on the date of this Draft Red Herring Prospectus, our Company does not have any significant strategic or financial partners.

**Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, revaluation of assets, etc., in the last 10 years**

Our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the 10 years immediately preceding the date of this Draft Red Herring Prospectus.

**Facility creation, location of offices**

For details regarding facility creation and location of the offices or principal places of business of our Company, see "***Our Business***" on page 145.

**Launch of key products or services, entry into new geographies or exit from existing markets**

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see "***Our Business***" and " – ***Major events in the history of our Company***" on pages 145 and 189, respectively.

**Shareholders' Agreements and Other Agreements**

Our Company has not entered into any shareholder's agreement or any other subsisting material agreement, including with strategic partners, joint venture partners or financial partners, other than in the ordinary course of business.

**Holding Company of our Company**

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

**Subsidiaries, Joint Ventures and Associates**

As of the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries, joint ventures or associates.

**Agreements with Promoters, Key Managerial Personnel, Directors or any other employees**

There are no agreements entered into by our Key Managerial Personnel or Directors or Promoters or any other employees of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

**Guarantees given by our Promoters offering their Equity Shares**

Except as stated below, no guarantee has been issued by our Promoters offering their Equity Shares in the Offer for Sale.

Our Promoters, Abhinav Singh, Arunabh Singh, Gaurav Abrol and Pranjal Kumar, executed a deed of guarantee dated March 2, 2020, in favour of ICICI Bank Limited in respect of a cash credit facility availed by our Company from ICICI Bank Limited for ₹ 210 million. The liability of Abhinav Singh, Arunabh Singh, Gaurav Abrol and Pranjal Kumar, under the deed of guarantee is joint, several and co-extensive with that of our Company. The duration of the guarantee is the tenure of the facility availed. In the event of any default of the terms and conditions of the facility, the Abhinav Singh, Arunabh Singh, Gaurav Abrol and Pranjal Kumar shall be liable for the repayment obligations in accordance with the terms and conditions of the facility.

Further, our Promoters, Abhinav Singh and Arunabh Singh, executed a deed of guarantee, dated October 31, 2018, in favour of ICICI Bank Limited in respect of two term loan facilities availed by our Company from ICICI Bank for ₹ 43.60 million and ₹ 45.00 million respectively. The liability of Abhinav Singh and Arunabh Singh, under the deed of guarantee is joint, several and co-extensive with that of our Company. The duration of the guarantee is the tenure of the facility availed. In the event of any default of the terms and conditions of the facility, Abhinav Singh and Arunabh Singh shall be liable for the repayment obligations in accordance with the terms and conditions of the facility.

## OUR MANAGEMENT

Under our Articles of Association, our Company is authorised to have up to 15 Directors. As on the date of this Draft Red Herring Prospectus, we have six Directors on our Board, comprising three Executive Directors and three Non-Executive Independent Directors, including one-woman Non-Executive Independent Director. The Chairman of our Board, Abhinav Singh, is an Executive Director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

### Our Board

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

| Name, Designation, Address, Occupation, Date of Birth, Term, Period of Directorship and DIN | Age (years) | Other Directorships |
|---|---|---|
| **Abhinav Singh**<br><br>*Designation:* Chairman and Managing Director<br><br>*Address:* A-23, Sector 105, Noida, Gautam Buddha Nagar 201 301 Uttar Pradesh, India<br><br>*Occupation:* Business<br><br>*Date of birth:* August 3, 1980<br><br>*Term:* Five years with effect from January 13, 2022<br><br>*Period of Directorship:* Since June 15, 2004<br><br>*DIN:* 01351622 | 41 | *Indian companies*<br><br>1. Cogent Association for Education and Social Welfare<br>2. Cogent ES Limited<br>3. NKC Association for education and Social Welfare<br><br>*Foreign companies*<br><br>NIL |
| **Gaurav Abrol**<br>*Designation:* Chief Executive Officer and Executive Director<br><br>*Address:* A-118, Sector 105, Noida, Gautam Buddha Nagar 201 304 Uttar Pradesh, India<br><br>*Occupation:* Business<br><br>*Date of birth:* December 24, 1980<br><br>*Term:* Five years with effect from January 13, 2022, liable to retire by rotation<br><br>*Period of Directorship:* Since June 15, 2004<br><br>*DIN:* 01605911 | 41 | *Indian companies*<br><br>1. Cogent ES Limited<br><br>*Foreign companies*<br><br>NIL |
| **Pranjal Kumar**<br><br>*Designation:* Chief of Corporate Affairs and Executive Director<br><br>*Address:* A-7, Sector 105, Noida, Gautam Buddha Nagar 201 304 Uttar Pradesh, India<br><br>*Occupation:* Business<br><br>*Date of birth:* December 19, 1978<br><br>*Term:* Five years with effect from January 13, 2022, liable to retire by rotation | 43 | *Indian companies*<br><br>1. Cogent ES Limited<br>2. Sukhmani Infotech Private Limited<br><br>*Foreign companies*<br><br>NIL |

| Name, Designation, Address, Occupation, Date of Birth, Term, Period of Directorship and DIN | Age (years) | Other Directorships |
|---|---|---|
| *Period of Directorship:* Since June 15, 2004<br><br>*DIN:* 00400950 | | |
| **Ajay Shankar**<br><br>*Designation:* Non-Executive Independent Director<br><br>*Address:* Flat No. 603, Tower 6, Parasnath Prestige Apartments, Noida 201 301 Uttar Pradesh, India<br><br>*Occupation:* Service<br><br>*Date of birth:* December 26, 1949<br><br>*Term:* Five years with effect from December 31, 2021<br><br>*Period of Directorship:* Since December 31, 2021<br><br>*DIN:* 01800443 | 72 | *Indian companies*<br><br>1. Tata Power Delhi Distribution Limited<br><br>*Foreign companies*<br><br>Nil |
| **Deepak Singhal**<br><br>*Designation:* Non-Executive Independent Director<br><br>*Address:* 2101, C-Wing, Raheja Ridgewood, Western Express Highway, near NESCO, Goregaon (E), Mumbai 400 062 Maharashtra, India<br><br>*Occupation:* Retired<br><br>*Date of birth:* January 21, 1959<br><br>*Term:* Five years with effect from December 31, 2021<br><br>*Period of Directorship:* Since December 31, 2021<br><br>*DIN:* 08375146 | 63 | *Indian companies*<br><br>1. Equirus Capital Private Limited<br>2. IDBI Bank Limited<br>3. Nabkisan Finance Limited<br>4. Srisagar Capital Private Limited<br><br>*Foreign companies*<br><br>Nil |
| **Swasti Aggarwal**<br><br>*Designation:* Non-Executive Independent Director<br><br>*Address:* 26, Sports Villa, Jaypee Greens, Greater Noida, Tugalpur, Gautam Buddha Nagar 201 310 Uttar Pradesh, India<br><br>*Occupation:* Service<br><br>*Date of birth:* February 25, 1986<br><br>*Term:* Five years with effect from December 31, 2021<br><br>*Period of Directorship:* Since December 31, 2021<br><br>*DIN:* 06613537 | 35 | *Indian companies*<br><br>1. Hansida Developers Private Limited<br>2. Khemani Iron and Steel Company Limited<br><br>*Foreign companies*<br><br>Nil |

**Arrangement or understanding with major shareholders, customers, suppliers or others**

None of our Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

**Brief profiles of our Directors**

**Abhinav Singh** is the Chairman and Managing Director of our Company. He is also a co-founder and Promoter of our Company. He has been associated with our Company since its incorporation in June 2004 as a Director and Promoter. He has experience in the field of customer experience management. He holds a bachelor's degree in computer science and engineering from the Dr. B. R Ambedkar University, Agra and a post-graduate diploma in business management from the Institute of Management Technology, Ghaziabad.

**Gaurav Abrol** is the Chief Executive Officer and an Executive Director of our Company. He is also a co-founder and Promoter of our Company. He has been associated with our Company since its incorporation in June 2004 as a Director and Promoter. He has experience in the field of customer experience management. He holds a bachelor's degree in science from the University of Delhi, New Delhi, a diploma in web centric computing from the National Institute of Information Technology, New Delhi and a post-graduate diploma in computer application from the Institute of Management Studies, Ghaziabad, Uttar Pradesh.

**Pranjal Kumar** is the Chief of Corporate Affairs and an Executive Director of our Company. He is also a co-founder and Promoter of our Company. He has been associated with our Company since its incorporation in June 2004 as a Director and Promoter. He has experience in the field of customer experience management. He holds a bachelor's degree in electronics and communication engineering from Bangalore University, Karnataka and a post-graduate diploma in business management from the Institute of Management Technology, Ghaziabad, Uttar Pradesh. He has also completed an online certificate course on digital marketing from The Wharton School, University of Pennsylvania. He was previously associated with Flex Industries Limited as an executive officer.

**Ajay Shankar** is a Non-Executive Independent Director of our Company. He holds a bachelor's degree in science from the University of Allahabad, Prayagraj and a master's degree in economics from Georgetown University, Washington D.C. He was a previously a member of the Indian Administrative Service, which he joined in 1973 and retired as Secretary, Department of Industrial Policy and Promotion in the Government of India in December, 2009. He has experience in public services, and fields such as the power sector. He was previously associated with Tata Consumer Products Limited, Hindustan Aeronautics Limited, Larsen and Toubro Limited and IDBI Bank Limited as a director.

**Deepak Singhal** is a Non-Executive Independent Director of our Company. He holds a bachelor's degree in arts from the University of Allahabad, Prayagraj, a master's degree in business administration from the University of Allahabad and a post-graduate diploma in rural management from the Indian Institute of Rural Management, Jaipur. He has experience in the banking industry and is a certified associate of the Indian Institute of Bankers. He was appointed as an executive director of the Reserve Bank of India in 2015 and was responsible for, among other things, the corporate strategy and budget department. He is currently also serving on the board of IDBI Bank Limited, Nabiskan Finance Limited, Srisagar Capital Private Limited and Equirus Capital Private Limited.

**Swasti Aggarwal** is a Non-Executive Independent Director of our Company. She holds a bachelor's degree in science (economics) from The Wharton School, University of Pennsylvania and has completed a chef's training program (diploma) from the Natural Gourmet Institute for Health and Culinary Arts, New York. She has experience in the food and beverage industry and has been associated with Foodhall Future Retail Limited since October 3, 2013 and is currently working as food strategist and head, R&D and strategy. She is currently also serving as a director on the boards of Khemani Iron and Steel Company Limited and Hansida Developers Private Limited.

**Relationship between Directors and Key Managerial Personnel**

None of our Directors are related to each other or to our Key Managerial Personnel.

**Terms of Appointment of our Executive Directors**

**Abhinav Singh**

Abhinav Singh has been a Director of our Company since June 15, 2004. He was appointed as the Chairman of our Board pursuant to a resolution passed by our board on December 30, 2021. Further pursuant to a resolution passed by our Board on January 13, 2022, and a resolution passed by the Shareholders of the Company on January 14, 2022, he was appointed as the Managing Director of our Company for a period of five years with effect from January 13, 2022 and he is entitled to a maximum remuneration of ₹ 24 million per annum for a period of three years.

In Fiscal 2021, he received an aggregate compensation of ₹ 6.00 million.

**Gaurav Abrol**

Gaurav Abrol has been a Director of our Company since June 15, 2004. Thereafter, pursuant to a resolution passed by our Board on January 13, 2022, and a resolution passed by the Shareholders of the Company on January 14, 2022, he was appointed as the whole time director and the Chief Executive Officer of our Company for a period of five years with effect from January 13, 2022 and he is entitled to a maximum remuneration of ₹ 24 million per annum for a period of three years.

In Fiscal 2021, he received an aggregate compensation of ₹ 9.60 million.

**Pranjal Kumar**

Pranjal Kumar has been a director of our Company since June 15, 2004. Thereafter, pursuant to a resolution passed by our Board on January 13, 2022, and a resolution passed by the Shareholders of the Company on January 14, 2022, he was appointed as the whole time director and the Chief of Corporate Affairs of our Company for a period of five years with effect from January 13, 2022 and he is entitled to a maximum remuneration of ₹ 24 million per annum for a period of three years.

In Fiscal 2021, he received an aggregate compensation of ₹ 7.80 million.

***Sitting fee to Non-Executive Independent Directors***

As on the date of this Draft Red Herring Prospectus, pursuant to a resolution passed by our Board on December 30, 2021 and our Shareholders on December 31, 2021, our Non-Executive Directors are each entitled to receive a sitting fee of up to ₹ 0.10 million each for attending meeting of our Board and the various committees of our Board. Additionally, they are also entitled to reimbursement, on actuals, for travelling and other expenses incurred in respect of attending such Board and committee meetings.

None of our Non-Executive Independent Directors were paid any sitting fees or compensation in Fiscal 2021, since they were appointed in Fiscal 2022.

**Bonus or profit sharing plan for the Directors**

Our Company does not have any bonus or profit sharing plan for our Directors.

**Shareholding of our Directors**

Our Articles of Association do not require our Directors to hold any qualification shares.

Other than as disclosed under "***Capital Structure – Notes to Capital Structure – Shareholding of our Directors and Key Managerial Personnel in our Company***" on page 93, none of our Directors hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

**Service contracts with Directors**

There are no service contracts entered into by our Directors with our Company that provide for benefits upon termination of employment.

**Contingent and deferred compensation payable to Directors**

There is no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

**Interest of Directors**

Our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them as well as sitting fees, if any, payable to them for attending meetings of our Board or committees thereof. Our Directors may also be interested to the extent of Equity Shares, held by them or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares.

Our Executive Directors, Abhinav Singh, Gaurav Abrol and Pranjal Kumar are also interested in our Company by the virtue of being our Promoters and also by virtue of being designated partners of our Corporate Promoters, Boomerang and TSSR.

Further, except as stated under "***Restated Financial Statements – Note 47 – Related Party Disclosures***" beginning on page 269, our Executive Directors, Abhinav Singh, Pranjal Kumar and Gaurav Abrol, are not directly or indirectly interested in any contract, agreement or arrangement entered into by the Company, and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/ her to become, or to qualify him/her as a Director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

*Interest in land and property*

Our Directors are not interested in any property acquired or proposed to be acquired by our Company.

*Interest in promotion or formation of our Company*

Except for Abhinav Singh, Pranjal Kumar and Gaurav Abrol, who are co-founders and Promoters of our Company, none of our Directors have any interest in the promotion of our Company, as on the date of this Draft Red Herring Prospectus.

**Directorships of Directors in listed companies**

None of our Directors are, or for the five years prior to the date of this Draft Red Herring Prospectus, have been on the board of directors of any listed company whose shares have been/were suspended from being traded on any of the stock exchanges, during their tenure.

None of our Directors has been or is a director on the board of directors of any listed company that has been delisted from any stock exchange(s), during their tenure.

**Changes in our Board during the last three years**

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

| Director | Date of change[(1)] | Reasons |
|---|---|---|
| Arunabh Singh | July 4, 2018 | Resignation |
| Arif Ahmed Unia | January 14, 2019 | Resignation |
| Ajay Shankar | December 31, 2021 | Appointment |
| Deepak Singhal | December 31, 2021 | Appointment |
| Swasti Aggarwal | December 31, 2021 | Appointment |

[(1)] *Does not include regularisation by our Shareholders, re-appointment or change in designation.*

**Borrowing powers**

Pursuant to our Articles of Association, a resolution passed by our board on October 28, 2019 and a special resolution passed by our shareholders on October 28, 2019, our Board may from time to time, at its discretion, raise or borrow funds or any sums of money for and on behalf of our Company from our Shareholders or from other persons, companies or banks, subject to a maximum limit of ₹150.00 million and in accordance with the applicable provisions of the Companies Act.

**Corporate governance**

As on the date of this Draft Red Herring Prospectus, we have six Directors on our Board, comprising three Executive Directors and three Non-Executive Independent Directors, including one woman Non-Executive Independent Director. The Chairman and Managing Director of our Board, Abhinav Singh, is an Executive Director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act in relation to the composition of our Board and constitution of committees thereof.

Our Company undertakes to take all necessary steps to continue to comply with all the applicable requirements of SEBI Listing Regulations and the Companies Act.

**Board committees**

Our Company has constituted the following committees of our Board in terms of the SEBI Listing Regulations and the Companies Act:

(a) Audit Committee;
(b) Nomination and Remuneration Committee;
(c) Stakeholders' Relationship Committee; and
(d) Corporate Social Responsibility Committee.

In addition to the above committees, our Company has also constituted an IPO Committee of the Board.

***Audit Committee***

The Audit Committee was reconstituted pursuant to a resolution passed by our Board at its meeting held on December 30, 2021. The Audit Committee is in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently consists of:

1. Deepak Singhal, Non-Executive Independent Director (Chairperson);
2.Swasti Aggarwal, Non-Executive Independent Director (Member); and
3. Abhinav Singh, Managing Director (Member)

***Terms of Reference:***

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

**A. Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

(1) to investigate any activity within its terms of reference;

(2) to seek information from any employee;

(3) to obtain outside legal or other professional advice;

(4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and

(5) such other powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

**B. Role of Audit Committee**

The role of the Audit Committee shall include the following:

(1) oversight of financial reporting process and the disclosure of financial information relating to our Company to ensure that the financial statements are correct, sufficient and credible;

(2) recommendation to the Board of the Company for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and fixation of the audit fee;

(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   b. Changes, if any, in accounting policies and practices and reasons for the same;
   c. Major accounting entries involving estimates based on the exercise of judgment by management;
   d. Significant adjustments made in the financial statements arising out of audit findings;
   e. Compliance with listing and other legal requirements relating to financial statements;
   f. Disclosure of any related party transactions; and
   g. Modified opinion(s) in the draft audit report.

(5) reviewing, with the management, the quarterly, 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 utilisation 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 subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

   ***Explanation:*** *The term "related party transactions" shall have the same meaning as provided in Clause 2 (zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

(9) scrutiny of inter-corporate loans and investments;

(10) valuation of undertakings or assets of the Company, wherever necessary;

(11) evaluation of internal financial controls and risk management systems;

(12) reviewing, with the management, performance of statutory and internal auditors, and 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 of any significant findings and follow-up thereon;

(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) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(18) reviewing the functioning of the whistle blower mechanism;

(19) monitoring the end use of funds raised through public offers and related matters; overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(20) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(21) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;

(22) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

(23) recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services; and

(24) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

**C. Reviewing Powers**

The Audit Committee shall mandatorily review the following information:

- Management's discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the chief internal auditor; and
- Statement of deviations in terms of the SEBI Listing Regulations:

  a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and
  b. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.

***Nomination and Remuneration Committee***

The Nomination and Remuneration Committee was reconstituted pursuant to a resolution passed by our Board at its meeting held on December 30, 2021. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations.

The Nomination and Remuneration Committee currently consists of:

1. Swasti Aggarwal, Non-Executive Independent Director (Chairperson);
2. Ajay Shanker, Non-Executive Independent Director (Member);
3. Deepak Singhal, Non-Executive Independent Director (Member); and
4. Abhinav Singh, Managing Director (Member)

***Terms of Reference:***

The Nomination and Remuneration Committee shall be responsible for, among other things, the following.

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**");

- Formulation of criteria for evaluation of performance of independent directors and the Board;

- Devising a policy on Board diversity;

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

- Analysing, monitoring and reviewing various human resource and compensation matters;

- Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

- Whether to extend or continue the term of appointment of an independent director, on the basis of the report of performance evaluation of independent directors;

- Recommend to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary

- The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that —

  i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

- perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended, including the following:

  (a) administering any employee stock option schemes (the "**Plans**");
  (b) determining the eligibility of employees to participate under the Plans;
  (c) granting options to eligible employees and determining the date of grant;
  (d) determining the number of options to be granted to an employee;
  (e) determining the exercise price under the Plans; and
  (f) construing and interpreting the Plans and any agreements defining the rights and obligations of the Company and eligible employees under the Plans, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plans;

- frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

  (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the Company and its employees, as applicable; and

- carrying out any other activities as may be delegated by the Board of Directors of the Company functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

***Stakeholders' Relationship Committee***

The Stakeholders' Relationship Committee was constituted pursuant to a resolution passed by our Board at its meeting held on December 30, 2021. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations.

The Stakeholders' Relationship Committee currently consists of:

1. Swasti Aggarwal, Non-Executive Independent Director (Chairperson);
2. Abhinav Singh, Managing Director (Member); and
3. Pranjal Kumar, Executive Director (Member)

***Terms of Reference:***

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

- considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;

- resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

- giving effect to allotment and listing of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;

- issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

- review of measures taken for effective exercise of voting rights by shareholders;

- review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;

- to authorize affixation of common seal of the Company;

- to further delegate all or any of the powers to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s);

- formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

- review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

- carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations Companies Act, 2013 and/or equity listing agreements (if applicable) or any other applicable law, as and when amended from time to time.

***Corporate Social Responsibility Committee***

Our Corporate Social Responsibility Committee was re-constituted pursuant to a resolution approved by our Board on December 30, 2021. The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act. The Corporate Social Responsibility Committee currently consists of:

1. Pranjal Kumar, Executive Director (Chairperson);
2. Swasti Aggarwal, Non-Executive Independent Director (Member); and
3. Gaurav Abrol, Executive Director (Member).

The Corporate Social Responsibility Committee is authorised to perform the following functions:

(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, as amended and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("**CSR Rules**"), as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

(b) formulating and recommending an annual action plan in pursuance of its CSR Policy which shall include the following: (a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013, (b) the manner of execution of such projects or programmes as specified the CSR Rules, (c) the modalities of utilisation of funds and implementation schedules for the projects or programmes, (d) monitoring and reporting mechanism for the projects or programmes, (e) details of need and impact assessment, if any, for the projects undertaken by the company, as specified in the CSR Rules;

(c) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);

(d) monitor the corporate social responsibility policy of the Company and its implementation from time to time;

(e) Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

(f) identifying and appointing the corporate social responsibility team of the Company, including corporate social responsibility manager, wherever required and delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities; and

(g) 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 and/or as may be required under applicable law, as and when amended from time to time.

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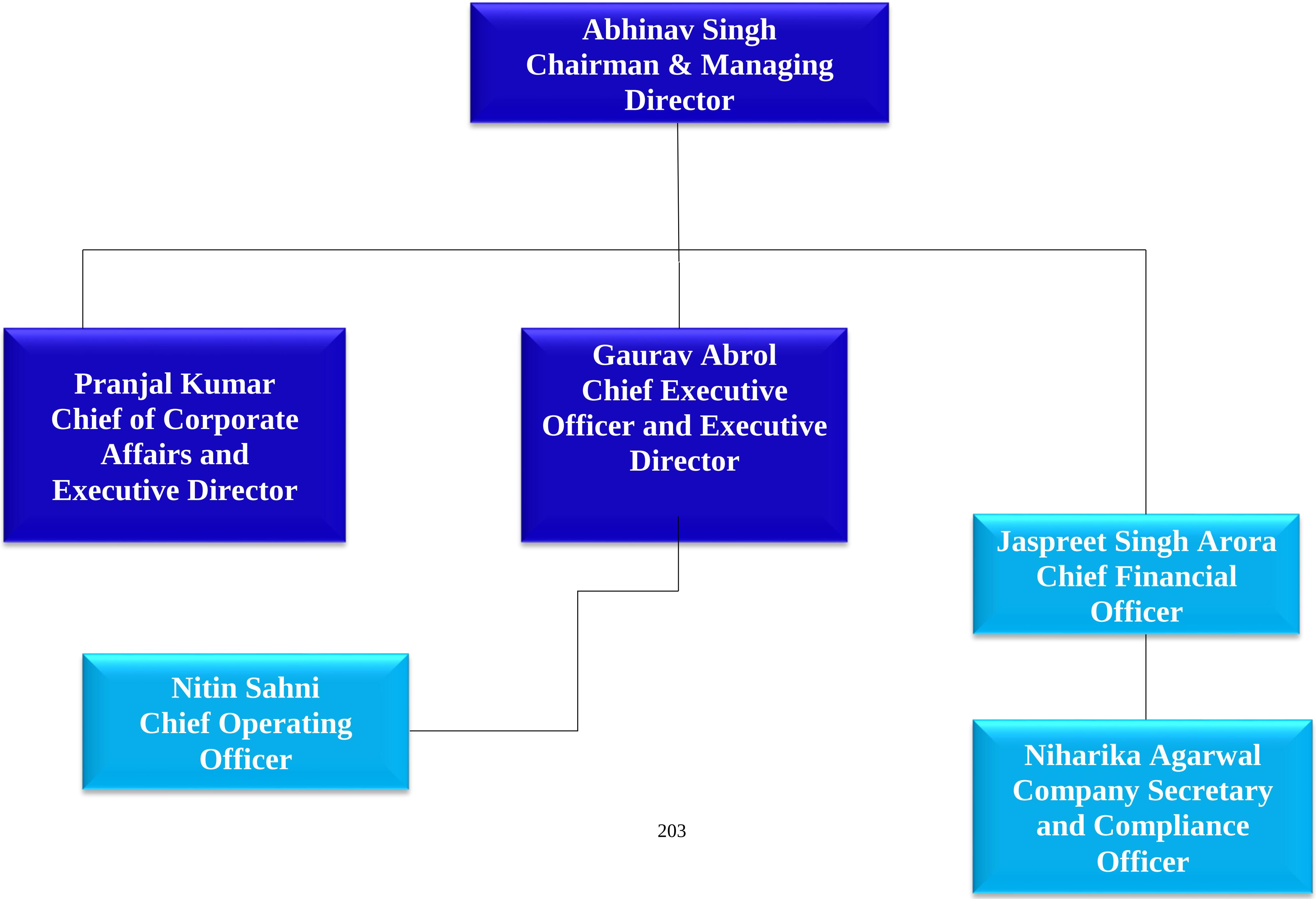
**Management Organisation Structure**



**Key Managerial Personnel**

In addition to Abhinav Singh, Gaurav Abrol and Pranjal Kumar, whose details are provided above in "***– Brief Profiles of our Directors***", the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below.

**Jaspreet Singh Arora** is 38 years old and he is the Chief Financial Officer of our Company. He was appointed as the Chief Financial Officer of our Company on October 25, 2021. He holds a bachelor's degree in arts (economics honours) from the Shri Ram College of Commerce ("**SRCC**"), University of Delhi, New Delhi and a postgraduate diploma in management from the Indian Institute of Management ("**IIM**"), Kozhikode. He was previously associated with the Hongkong and Shanghai Banking Corporation Limited (HSBC India), with PricewaterhouseCoopers (PwC) Private Limited in the Deals SBU and with TPS Infrastructure Limited as their chief financial officer and strategy head. Since Jaspreet Singh Arora joined our Company on October 25, 2021 he did not receive any compensation from our Company in Fiscal 2021.

**Niharika Agarwal** is 29 years old and she is the Company Secretary and Compliance Officer of our Company. She was appointed as the Company Secretary with effect from November 17, 2021 and the Compliance officer of our Company with effect from January 13, 2022. She holds a bachelor's degree in law from the Shri Ram College of Law, Chaudhary Charan Singh University, Meerut. She is an associate of the Institute of Company Secretaries of India. She was previously associated with Nangia Anderson LLP as manager-mergers and acquisitions and with Grant Thornton Advisory Private Limited as assistant manager, compliance and outsourcing. Since Niharika Agarwal joined our Company on November 17, 2021, she did not receive any compensation from our Company in Fiscal 2021.

**Nitin Sahni** is 49 years old and he is the Chief Operating Officer of our Company. He has been associated with our Company since July 9, 2014. He was appointed as the Chief Operating Officer of our Company on January 13, 2022. In the past, he was the Vice-President, Operations, of our Company. He holds a bachelor's degree in mechanical engineering from Punjab Engineering College, Chandigarh. He was previously associated with Tata Business Support Services Limited as vice-president, operations. In Fiscal 2021, he received an aggregate compensation of ₹ 3.58 million from our Company.

**Contingent or deferred compensation**

No contingent or deferred compensation is payable to any of our Key Managerial Personnel for Fiscal 2021.

**Status of Key Managerial Personnel**

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

**Relationship amongst Key Managerial Personnel**

None of our Key Managerial Personnel have any relationship with each other.

**Bonus or profit sharing plan for the Key Managerial Personnel**

There is no profit sharing plan for the Key Managerial Personnel. Except for the Executive Directors, who are entitled to performance incentive/ bonus as approved by our Nomination and Remuneration Committee/ Board, our Company makes annual variable payments to the Key Managerial Personnel, as part of the variable pay component of their remuneration, in accordance with their terms of appointment.

**Shareholding of Key Managerial Personnel**

Other than as provided under "***Capital Structure – Shareholding of our Directors and Key Managerial Personnel***" on page 93, none of our Key Managerial Personnel hold Equity Shares as on the date of this Draft Red Herring Prospectus.

**Service Contracts with Key Managerial Personnel**

Our Key Managerial Personnel, other than our Directors, are governed by the terms of their respective appointment letters/employment contracts and have not entered into any other service contracts with our Company. Further, no officer of our Company is entitled to any benefit upon termination of employment or superannuation, other than statutory benefits.

**Interest of Key Managerial Personnel**

Other than as provided in "***Our Management – Interest of Directors***" and to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares held by them, if any, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel may be interested to the extent of employee stock options that may be granted to them from time to time under the ESOP Plan and other employee stock option schemes formulated by our Company from time to time.

**Arrangements and understanding with major shareholders, customers, suppliers or others**

None of our Key Managerial Personnel have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or any other person.

**Employee stock option plan**

For details of the ESOP Plan implemented by our Company, see "***Capital Structure – Employee Stock Option Schemes***" on page 95.

**Changes in Key Managerial Personnel during the last three years**

The changes in our Key Managerial Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

| Name | Date of change[(1)] | Reason |
|---|---|---|
| Pranjal Kumar | January 13, 2022 | Appointment as Chief of Corporate Affairs |
| Nitin Sahni | January 13, 2022 | Appointment as Chief Operating Officer |
| Abhinav Singh | December 30, 2021 | Appointment as Chairman |
| Gaurav Abrol | November 29, 2021 | Appointment as Chief Executive Officer |
| Niharika Agarwal | November 17, 2021 | Appointment as Company Secretary |
| Jaspreet Singh Arora | October 25, 2021 | Appointment as Chief Financial Officer |

(1) *Does not include re-appointment.*

**Payment or benefit to Key Managerial Personnel of our Company**

No amount or benefit has been paid or given to any officer of our Company within the two years immediately preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

## OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Draft Red Herring Prospectus, the Promoters of our Company are Abhinav Singh, Arunabh Singh, Gaurav Abrol, Pranjal Kumar, Boomerang and TSSR. As on the date of this Draft Red Herring Prospectus, our Promoters hold an aggregate of 48,524,675 Equity Shares, constituting 99.99% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. For details of shareholding of our Promoters in our Company, see "***Capital Structure – Shareholding of our Promoters and Promoter Group***" on page 93.

**Details of our Promoters**

*Details of our Individual Promoters*

**Abhinav Singh**, born on August 3, 1980, aged 41 years, is one of our Promoters, and the Chairman and Managing Director of our Company. His personal address is A 23, Sector 105, Gautam Buddha Nagar, Noida 201 301, Uttar Pradesh, India. For his complete profile, including details of his educational qualifications, experience in the business, positions/posts held in past, directorships, special achievements, and his business and financial activities, see "***Management - Brief Profiles of our Directors***" on page 194.

His PAN is AMEPS8569E.

**Arunabh Singh**, born on July 23, 1984, aged 37 years, is one of our Promoters. His personal address is A 23, Sector 105, Gautam Buddha Nagar, Noida, 201301, Uttar Pradesh India. He holds a bachelor's degree in arts (sociology) from Hindu College, Delhi University, New Delhi and a master's degree in education management from King's College, London. As on the date of this Draft Red Herring Prospectus, he holds directorships in Cogent Association for Education and Welfare, NKC Association for Education and Welfare, and Sukhmani Infotech Private Limited. He is associated with Nehru World School (formerly known as Nehru Public School) as director and was a manager - public relations and administration from February 2006 to July 2009. He is also associated with FICCI ARISE as the chairman, Uttar Pradesh, West and as a member of the School Standards Setting Committee for the National Education Policy, 2020. He is also a member on the NEP Advisory Board of Cambridge University Press India Private Limited for the year 2021-2022 and an Ambassador with the British Council School.

His PAN is AXEPS4597D.

**Gaurav Abrol**, born on December 24, 1980, aged 41 years, is one of our Promoters, the Executive Director and the Chief Executive Officer of our Company. He resides at A 118, Sector 105, Gautam Buddha Nagar, Noida, 201 301, Uttar Pradesh, India. For his complete profile, including details of his educational qualifications, experience in the business, positions/posts held in past, directorships, special achievements, and his business and financial activities, see "***Management - Brief Profiles of our Directors***" on page 194.

His PAN is AGEPA4260E.

**Pranjal Kumar**, born on December 19, 1978, is aged 43 years, is one of our Promoters, and an Executive Director of our Company. He resides at A 7, Sector 105, Gautam Buddha Nagar, Noida, 201 304, Uttar Pradesh, India. For his complete profile, including details of his educational qualifications, experience in the business, positions/posts held in past, directorships, special achievements, and his business and financial activities, see "***Management - Brief Profiles of our Directors***" on page 194.

His PAN is AMJPK2008F.

Our Company confirms that the respective permanent account numbers, Aadhaar card numbers, driving license numbers, bank account numbers and the passport numbers of each of our Individual Promoters will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

*Details of our Corporate Promoters*

***Boomerang***

*Corporate Information*

Boomerang was incorporated on February 11, 2015 under the Limited Liability Partnership Act, 2008 as a limited liability partnership at Noida, Uttar Pradesh, India with the RoC. Its LLPIN is AAD-3429. Its registered office is located at C-121, Sector 63, Noida 201 304, Uttar Pradesh, India. The total obligation of contribution agreed upon is ₹ 1,000,000. It is primarily engaged in carrying on the business of computers and related activities. There has been no change in the business of Boomerang since its incorporation.

*Designated Partners of Boomerang*

As on the date of this Draft Red Herring Prospectus, the designated partners of Boomerang are:

1. Abhinav Singh;
2. Arunabh Singh;
3. Gaurav Abrol; and
4. Pranjal Kumar.

As on the date of this Draft Red Herring Prospectus, Boomerang does not have any partners other than as disclosed above.

*Details of change in control*

There has been no change in the control or management of Boomerang in the three years immediately preceding the date of this Draft Red Herring Prospectus.

***TSSR***

*Corporate Information*

TSSR was incorporated on March 18, 2016 under the Limited Liability Partnership Act, 2008 as a limited liability partnership at Noida, Uttar Pradesh with the RoC. Its LLPIN is AAF-9938. Its registered office is located at A -7, Sector 105, Noida 203 034, Uttar Pradesh, India. The total obligation of contribution agreed upon is ₹ 1,000,000. It is primarily engaged in carrying on the business of computer and related activities. There has been no change in the business of TSSR since its incorporation.

*Designated Partners of TSSR*

1. Abhinav Singh;

2. Arunabh Singh;
3. Gaurav Abrol; and
4. Pranjal Kumar.

As on the date of this Draft Red Herring Prospectus, TSSR does not have any partners other than as disclosed above.

*Details of change in control*

There has been no change in the control or management of TSSR in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the PAN, bank account number(s) and LLPIN, and the address of the office of the RoC, where our Corporate Promoters are registered, will be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

**Change in control of our Company**

There has been no change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

**Interest of our Promoters**

Our Promoters are interested in our Company to the extent that they have promoted our Company and hold Equity Shares in our Company and the dividends payable (if any) and other distributions in respect of the Equity Shares held by them. For details on shareholding of our Promoters in our Company, see "***Capital Structure – Notes to Capital Structure – Build-up of Promoters' shareholding in our Company***' on page 85, respectively. Our Individual Promoters, who, except for Arunabh Singh are also our Directors, may be deemed to be interested to the extent of their remuneration/fees, benefits and reimbursement of expenses, payable to them, if any. For further details, see "***Our Management***" on page 192.

Our Promoters have no interest in any property acquired by our Company during the three years preceding the date of this Draft Red Herring Prospectus, or proposed to be acquired, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery etc.

Our Promoters are not interested as members of a firm or company (other than our Company) and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person, either to induce any of our Promoters to become, or qualify them as a director, or otherwise, for services rendered by such Promoters or by such firm or company in connection with the promotion or formation of our Company.

**Payment of Benefits to our Promoters or Promoter Group**

Except as disclosed in *"**Our Management - Terms of Appointment of our Executive Directors**"*, *"**- Interest of our Promoter**"* and *"**Restated Financial Statements – Note 47 – Related Party Disclosures**"* on pages 194, 208 and 269, respectively, no benefit or amount has been given or paid to our Promoters or members of our Promoter Group within the two years immediately preceding the date of filing this Draft Red Herring Prospectus or is intended to be paid or given to our Promoters or members of our Promoter Group.

**Material Guarantees**

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares, as on the date of this Draft Red Herring Prospectus. For details regarding other guarantees given by our Promoters, see "***History and Certain Corporate Matters- Guarantees given by our Promoters offering their Equity Shares***" on page 191.

**Companies or Firms with which our Promoters have disassociated in the last three years**

Except as disclosed below, our Promoters have not disassociated themselves from any company or firm during the three years immediately preceding the date of this Draft Red Herring Prospectus.

| Name of the Promoter | Name of the Entity | Reason and circumstances leading to the Disassociation | Date of Disassociation |
|---|---|---|---|
| **Abhinav Singh** | Fydes Technology Private Limited | Voluntary strike-off application by Company | November 18, 2021 |
| | Forest Impex Private Limited | Voluntary strike-off application by Company | November 18, 2021 |
| | Refiral Solutions Private Limited | Change in shareholding to nil | March 30, 2021 |
| **Arunabh Singh** | Fydes Technology Private Limited | Voluntary strike-off application by Company | November 18, 2021 |
| | Forest Impex Private Limited | Voluntary strike-off application by Company | November 18, 2021 |
| | Refiral Solutions Private Limited | Change in shareholding to nil | March 30, 2021 |
| **Gaurav Abrol** | Fydes technology Private Limited | Voluntary strike-off application by Company | November 18, 2021 |
| | Refiral Solutions Private Limited | Change in shareholding to nil | March 30, 2021 |
| **Pranjal Kumar** | Advance Concept Solutions Private Limited | Change in shareholding to nil | December 9, 2021 |
| | Fydes technology Private Limited | Voluntary strike-off application by Company | November 18, 2021 |
| | Refiral Solutions Private Limited | Change in shareholding to nil | March 30, 2021 |
| **Boomerang Technology LLP** | Cogent FS Private Limited | Change in shareholding to nil | October 25, 2021 |

### Confirmations

Except as disclosed in "***Outstanding Litigation and Material Developments – Litigation involving our Promoters***" on page 308, there are no litigation or legal action pending or taken by any department of the Central Government or statutory authority during the five years immediately preceding the date of this Draft Red Herring Prospectus against our Promoters.

None of our Promoters are engaged in business activities similar to those of our Company

Our Promoters and members of our Promoter Group have not been declared as Wilful Defaulters or Fraudulent Borrowers.

Our Promoters and members of 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.

Our Promoters and members of the Promoter Group are not promoters, directors or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

### Promoter Group

As on the date of this Draft Red Herring Prospectus, the members of the Promoter Group of our Company are as set out below.

***Individuals forming part of the Promoter Group***

| S.no. | Name of Promoter | Name of relative | Relationship |
|---|---|---|---|
| 1. | Abhinav Singh | Tanushree Khanna | Wife |
| | | Arunabh Singh | Brother |
| | | Narendra Kumar Chaudhary | Father |
| | | Arun Chaudhary | Mother |
| | | Abhiveer Singh | Son |
| | | Samvidh Singh | Son |
| | | Atul Khanna | Father of Spouse |
| | | Neeraj Khanna | Mother of Spouse |
| | | Udit Khanna | Brother of Spouse |
| 2. | Arunabh Singh | Sonal Anand Singh | Wife |
| | | Abhinav Singh | Brother |
| | | Narendra Kumar Chaudhary | Father |
| | | Arun Chaudhary | Mother |
| | | Ojasvi Singh | Daughter |
| | | Veda Singh | Daughter |
| | | Surjit Anand | Father of Spouse |
| | | Sunita Anand | Mother of Spouse |
| | | Rupanshi Anand | Sister of Spouse |
| 3. | Gaurav Abrol | Rachita Gupta | Wife |
| | | Late. Vimal Kumar Abrol | Father |
| | | Kiran Abrol | Mother |
| | | Misha Abrol | Daughter |
| | | Advay Abrol | Son |
| | | Late. Ravindra Kumar Gupta | Father of Spouse |
| | | Renu Gupta | Mother of Spouse |
| | | Ramit Gupta | Brother of Spouse |
| 4. | Pranjal Kumar | Surbhi Gupta | Wife |
| | | Pradeep Kumar | Father |
| | | Nishi Kumar | Mother |
| | | Nimisha Kumar | Sister |
| | | Prashast Kumar | Son |
| | | Taarini Kumar | Daughter |
| | | Swatantra Kumar Gupta | Father of Spouse |
| | | Shakuntala Gupta | Mother of Spouse |
| | | Siddharth Gupta | Brother of Spouse |

***HUFs forming part of the Promoter Group***

| S. No. | Name of entity |
|---|---|
| 1. | Abhinav Singh HUF |
| 2. | Arunabh Singh HUF |
| 3. | Atul Khanna HUF |
| 4. | Devi Dass Khanna HUF |
| 5. | Gaurav Abrol HUF |
| 6. | Narendra Kumar Chaudhary HUF |
| 7. | Pradeep Kumar and Son HUF |
| 8. | Pranjal Kumar HUF |
| 9. | Siddharth Gupta HUF |
| 10. | SK Gupta HUF |

***Entities forming part of the Promoter Group***

| S. No. | Name of entity |
|---|---|
| 1. | Aurum E Serve LLP |
| 2. | Boomerang |
| 3. | Canis E Services LLP |
| 4. | Cogent AI LLP |
| 5. | Cogent Association for Education and Social Welfare |
| 6. | Cogent ES Limited |
| 7. | Engrave Arts and Crafts |
| 8. | Ganpati Design and Decors LLP |
| 9. | Home Era Private Limited |
| 10. | Khanna and Company |
| 11. | Khanna and Company (Electronics) Private Limited |
| 12. | Khanna and Company (Handicrafts) Private Limited |
| 13. | LHBH Learning LLP |
| 14. | Lyra Techno Source LLP |
| 15. | NKC Association for Education and Social Welfare |
| 16. | Orion Call Source LLP |
| 17. | Sukhmani Infotech Private Limited |
| 18. | TSSR |
| 19. | Unidus Décor Private Limited |
| 20. | Unidus India Private Limited |
| 21. | URSA Resourcing LLP |

# GROUP COMPANIES

As per the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of group companies, our Company has considered the companies (other than our corporate Promoter) with which there are related party transactions as disclosed in the Restated Financial Statements and other companies considered material by our Board pursuant to the Materiality Policy adopted by our Board on January 13, 2022. In accordance with our Materiality Policy, for the purposes of disclosure in the Offer Documents, a company shall be considered material and disclosed as a Group Company if (i) such companies with which there were related party transactions, during the period(s) for which financial information is disclosed in the Offer Document(s), as covered under Ind AS 24; and (ii) any other companies as may be identified as material by the Board.

Accordingly, as on the date of this Draft Red Herring Prospectus, our Board has identified the following Group Companies, the details of which are set forth below.

1. Sukhmani Infotech Private Limited;

2. Cogent ES Limited; and

3. Cogent FS Private Limited;

**Details of our Group Companies**

***Sukhmani Infotech Private limited ("Sukhmani")***

*Corporate Information*

Sukhmani is a private limited company incorporated on December 8, 2005 with the name, Sukhmani Infotech Private Limited, under the provisions of the Companies Act, 1956. The corporate identity number of Sukhmani is U74899DL2005PTC143473. The registered office of Sukhmani is situated at C-652 KH No. 920, First Floor, Chhatarpur Extension, C Block, JVTS Gardens, South West Delhi, New Delhi 110 074, Delhi, India.

*Nature of Activities*

Sukhmani is engaged in the business of buying, selling, importing, developing and dealing in the field of computers, software's, information technologies, electronics & engineering goods and parts thereof.

*Financial Performance*

As required under the SEBI ICDR Regulations, Sukhmani shall host the the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019 on the website of our Company since Sukhmani does not have a separate website. Such financial information is available at www.cogenteservices.com/investors.

***Cogent ES Limited ("Cogent ES")***

*Corporate Information*

Cogent ES is a public limited company incorporated on April 12, 2018 with the name, Cogent ES Limited, under the provisions of the Companies Act, 2013. The corporate identity number of Cogent ES is U93090DL2018PLC332412. The registered office of Cogent ES is situated at C-652 KH No. 920, First Floor, Chhatarpur Extension C Block, JVTS Gardens, South West Delhi, New Delhi 110 074, Delhi, India.

*Nature of Activities*

Cogent ES is engaged in the business of providing outsourcing services for all processes, sub-processes, transactions, activities and all other work performed by business in various industries within India and across the world.

*Financial Performance*

As required under the SEBI ICDR Regulations, Cogent ES shall host the the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019 on the website of our Company since Cogent ES does not have a separate website. Such financial information is available at www.cogenteservices.com/investors.

***Cogent FS Private Limited ("Cogent FS")***

*Corporate Information*

Cogent FS is a private limited company incorporated on June 14, 2018 with the name, Cogent FS Private Limited, under the provisions of the Companies Act, 2013. The corporate identity number of Cogent FS is U67190DL2018PTC335301. The registered office of Cogent FS is situated at C-652 KH No. 920, First Floor, Chhatarpur Extension C Block, JVTS Gardens, New Delhi 110 074, Delhi, India.

*Nature of Activities*

Cogent FS is engaged in the business of providing allied financial products and to sell operating system services in financial sector.

*Financial Performance*

As required under the SEBI ICDR Regulations, Cogent FS shall host the the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019 on the website of our Company since Cogent FS does not have a separate website. Such financial information is available at www.cogenteservices.com/investors.

It is clarified that details in relation to the financial performance of the Group Companies as available on the website of our Company do not form part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information, including the website of our Company, for the above mentioned Group Company financial perfomance, would be doing so at their own risk.

**Interest of our Group Companies**

As on the date of this Draft Red Herring Prospectus:

a. Our Group Companies do not have any interest in the promotion or formation of our Company**.**

b. Except as set forth in "***Restated Financial Statements – Note 47 – Related Party Disclosures***" beginning on page 269, our Group Companies do not have any interest in any property acquired by our Company within the three years immediately preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of filing this Draft Red Herring Prospectus.

c. Our Group Companies do not have any interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery, etc.

**Common Pursuits between our Group Companies and our Company**

There are no common pursuits between our Group Companies and our Company.

Except as set forth in "***Restated Financial Statements– Note 47 – Related Party Disclosures***" beginning on page 269, our Group Companies have no business interest in our Company.

Except as set forth in "***Restated Financial Statements– Note 47 – Related Party Disclosures*** " beginning on page 269, there are no related business transactions within our Company and our Group Companies.

**Litigation involving our Group Companies**

As on the date of this Draft Red Herring Prospectus, there are no litigation proceedings involving our Group Companies, which has a material impact on our Company.

**Other confirmations**

The equity shares of our Group Companies are not listed on any stock exchange in India or abroad. Our Group Companies have not made any public/rights/composite issue of securities (as defined under the SEBI ICDR Regulations) in the three years immediately preceding the date of this Draft Red Herring Prospectus.

## DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable laws including the Companies Act, read with the rules notified thereunder, each as amended. We may retain all our future earnings, if any, for purposes to be decided by our Company, subject to compliance with the provisions of the Companies Act. The quantum of dividend, if any, will depend on a number of factors, including but not limited to profits earned and available for distribution during the relevant Financial Year, accumulated reserves including retained earnings, expected future capital/expenditure requirements, organic growth plans/expansions, proposed long-term investment, capital restructuring, debt reduction, crystallization of contingent liabilities, cash flows, current and projected cash balance, and external factors, including but not limited to the macro-economic environment, regulatory changes, technological changes and other factors like statutory and contractual restrictions.

As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under our current or future loan or financing documents. The amounts declared as dividends in the past are not necessarily indicative of our dividend amounts, if any, in the future. For more information on restrictive covenants under our current loan agreements, see "***Financial Indebtedness***" on page 275. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

Our Company has not declared any dividends on its Equity Shares during the last three Financial Years the six months period ended September 30, 2021 and the period from October 1, 2021 and until the date of this Draft Red Herring Prospectus.

See "***Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements***" on page 54.

## SECTION V – FINANCIAL INFORMATION

## RESTATED FINANCIAL STATEMENTS

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

**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION**

The Board of Directors
Cogent E-Services Limited
*(formerly known as Cogent E-Services Private Limited)*
C-100, Sector 63,
Noida - 201301

Dear Sirs,

1. We, Walker Chandiok & Co LLP, ('WCC LLP) and A A A M & Co. LLP (formerly known as A A A M & Co.) (the "AAAM" or "Other Auditor" or "Current Joint Auditor"), (together referred to as "Joint Auditors" or "us") have examined the attached Restated Financial Information of Cogent E-Services Limited *(formerly known as Cogent E-Services Private Limited )* (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at 30 September 2021, 31 March 2021, 31 March 2020 and 31 March 2019, the Restated Statements of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Cash Flow Statement for the six months period ended 30 September 2021 and for the years ended 31 March 2021, 31 March 2020 and 31 March 2019, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 13 January 2022 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed initial public offering of equity shares ("**IPO**") prepared in terms of the requirements of:

   a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
   b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); and
   c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited and Registrar of Companies, Delhi, in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2 to the Restated Financial Information. The Board of Director's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, SEBI ICDR Regulations and the Guidance Note.

3. We have examined such Restated Financial Information taking into consideration:

   a. The terms of reference and terms of our engagement agreed upon with you in accordance with engagement letter dated 25 November 2021 in connection with the proposed IPO of equity shares of the Issuer;
   b. The Guidance Note. 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 Financial Information; and
   d. The requirements of Section 26 of the Act and the SEBI ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Financial Information have been compiled by the management from:

   a. Audited special purpose interim Ind AS financial statements of the Company as at and for the six months period ended 30 September 2021 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on 13 January 2022.

   b. Audited Ind AS financial statements of the Company as at and for the years ended 31 March 2021, 31 March 2020 and 31 March 2019 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (the "Audited Financial Statements"), which have been approved by the Board of Directors at their meeting held on 30 October 2021, 26 November 2020 and 14 August 2019 respectively.

5. For the purpose of our examination, we have relied on:

   a. Auditors' reports issued by us dated 28 January 2022 on the Special Purpose Interim Ind AS financial statements of the Company as at and for the six months period ended 30 September 2021 as referred in Paragraph 4(a) above; and

   b. Auditors' Report issued by the previous Auditor, A A A M & Co LLP (formerly known as A A A M & Co), who are also the current joint auditors, dated 30 October 2021, 26 November 2020 and 14 August 2019 on the IND AS financial statements of the Company as at and for the years ended 31 March 2021, 31 March 2020 and 31 March 2019, as referred in Paragraph 4(b) above.

   The audits for the financial years ended 31 March 2021, 31 March 2020 and 31 March 2019 were conducted by the Company's Current Joint Auditor and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss (including other comprehensive income), statements of changes in equity and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information and (collectively, the “2021, 2020 and 2019 Restated Financial Information”) examined by them for the said years. The examination report included for the said years is based solely on the report submitted by the Current Joint Auditor

They have also confirmed that the financial years ended 31 March 2021,31 March 2020 and 31 March 2019 Restated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2021,31 March 2020 and 31 March 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months period ended 30 September 2021 and

b) have been prepared in accordance with the Act, SEBI ICDR Regulations and the Guidance Note.

6. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the previous Auditor, who are also the current joint auditor for the respective years, we report that the Restated Financial Information:

   a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2021, 31 March 2020 and 31 March 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months period ended 30 September 2021; and

   b. have been prepared in accordance with the Act, SEBI ICDR Regulations and the Guidance Note.

7. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Interim Ind AS financial statements and Audited 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 the Current Joint Auditors, 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 use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited, and Registrar of Companies, Delhi in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

**Neeraj Goel**
Partner
Membership No.: 099514

UDIN No.: 22099514AAAAAV7389

**Place:** Gurugram
**Date:** 28 January 2022

For **A A A M & Co LLP**
(formerly known as A A A M & Co)
Chartered Accountants
Firm Registration No.:  08113C| C400292

**Atul Agrawal**
Partner
Membership No.: 077293

UDIN No.: 22077293AAAAAC2209

**Place:** Noida
**Date:** 28 January 2022

**Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited)**
Corporate Identification Number (CIN): U72300DL2004PLC126944

## Restated Statement of Assets and Liabilities

(All amounts in Rs. millions, unless otherwise stated)

| Particulars | Notes | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Non-current assets** | | | | | |
| a) Property, plant and equipment | 5 | 278.16 | 256.49 | 250.37 | 245.83 |
| b) Right of use assets | 6 | 385.79 | 404.42 | 473.84 | 187.23 |
| c) Intangible assets | 7 | 24.26 | 27.30 | 33.77 | 38.85 |
| d) Intangible assets under development | 8 | 2.00 | - | - | - |
| e) Financial assets | | | | | |
| i) Investments | 9 | - | - | - | 19.99 |
| ii) Others | 10 | 160.61 | 22.38 | 17.16 | 11.92 |
| f) Deferred tax assets (net) | 22 | 0.02 | - | - | - |
| g) Non-current tax assets (net) | 11 | 6.74 | 6.74 | 108.61 | 45.80 |
| h) Other assets | 12 | 3.93 | 1.37 | 3.74 | 0.54 |
| **Total non-current assets** | | **861.51** | **718.70** | **887.49** | **550.16** |
| **Current assets** | | | | | |
| a) Financial assets | | | | | |
| i) Trade receivables | 13 | 435.83 | 388.11 | 496.90 | 456.43 |
| ii) Cash and cash equivalents | 14 | 6.29 | 75.08 | 53.45 | 59.92 |
| iii) Others | 15 | 441.69 | 255.00 | 72.23 | 10.59 |
| b) Other current assets | 16 | 3.30 | 3.29 | 1.20 | 1.80 |
| **Total current assets** | | **887.11** | **721.48** | **623.78** | **528.74** |
| **Total assets** | | **1,748.62** | **1,440.18** | **1,511.27** | **1,078.90** |
| **EQUITY AND LIABILITIES** | | | | | |
| **Equity** | | | | | |
| a) Equity share capital | 17 | 10.00 | 10.00 | 8.05 | 8.05 |
| b) Other equity | 18 | 880.36 | 637.02 | 443.13 | 350.88 |
| **Total equity** | | **890.36** | **647.02** | **451.18** | **358.93** |
| **LIABILITIES** | | | | | |
| **Non-current liabilities** | | | | | |
| a) Financial liabilities | | | | | |
| i) Borrowings | 19 | 84.80 | 99.41 | 62.96 | 59.97 |
| ii) Lease liabilities | 20 | 268.62 | 287.17 | 354.98 | 124.29 |
| b) Provisions | 21 | 18.61 | 17.13 | 13.36 | 8.98 |
| c) Deferred tax liabilities (net) | 22 | - | 2.46 | 10.02 | 14.66 |
| **Total non-current liabilities** | | **372.03** | **406.17** | **441.32** | **207.90** |
| **Current liabilities** | | | | | |
| a) Financial liabilities | | | | | |
| i) Borrowings | 23 | 47.79 | 54.76 | 253.06 | 285.35 |
| ii) Lease liabilities | 24 | 116.68 | 108.07 | 93.50 | 34.48 |
| iii) Trade payables | 25 | | | | |
| (A) total outstanding dues of micro enterprises and small enterprises | | 3.90 | 0.25 | 1.47 | 4.92 |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises | | 56.21 | 39.94 | 89.92 | 74.62 |
| iv) Other financial liabilities | 26 | 150.91 | 122.87 | 105.29 | 62.47 |
| b) Other current liabilities | 27 | 48.94 | 51.21 | 71.52 | 46.39 |
| c) Provisions | 28 | 6.07 | 6.69 | 4.01 | 3.84 |
| d) Current tax liabilities (net) | 29 | 55.73 | 3.20 | - | - |
| **Total current liabilities** | | **486.23** | **386.99** | **618.77** | **512.07** |
| **Total liabilities** | | **858.26** | **793.16** | **1,060.09** | **719.97** |
| **Total equity and liabilities** | | **1,748.62** | **1,440.18** | **1,511.27** | **1,078.90** |

The accompanying notes are an integral part of the restated financial information.

As per our report of even date.

**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

**Neeraj Goel**
Partner
Membership No. 099514

Date: January 28, 2022
Place: Gurugram

UDIN: 22099514AAAAAV7389

**For A A A M & CO LLP**
Chartered Accountants
Firm Registration No.: 08113C/C400292

**Atul Agrawal**
Designated Partner
Membership No. 077293

Date: January 28, 2022
Place: Noida

UDIN: 22077293AAAAAC2209

**For and on behalf of Board of Directors**
**Cogent E-Services Limited**

**Abhinav Singh**
Managing Director
DIN: 01351622

**Pranjal Kumar**
Director
DIN: 00400950

**Jaspreet Singh Arora**
Chief Financial Officer

**Niharika Agarwal**
Company Secretary
ACS No.: 50518

Date: January 28, 2022
Place: Noida

**Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited)**
Corporate Identification Number (CIN): U72300DL2004PLC126944

## Restated Statement of Profit and Loss

(All amounts in Rs. millions, unless otherwise stated)

| Particulars | Notes | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|---|
| **Income** | | | | | |
| Revenue from operations | 30 | 1,805.54 | 2,739.42 | 2,481.29 | 1,594.10 |
| Other income | 31 | 3.92 | 11.65 | 2.92 | 3.68 |
| **Total income** | | **1,809.46** | **2,751.07** | **2,484.21** | **1,597.78** |
| **Expenses** | | | | | |
| Employee benefits expense | 32 | 897.81 | 1,327.48 | 1,131.01 | 657.73 |
| Finance costs | 33 | 23.48 | 53.93 | 51.28 | 33.61 |
| Depreciation and amortisation expense | 34 | 88.86 | 174.53 | 137.10 | 78.40 |
| Other expenses | 35 | 474.44 | 919.36 | 1,045.12 | 766.47 |
| **Total expenses** | | **1,484.59** | **2,475.30** | **2,364.51** | **1,536.21** |
| **Profit before tax** | | **324.87** | **275.77** | **119.70** | **61.57** |
| **Tax expense** | **36** | | | | |
| Current tax | | **84.35** | **81.05** | **36.49** | **20.43** |
| Deferred tax (credit) | | (2.57) | (6.44) | (5.74) | (5.22) |
| **Profit after tax for the period/year** | | **243.09** | **201.16** | **88.95** | **46.36** |
| **Other comprehensive income** | | | | | |
| **Items that will not be reclassified to profit or loss in subsequent periods** | | | | | |
| Remeasurements of defined benefit plans | **44** | 0.34 | (4.38) | (2.30) | (0.95) |
| Income tax related to above item | **36** | (0.09) | 1.12 | 0.59 | 0.26 |
| **Other comprehensive income/(loss) for the period/year, net of tax** | | **0.25** | **(3.26)** | **(1.71)** | **(0.69)** |
| **Total comprehensive income for the period/year** | | **243.34** | **197.90** | **87.24** | **45.67** |
| **Earnings per equity share** | **37** | | | | |
| Basic (Rs.) | | 7.51 | 6.22 | 2.75 | 1.43 |
| Diluted (Rs.) | | 7.51 | 6.22 | 2.75 | 1.43 |

The accompanying notes are an integral part of the restated financial information.

As per our report of even date.

**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

**Neeraj Goel**
Partner
Membership No. 099514

Date: January 28, 2022
Place: Gurugram

UDIN: 22099514AAAAAV7389

**For A A A M & CO LLP**
Chartered Accountants
Firm Registration No.: 08113C/C400292

**Atul Agrawal**
Designated Partner
Membership No. 077293

Date: January 28, 2022
Place: Noida

UDIN: 22077293AAAAAC2209

**For and on behalf of Board of Directors**
**Cogent E-Services Limited**

**Abhinav Singh**
Managing Director
DIN: 01351622

**Pranjal Kumar**
Director
DIN: 00400950

**Jaspreet Singh Arora**
Chief Financial Officer

**Niharika Agarwal**
Company Secretary
ACS No.: 50518

Date: January 28, 2022
Place: Noida

**Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited)**
Corporate Identification Number (CIN): U72300DL2004PLC126944

**Restated Statement of Cash Flows**
(All amounts in Rs. millions, unless otherwise stated)

| | Particulars | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|---|
| A. | **Cash flows from operating activities** | | | | |
| | **Profit before tax** | **324.87** | **275.77** | **119.70** | **61.57** |
| | **Adjustments for :** | | | | |
| | Depreciation on property, plant and equipment | 24.30 | 49.30 | 50.54 | 41.08 |
| | Amortisation of right of use assets | 59.88 | 116.14 | 77.81 | 29.05 |
| | Amortisation on intangible assets | 4.68 | 9.09 | 8.75 | 8.27 |
| | Bad debts written off | 7.26 | 20.50 | 2.02 | - |
| | Loss on sale of property, plant and equipment | - | 1.90 | - | 0.35 |
| | Provision for doubtful debts | 1.48 | 0.66 | 1.46 | 1.52 |
| | Interest expense | 23.48 | 53.63 | 50.70 | 33.61 |
| | Gain on early termination of leases | - | (2.07) | - | - |
| | Interest income | (3.59) | (9.48) | (2.58) | (3.44) |
| | | **442.36** | **515.44** | **308.40** | **172.01** |
| | **Changes in operating assets and liabilities:** | | | | |
| | (Increase) in other current and non-current financial assets | (201.53) | (187.23) | (75.41) | (4.58) |
| | (Increase)/ Decrease in trade receivables | (56.47) | 87.63 | (43.95) | (147.44) |
| | (Increase)/ Decrease in other current assets | (0.01) | (2.08) | 0.59 | 86.66 |
| | (Decrease) in current and non-current provisions | 1.20 | 2.07 | 2.27 | 1.28 |
| | Increase/ (Decrease) in trade payables | 19.93 | (51.21) | 11.85 | 64.00 |
| | Increase/ (Decrease) in current financial liabilities | 27.34 | 27.50 | 46.53 | (37.62) |
| | (Decrease)/Increase in other current liabilities | (2.27) | (20.31) | 25.13 | (7.45) |
| | **Cash generated from operations** | **230.55** | **371.81** | **275.41** | **126.86** |
| | Income taxes paid (net of refund received) | (31.80) | 30.24 | (99.38) | (97.35) |
| | **Net cash flow from operating activities (A)** | **198.75** | **402.05** | **176.03** | **29.51** |
| B. | **Cash flows from investing activities** | | | | |
| | Payment for purchase of property, plant and equipment | (47.83) | (64.93) | (61.92) | (53.61) |
| | Payment for purchase of intangible assets | (3.64) | (2.62) | (3.67) | (1.00) |
| | Sale of investments | - | - | 19.99 | - |
| | Proceeds from sale of property, plant and equipment | - | 0.04 | - | 3.73 |
| | Investments in bank deposits | (121.73) | - | - | - |
| | Interest income | 1.92 | 0.15 | - | - |
| | **Net cash (outflow)/ inflow from investing activities (B)** | **(171.28)** | **(67.36)** | **(45.60)** | **(50.88)** |
| C. | **Cash flows from financing activities** | | | | |
| | Receipt of term loan from banks | 6.38 | 66.37 | 5.58 | 40.47 |
| | Repayment of term loans from banks | (13.71) | (17.66) | - | - |
| | Repayment of working facilities to banks (net) | - | (211.43) | - | - |
| | Receipt of working facilities from banks (net) | 1.93 | - | 9.06 | 121.04 |
| | Redemption of preference shares | - | - | (50.00) | - |
| | Receipt of loan from related parties | 16.10 | 69.39 | 60.00 | 17.60 |
| | Repayment of loan to related parties | (32.39) | (70.71) | (53.94) | (48.65) |
| | Interest on term loan and working capital facilities | (5.01) | (15.54) | (23.70) | (19.07) |
| | Lease rental paid | (69.56) | (133.48) | (83.90) | (31.56) |
| | **Net cash (outflow)/ inflow from financing activities (C)** | **(96.26)** | **(313.06)** | **(136.90)** | **79.83** |
| D. | **Net (decrease) / increase in cash and cash equivalents (A+B+C)** | **(68.79)** | **21.63** | **(6.47)** | **58.46** |
| E. | **Cash and cash equivalents at the beginning of the period /year** | 75.08 | 53.45 | 59.92 | 1.46 |
| | **Cash and cash equivalents at the end of the period/year (D+E)** | **6.29** | **75.08** | **53.45** | **59.92** |

*Reconciliation of cash and cash equivalents as per the cash flow statement*

| | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Cash and cash equivalents comprise of:** | | | | |
| Cash on hand | 0.32 | 0.25 | 0.24 | 0.32 |
| Bank balances [refer note 14] | | | | |
| In current accounts | 0.00 | 60.70 | 53.21 | 59.60 |
| Debit balance in working capital facility account | 5.97 | 14.13 | - | - |
| **Total** | **6.29** | **75.08** | **53.45** | **59.92** |

**Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited)**
Corporate Identification Number (CIN): U72300DL2004PLC126944

## Restated Statement of Cash Flows

**Reconciliation of liabilities arising from financing activities**

| Particulars | Short term borrowings | Long term borrowings | Lease liabilities |
|---|---|---|---|
| **As at April 01, 2018** | **132.80** | **77.75** | **103.40** |
| **Cash flows** | | | - |
| Lease rental paid | | - | (31.56) |
| Receipt of loan | 138.64 | 40.47 | - |
| Repayment of loan | (48.65) | - | - |
| **Non cash changes** | | | |
| Interest on liability component of compound financial instruments | - | 4.29 | - |
| Additions of lease liabilities | - | - | 76.68 |
| Interest expense on lease liabilities | - | - | 10.25 |
| **As at March 31, 2019** | **222.79** | **122.51** | **158.77** |
| **Cash flows** | | | |
| Lease rental paid | - | - | (83.90) |
| Receipt of loan | 69.06 | 5.58 | - |
| Repayment of loan | (53.94) | (50.00) | - |
| **Non cash changes** | | | |
| Additions of lease liabilities | - | - | 346.61 |
| Interest expense on lease liabilities | - | - | 27.00 |
| **As at March 31, 2020** | **237.91** | **78.09** | **448.48** |
| **Cash flows** | | | |
| Lease rental paid | - | - | (133.48) |
| Receipt of loan | 69.39 | 66.37 | - |
| Repayment of loan | (282.14) | (17.66) | - |
| **Non cash changes** | | | |
| Liability component of compound financial instruments | - | 2.05 | - |
| Interest on liability component of compound financial instruments | - | 0.16 | - |
| Additions of lease liabilities | - | - | 80.08 |
| Interest expense on lease liabilities | - | - | 37.93 |
| Deletion of lease liabilities | - | - | (37.77) |
| **As at March 31, 2021** | **25.16** | **129.01** | **395.24** |
| **Cash flows** | | | |
| Lease rental paid | - | - | (69.56) |
| Receipt of loan | 18.03 | 6.38 | - |
| Repayment of loan | (32.39) | (13.71) | - |
| **Non cash changes** | | | |
| Interest on liability component of compound financial instruments | - | 0.10 | - |
| Additions of lease liabilities | - | - | 41.25 |
| Interest expense on lease liabilities | - | - | 18.37 |
| **As at September 30, 2021** | **10.80** | **121.78** | **385.30** |

The accompanying notes are an integral part of the restated financial information.

As per our report of even date.

**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

**Neeraj Goel**
Partner
Membership No. 099514

Date: January 28, 2022
Place: Gurugram

UDIN: 22099514AAAAAV7389

**For A A A M & CO LLP**
Chartered Accountants
Firm Registration No.: 08113C/C400292

**Atul Agrawal**
Designated Partner
Membership No. 077293

Date: January 28, 2022
Place: Noida

UDIN: 22077293AAAAAC2209

**For and on behalf of Board of Directors**
**Cogent E-Services Limited**

**Abhinav Singh**
Managing Director
DIN: 01351622

**Pranjal Kumar**
Director
DIN: 00400950

**Jaspreet Singh Arora**
Chief Financial Officer

**Niharika Agarwal**
Company Secretary
ACS No.: 50518

Date: January 28, 2022
Place: Noida

**Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited)**
Corporate Identification Number (CIN): U72300DL2004PLC126944

## Restated Statement of Changes in Equity
(All amounts in Rs. millions, unless otherwise stated)

| | Notes | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| **A. Equity share capital** | **17** | | | | |
| Balance at the beginning of the period/year | | 10.00 | 8.05 | 8.05 | 8.05 |
| Changes in equity share capital during the period/year | | - | 1.95 | - | - |
| **Balance at the end of the period/year** | | **10.00** | **10.00** | **8.05** | **8.05** |

**B. Other equity**

| | Securities premium | Retained earnings | Equity component of compound financial instrument | Total |
|---|---|---|---|---|
| Balance as at April 01, 2018 | 66.22 | 220.92 | 18.07 | 305.21 |
| Profit for the year | - | 46.36 | - | 46.36 |
| Other comprehensive (loss) | - | (0.69) | - | (0.69) |
| **Balance as at March 31, 2019** | **66.22** | **266.59** | **18.07** | **350.88** |
| **Ind AS 116 transition impact - (net of tax) (refer note 38)** | **-** | 5.01 | **-** | 5.01 |
| Balance as at April 01, 2019 | 66.22 | 271.60 | 18.07 | 355.89 |
| Profit for the year | - | 88.95 | - | 88.95 |
| Other comprehensive (loss) | - | (1.71) | - | (1.71) |
| **Balance as at March 31, 2020** | **66.22** | **358.84** | **18.07** | **443.13** |
| Balance as at April 01, 2020 | 66.22 | 358.84 | 18.07 | 443.13 |
| Profit for the year | - | 201.16 | - | 201.16 |
| Shares issued during the year | - | - | 2.95 | 2.95 |
| Other comprehensive (loss) | - | (3.26) | - | (3.26) |
| Amount utilised for bonus issue of equity shares | - | (1.96) | - | (1.96) |
| Amount utilised for bonus issue of preference shares | - | (5.00) | - | (5.00) |
| **Balance as at March 31, 2021** | **66.22** | **549.78** | **21.02** | **637.02** |
| Balance as at April 01, 2021 | 66.22 | 549.78 | 21.02 | 637.02 |
| Profit for the period | - | 243.09 | - | 243.09 |
| Other comprehensive income | - | 0.25 | - | 0.25 |
| **Balance as at September 30, 2021** | **66.22** | **793.12** | **21.02** | **880.36** |

The accompanying notes are an integral part of the restated financial information.

As per our report of even date.

**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

**Neeraj Goel**
Partner
Membership No. 099514

Date: January 28, 2022
Place: Gurugram

UDIN: 22099514AAAAAV7389

**For A A A M & CO LLP**
Chartered Accountants
Firm Registration No.: 08113C/C400292

**Atul Agrawal**
Designated Partner
Membership No. 077293

Date: January 28, 2022
Place: Noida

UDIN: 22077293AAAAAC2209

**For and on behalf of Board of Directors**
**Cogent E-Services Limited**

**Abhinav Singh**
Managing Director
DIN: 01351622

**Pranjal Kumar**
Director
DIN: 00400950

**Jaspreet Singh Arora**
Chief Financial Officer

**Niharika Agarwal**
Company Secretary
ACS No.: 50518

Date: January 28, 2022
Place: Noida

## Notes to the Restated Financial Information

**1 Corporate information**

Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited) ('the Company') is a Limited Company, domiciled in India and incorporated under the provision of the Companies Act, 1956 on June 15, 2004. The Company is engaged in the business of provisioning of IT enabled services in India. Registered office of the Company is situated at Level 2, Elegance Tower, Old Mathura Road, Jasola, New Delhi-110025, India.

The Company has converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on December 31, 2021 and consequently the name of the Company has changed to Cogent E-Services Limited pursuant to a fresh certificate of incorporation by the Registrar of Companies, Delhi on January 11, 2022.

**2 Basis of preparation**

The Restated Financial Information relates to the Company and has been specifically prepared for inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed with Securities and Exchange Board of India (SEBI), National Stock Exchange of India Limited and BSE Limited in connection with the proposed Initial Public Offer ('IPO') of its equity shares. The Restated Financial Information comprise of the Restated Balance Sheet as at 30 September 2021, 31 March 2021, 31 March 2020 and 31 March 2019, the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Cash Flow Statement, the Restated Statement of Changes in Equity and Notes forming part of the restated financial information for the period/years ended 30 September 2021, 31 March 2021, 31 March 2020 and 31 March 2019 (hereinafter collectively referred to as "Restated Financial Information").

The Restated Financial Information has been prepared by the Management of the Company to comply with the requirements of:
a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

The restated financial information has been compiled by the Company from:
a) The audited special purpose interim financial statements of the Company for the six months period ended September 30, 2021 have been prepared in accordance with the recognition and measurement principles of Ind AS 34, Interim Financial Reporting as issued under the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 (the Act), which have been approved by the Board of Directors at their meeting held on January 28, 2022.
b) The audited financial statements of the Company for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 which have been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Act as amended from time to time, which have been approved by the Board of Directors at their meetings held on 30 October 2021, 26 November 2020 and 14 August 2019 respectively.

The accounting policies have been consistently applied by the Company in preparation of the Restated Financial Information and are consistent with those adopted in the preparation of financial statements for the period ended September 30, 2021. This Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting on the audited consolidated financial statements mentioned above.

The Restated Financial Information have been prepared so as to contain information/disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:
a) Adjustments to the profits of the earlier periods and of the period in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
b) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the Company for the period ended 30 September 2021 and the requirements of the SEBI Regulations, if any;
c) The resultant impact of tax due to the aforesaid adjustments, if any.

The audited special purpose interim financial statements for the six months period ended September 30, 2021 and audited financial statements of the Company for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 have been prepared by the Company under Ind AS notified under Section 133 of the Companies Act, 2013. The same is in compliance with general directions from SEBI vide their email dated October 28, 2021 through Association of Investment Bankers of India.

Further, these Restated Financial Information are in compliance with the amendments made to Schedule III with effect from 1 April 2021.

The Restated Financial Information have been prepared on the historical cost basis. The financial statements are presented in INR and all values are rounded to the nearest million (INR 000,000), except when otherwise indicated.

**3 Use of estimates and judgements**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates are recognized prospectively in current and future periods. Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

**a) Significant estimates**

Useful lives of depreciable/amortisable assets

Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

**b) Significant judgments**

Contingent liabilities

At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Impairment of financial assets

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding financial assets.

Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**4 Summary of significant accounting policies**

**a) Current Vs Non current classification**

The company presents assets and liabilities in the Balance Sheet base on current/non-current classification.

An asset is current when it is:

i) Expected to be realised or intended to be sold or consumed in normal operating cycle
ii) Held primarily for the purpose of trading
iii) Expected to be realised within twelve months after the reporting period, or
iv) Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current

**A liability is current when it is:**

i) Expected to be settled in normal operating cycle
ii) Held primarily for the purpose of trading
iii) Due to be settled within twelve months after the reporting period, or
iv) There is no unconditional right to defer the settlement of the liablility for at least twelve months after the reporting period.

All other liabilities are treated as non-current

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has evaluated and considered its operating cycle as 12 months.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## Notes to the Restated Financial Information

**b) Property, plant and equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by Management. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of respective asset if the recognition criteria for a provision are met.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

Gains or losses arising on sale/disposal of items of property, plant and equipment are recognised in statement of profit and loss.

The Company depreciates property, plant and equipment over their estimated useful lives using the Straight line method ( SLM). The estimated useful lives of assets are as follows:

| Asset Category | Life in Year | Basis for useful life |
|---|---|---|
| Building | Life as prescribed under Schedule-II of Companies Act, 2013 | |
| Furniture and Fixtures | | |
| Electrical Installations | | |
| Vehicles | | |
| Computers | 5 | Based on internal assessment by technical personnel |
| Plant and Machinery | 10 | |
| Office Equipments | 10 | |
| Transformer | 15 | |
| Solar System | 15 | |
| Leasehold land | Is amortised equally over the remaining life of the lease term. | |

Based on an internal assessment, the Management believes that the useful lives as given above represents the period over which Management expects to use the assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

The Company has evaluated the applicability of component accounting as prescribed under Ind AS 16, Property, plant and equipment, and Schedule II of the Companies Act, 2013, the Management has not identified any significant component having different useful lives. Schedule II requires the Company to identify and depreciate significant components with different useful lives separately.

Depreciation methods, useful lives and residual values are reviewed periodically and updated as required, including at each financial year end.

**Notes to the Restated Financial Information**

**c) Intangible assets**

Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortisation and impairment. Advances paid towards the acquisition of intangible assets outstanding at each Balance Sheet date are disclosed as other non-current assets and the cost of intangible asets not ready for their intended use before such date are disclosed as intangible assets under development.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Computer software is being amortised over a period of seven years on a straight line basis.

The above periods also represent the management's estimation of economic useful life of the respective intangible assets. Amortisation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

**d) Impairment of property, plant and equipment and intangible assets**

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognised are accordingly reversed in the Statement of Profit and Loss.

**e) Revenue from contract with customer**

The specific recognition criteria described below must also be met before revenue is recognised.

**Sale of services**

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be measured reliably.

Arrangement with customers for services rendered by the Company are on time and material. Revenue from contracts on time and material basis is recognised as the related services are performed. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue is measured based on the transaction price, which is the consideration, adjusted for penalties, incentives and other variable considerations, if any, as specified in the contracts with the customers.

**Finance income:**

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate(EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

**Contract balances**

**Contract assets:**

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Company provides services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Revenues in excess of invoicing are also classified as contract assets (which we refer to as Unbilled Revenue).

**Trade receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section 4 (l) Financial instruments – initial recognition and subsequent measurement.

**f) Employee benefits**

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee Benefits.

**Defined contribution plan**

The Company makes payments to defined contribution plans such as provident fund and employees' state insurance. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

**Defined benefit plan**

**Gratuity**

The liability recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The net interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**Other long-term employee benefits:**

Other long-term employee benefits are recognised as an expense in the Statement of Profit and Loss as and when they accrue. The Company determines the liability using the Projected Unit Credit Method, with actuarial valuations carried out as at the balance sheet date. Actuarial gains and losses in respect of such benefits are charged to the Statement of Profit and Loss.

**Short-term employee benefits**

Employee benefits payable within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense in statement of profit and loss as the related service is rendered by employees.

**g) Leases**

The Company has lease contracts for buildings and movable fixed assets used in its operations. Lease terms generally ranges between 3 and 15 years.

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For the purpose of preparing restated financal information, Ind AS 116 has been applied retrospectively with effect from 01 April 2018.

**Company as a lessee**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

**(i) Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows: If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-ofuse assets are also subject to impairment.

**(ii) Lease Liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

**(iii) Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

**Notes to the Restated Financial Information**

**h) Foreign currency transactions**

**Functional and presentation currency**

The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees (₹).

**Transactions and balances**

Initial recognition

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the date of the transaction.

Measurement at reporting date

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non- monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences on restatement/ settlement of all monetary items are recognized in the Statement of Profit and Loss.

**i) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**j) Income taxes**

Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax losses/minimum alternate tax (MAT) credit are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss/MAT credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

**Notes to the Restated Financial Information**

**k) Provisions and contingencies**

**Provisions**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

**Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

**Contingent assets**

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

**l) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Recognition and initial measurement**

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

**Classification and subsequent measurement**

Financial assets

On initial recognition, a financial asset is classified as measured at
- amortised cost;
- fair value through profit or loss ('FVTPL')

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions:
- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. The Company does not have any fixed liabilities under the category of FVTPL.

**Derecognition**

Financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

Financial liabilities

The Company de-recognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also de-recognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in statement of profit and loss.

**Offsetting**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**m) Impairment of financial assets**

In accordance with Ind AS 109 Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

The Company tracks credit risk and changes thereon for each customer. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, life time ECL is used. If in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:
(i). All contractual terms of the financial instrument over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
(ii). Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Company uses default rate for credit risk to determine impairment loss allowance on portfolio of its trade receivables.
ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:
a. Financial assets measured as at amortised cost, contractual revenue receivables : ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

**Trade receivables**

The Company applies approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

**Other financial assets**

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

**Notes to the Restated Financial Information**

**n) Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
• In the principal market for the asset or liability, or
• In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must beaccessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurements as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined the classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liabilities and the level of the fair value hierarchy as explained above.

**o) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at banks and on hand and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**p) Cash flow statement**

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated.

**q) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ( CODM ). The CODM evaluates the Company's performance and allocates resources based on an analysis of IT enabled services.

The Company is predominantly engaged in the business of IT enabled services, which constitutes a single business segment and is governed by similar set of risks and returns.

**r) Earnings per Share (EPS)**

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year end, except where the results would be anti-dilutive.

The number of equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

## Notes to the Restated Financial Information

(All amounts in Rs. millions, unless otherwise stated)

**5: Property, plant and equipment**

| Particulars | Buildings (refer note 3) | Plant and machinery | Furniture and fixtures | Office equipments | Computers | Vehicles | Electric installations | Total |
|---|---|---|---|---|---|---|---|---|
| **Gross block** | | | | | | | | |
| **As at April 01, 2018** | **62.25** | **26.41** | **39.65** | **31.53** | **100.20** | **41.43** | **17.79** | **319.26** |
| Additions | - | 2.03 | 13.65 | 4.29 | 38.82 | 7.64 | 0.26 | **66.69** |
| Deletions | - | - | - | - | - | (6.87) | - | **(6.87)** |
| **As at March 31, 2019** | **62.25** | **28.44** | **53.30** | **35.82** | **139.02** | **42.20** | **18.05** | **379.08** |
| Additions | - | 2.32 | 6.74 | 4.37 | 39.71 | - | 1.94 | 55.08 |
| Deletions | - | - | - | | - | - | - | - |
| **As at March 31, 2020** | **62.25** | **30.76** | **60.04** | **40.19** | **178.73** | **42.20** | **19.99** | **434.16** |
| Additions | - | 1.85 | 8.41 | 13.14 | 33.96 | - | - | 57.36 |
| Deletions | - | - | - | - | - | (16.34) | - | (16.34) |
| **As at March 31, 2021** | **62.25** | **32.61** | **68.45** | **53.33** | **212.69** | **25.86** | **19.99** | **475.18** |
| Additions | - | **4.40** | **3.11** | **2.88** | **27.23** | **8.35** | - | **45.97** |
| Deletions | - | - | - | - | - | - | - | - |
| **As at September 30, 2021** | **62.25** | **37.01** | **71.56** | **56.21** | **239.92** | **34.21** | **19.99** | **521.15** |
| **Accumulated depreciation** | | | | | | | | |
| **Balance as at 01 April 2018** | **2.82** | **8.76** | **12.53** | **12.33** | **41.36** | **12.19** | **4.96** | **94.95** |
| Charge for the year | 1.00 | 3.30 | 4.97 | 4.51 | 20.12 | 5.23 | 1.95 | **41.08** |
| Deletions | - | - | - | - | - | (2.78) | - | **(2.78)** |
| **Balance as at March 31, 2019** | **3.82** | **12.06** | **17.50** | **16.84** | **61.48** | **14.64** | **6.91** | **133.25** |
| Charge for the year | 1.00 | 3.35 | 6.08 | 4.37 | 28.53 | 5.27 | 1.94 | 50.54 |
| Deletions | - | - | - | - | - | - | - | - |
| **Balance as at March 31, 2020** | **4.82** | **15.41** | **23.58** | **21.21** | **90.01** | **19.91** | **8.85** | **183.79** |
| Charge for the year | 1.00 | 3.20 | 6.29 | 4.21 | 27.34 | 5.25 | 2.01 | 49.30 |
| Deletions | - | - | - | - | - | (14.40) | - | (14.40) |
| **As at March 31, 2021** | **5.82** | **18.61** | **29.87** | **25.42** | **117.35** | **10.76** | **10.86** | **218.69** |
| Charge for the Period | **0.50** | **1.45** | **3.02** | **2.50** | **13.89** | **2.01** | **0.93** | **24.30** |
| Deletions | - | - | - | - | - | - | - | - |
| **Balance as at September 30, 2021** | **6.32** | **20.06** | **32.89** | **27.92** | **131.24** | **12.77** | **11.79** | **242.99** |
| **Net block as at March 31, 2019** | **58.43** | **16.38** | **35.80** | **18.98** | **77.54** | **27.56** | **11.14** | **245.83** |
| **Net block as at March 31, 2020** | **57.43** | **15.35** | **36.46** | **18.98** | **88.72** | **22.29** | **11.14** | **250.37** |
| **Net block as at March 31, 2021** | **56.43** | **14.00** | **38.58** | **27.91** | **95.34** | **15.10** | **9.13** | **256.49** |
| **Net block as at September 30, 2021** | **55.93** | **16.95** | **38.67** | **28.29** | **108.68** | **21.44** | **8.20** | **278.16** |

Note 1: Refer note no 46(a) for disclosure of contractual commitment for the acquisition of property, plant and equipment.

Note 2: Refer note 19 and note 23 for property plant, plant and equipment pledged as security.

Note:3: The Company had constructed the building on leasehold land which are shown under note 6- Right of use assets. Accordingly, there is no requirement to have a separate title deed for building.

**Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited)**
Corporate Identification Number (CIN): U72300DL2004PLC126944

## Notes to the Restated Financial Information

(All amounts in Rs. millions, unless otherwise stated)

**6 :Right of use assets**

| Particulars | Leasehold land | Buildings | Computers | Office equipment | Total |
|---|---|---|---|---|---|
| **Gross block** | | | | | |
| **As at 01 April 2018** | 32.07 | 105.21 | - | - | **137.28** |
| Additions | - | 80.31 | - | - | 80.31 |
| Deletions | - | - | - | - | - |
| **As at March 31, 2019** | **32.07** | **185.52** | **-** | **-** | **217.59** |
| **Ind AS 116 transition impact (refer note 38)** | **-** | **(21.91)** | **-** | **-** | **(21.91)** |
| **As at April 01, 2019** | **32.07** | **163.61** | **-** | **-** | **195.68** |
| Additions | - | 346.92 | 7.77 | 3.03 | 357.72 |
| Deletions | - | - | - | - | - |
| **As at March 31, 2020** | **32.07** | **510.53** | **7.77** | **3.03** | **553.40** |
| Additions | - | 67.72 | 3.34 | 11.36 | 82.42 |
| Deletions | - | (58.54) | - | - | (58.54) |
| **As at March 31, 2021** | **32.07** | **519.71** | **11.11** | **14.39** | **577.28** |
| Additions | - | 41.25 | - | - | **41.25** |
| Deletions | - | - | - | - | - |
| **As at September 30, 2021** | **32.07** | **560.96** | **11.11** | **14.39** | **618.53** |
| **Accumulated amortisation** | | | | | |
| **As at 01 April 2018** | 1.31 | - | - | - | 1.31 |
| Amortisation for the year | 0.44 | 28.61 | - | - | 29.05 |
| Deletions | | | | | |
| **As at March 31, 2019** | **1.75** | **28.61** | **-** | **-** | **30.36** |
| **Ind AS 116 transition impact (refer note 38)** | **-** | **(28.61)** | **-** | **-** | **(28.61)** |
| **As at April 01, 2019** | **1.75** | **(0.00)** | **-** | **-** | **1.75** |
| Amortisation for the year | 0.44 | 76.97 | 0.32 | 0.08 | 77.81 |
| Deletions | - | - | - | - | - |
| **As at March 31, 2020** | **2.19** | **76.97** | **0.32** | **0.08** | **79.56** |
| Amortisation for the year | 0.44 | 111.56 | 2.05 | 2.09 | 116.14 |
| Deletions | - | (22.84) | - | - | (22.84) |
| **As at March 31, 2021** | **2.63** | **165.69** | **2.37** | **2.17** | **172.86** |
| Amortisation for the year | 0.22 | 57.49 | 1.07 | 1.10 | 59.88 |
| Deletions | - | - | - | - | - |
| **As at September 30, 2021** | **2.85** | **223.18** | **3.44** | **3.27** | **232.74** |
| **Net block as at March 31, 2019** | **30.32** | **156.91** | **-** | **-** | **187.23** |
| **Net block as at April 01, 2019** | **30.32** | **163.61** | **-** | **-** | **193.93** |
| **Net block as at March 31, 2020** | **29.88** | **433.56** | **7.45** | **2.95** | **473.84** |
| **Net block as at March 31, 2021** | **29.44** | **354.02** | **8.74** | **12.22** | **404.42** |
| **Net block as at September 30, 2021** | **29.22** | **337.78** | **7.67** | **11.12** | **385.79** |

Note 1: Refer note 19 and note 23 for right of use assets pledged as security.

## Notes to the Restated Financial Information
(All amounts in Rs. millions, unless otherwise stated)

**7: Intangible assets**

| Particulars | Software | Total |
|---|---|---|
| | | |
| **Gross block** | | |
| **As at 01 April 2018** | **61.16** | **61.16** |
| | | |
| Additions | 1.00 | 1.00 |
| Deletions | - | - |
| **As at March 31, 2019** | **62.16** | **62.16** |
| | | |
| Additions | 3.67 | 3.67 |
| Deletions | - | - |
| **As at March 31, 2020** | **65.83** | **65.83** |
| | | |
| Additions | 2.62 | 2.62 |
| Deletions | - | - |
| **As at March 31, 2021** | **68.45** | **68.45** |
| | | |
| Additions | 1.64 | 1.64 |
| Deletions | - | - |
| **As at September 30, 2021** | **70.09** | **70.09** |
| | | |
| **Accumulated Amortisation** | | |
| **As at 01 April 2018** | **15.04** | **15.04** |
| | | |
| Amortisation for the year | 8.27 | **8.27** |
| Deletions | - | - |
| **As at March 31, 2019** | **23.31** | **23.31** |
| | | |
| Amortisation for the year | 8.75 | 8.75 |
| Deletions | - | - |
| **As at March 31, 2020** | **32.06** | **32.06** |
| | | |
| Amortisation for the year | 9.09 | 9.09 |
| Deletions | - | - |
| **As at March 31, 2021** | **41.15** | **41.15** |
| | | |
| Amortisation for the period | 4.68 | 4.68 |
| Deletions | - | - |
| **As at September 30, 2021** | **45.83** | **45.83** |
| | | |
| **Net block as at March 31, 2019** | **38.85** | **38.85** |
| | | |
| **Net block as at March 31, 2020** | **33.77** | **33.77** |
| | | |
| **Net block as at March 31, 2021** | **27.30** | **27.30** |
| | | |
| **Net block as at September 30, 2021** | **24.26** | **24.26** |

Note 1: Refer note no 46(a) for disclosure of contractual commitment for the acquisition of intangible assets.

## Notes to the Restated Financial Information

(All amounts in Rs. millions, unless otherwise stated)

| 8 Intangible assets under development | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Website under development | 2.00 | - | - | - |
| | **2.00** | **-** | **-** | **-** |

Note: Refer note no 46 for disclosure of contractual commitment for the acquisition of Intangible assets.

**Intangible assets under development ageing.**

| Particular | September 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|---|
| Less than 1 year | 2.00 | - | - | - |
| 1-2 years | - | - | - | - |
| 2-3 years | - | - | - | - |
| More than 3 years | - | - | - | - |
| **Total** | **2.00** | **-** | **-** | **-** |

| 9 Non-current financial assets - Investments | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Investment in equity instruements** | | | | |
| **Investment in unquoted equity instruments - at fair value** | | | | |
| (3,332 equity shares of Rs. 10 each at a premium of Rs. 5,990 held in Refiral Solutions Private Limited - refer note 51) | - | - | - | 19.99 |
| | **-** | **-** | **-** | **19.99** |

| 10 Non-current financial assets - Others | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Unsecured, considered good (unless otherwise stated) | | | | |
| Fixed deposits with maturity of more than 12 months ( refer notes below) | 121.73 | - | - | - |
| Security deposits | 38.88 | 22.38 | 17.16 | 11.92 |
| | **160.61** | **22.38** | **17.16** | **11.92** |

Note 1: Fixed deposit amounting to Rs. 100.00 million pledged as security against working capital facilities taken from bank. (refer note 23).

Note 2: Fixed deposit amounting to Rs. 19.90 million are under lien against working capital facilities taken from bank. (refer note 23).
Note 3: Fixed deposits include accrued interest as at September 30, 2021 amounting to Rs. 1.83 million.

| 11 Non-current tax assets (net) | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Income-tax paid (including tax deducted at source) | 6.74 | 6.74 | 108.61 | 45.80 |
| | **6.74** | **6.74** | **108.61** | **45.80** |

| 12 Non-current assets - Others | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Capital advances | 3.93 | 1.37 | 3.74 | 0.54 |
| | **3.93** | **1.37** | **3.74** | **0.54** |

## Notes to the Restated Financial Information
(All amounts in Rs. millions, unless otherwise stated)

| 13 Trade receivables | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Unsecured** | | | | |
| Trade receivables– considered good | 435.83 | 388.11 | 496.90 | 456.43 |
| Trade receivables – which have significant increase in credit risk | 5.13 | 3.65 | 2.99 | 1.52 |
| | **440.96** | **391.76** | **499.89** | **457.95** |
| Less: Allowance for expected credit loss | 5.13 | 3.65 | 2.99 | 1.52 |
| | **435.83** | **388.11** | **496.90** | **456.43** |

a) Trade receivables ageing

| Particular | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **(i) Undisputed trade receivables - considered good** | | | | |
| **Outstanding for the following periods from the due date of payments** | | | | |
| Less than 6 months | 425.47 | 365.80 | 484.06 | 444.84 |
| 6 months - 1 year | 0.35 | 6.29 | 1.37 | 0.34 |
| 1-2 years | 5.18 | 3.22 | 4.48 | 5.19 |
| 2-3 years | 4.83 | - | 3.07 | 5.08 |
| More than 3 years | - | 12.80 | 3.92 | 0.98 |
| **(ii) Disputed trade receivables - considered good** | - | - | - | - |
| **Total** | **435.83** | **388.11** | **496.90** | **456.43** |
| **(i) Undisputed trade receivables - which have significant increase in credit risk** | | | | |
| **Outstanding for the following periods from the due date of payments** | | | | |
| Less than 6 months | 3.57 | 3.44 | 2.91 | 1.49 |
| 6 months - 1 year | 0.00 | 0.06 | 0.01 | - |
| 1-2 years | 0.04 | 0.03 | 0.03 | 0.02 |
| 2-3 years | 1.52 | - | 0.02 | 0.01 |
| More than 3 years | - | 0.12 | 0.02 | - |
| **(ii) Disputed trade receivables - which have significant increase in credit risk** | - | - | - | - |
| **Total** | **5.13** | **3.65** | **2.99** | **1.52** |

b) Unbilled receivable are shown under current financial assets - others. (refer note 15).
c) Refer note 19 and note 23 for trade receivable pledged as security.

| 14 Cash and cash equivalents | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Bank balances | | | | |
| In current accounts | 0.00 | 60.70 | 53.21 | 59.60 |
| Debit balance in working capital facility account ( refer note 23) | 5.97 | 14.13 | - | - |
| Cash on hand | 0.32 | 0.25 | 0.24 | 0.32 |
| | **6.29** | **75.08** | **53.45** | **59.92** |

| 15 Current financial assets - others | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Unbilled revenue | 424.10 | 225.46 | 37.77 | - |
| Security deposits | 17.59 | 29.54 | 34.46 | 10.59 |
| | **441.69** | **255.00** | **72.23** | **10.59** |

| 16 Other current assets | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Advances other than capital advances | 0.78 | 2.39 | 0.60 | 0.53 |
| Prepaid expenses | 2.52 | 0.90 | 0.60 | 1.27 |
| | **3.30** | **3.29** | **1.20** | **1.80** |

## Notes to the Restated Financial Information
(All amounts in Rs. millions, unless otherwise stated)

| 17 Share capital | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **(A) Authorised equity share capital ( refer note 52)** | | | | |
| 1,000,000 (31 March 2021: 1,000,000, 31 March 2020: 1,000,000, 31 March 2019: 1,000,000) equity shares of Rs 10 each* | 10.00 | 10.00 | 10.00 | 10.00 |
| **Total authorised equity share capital** | **10.00** | **10.00** | **10.00** | **10.00** |
| **Issued, subscribed and paid-up equity share capital ( refer note 52)** | | | | |
| 1,000,000 (31 March 2021: 1,000,000, 31 March 2020: 805,049, 31 March 2019: 805,049) equity shares of Rs 10 each* | 10.00 | 10.00 | 8.05 | 8.05 |
| **Total issued equity share capital** | **10.00** | **10.00** | **8.05** | **8.05** |

**Notes:**

(a) **Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period/year**

| Particulars | As at September 30, 2021 | | March 31, 2021 | |
|---|---|---|---|---|
| | No. of shares | Amount | No. of shares | Amount |
| At the beginning of the period/year | 10,00,000 | 10.00 | 8,05,049 | 8.05 |
| Movement during the period/year | - | - | 1,94,951 | 1.95 |
| **At the end of the period/year** | **10,00,000** | **10.00** | **10,00,000** | **10.00** |

| Particulars | March 31, 2020 | | March 31, 2019 | |
|---|---|---|---|---|
| | No. of shares | Amount | No. of shares | Amount |
| At the beginning of the period/year | 8,05,049 | 8.05 | 8,05,049 | 8.05 |
| Movement during the period/year | - | - | - | - |
| **At the end of the period/year** | **8,05,049** | **8.05** | **8,05,049** | **8.05** |

(b.1) **Terms/ rights attached to equity shares**
The Company has only one class of equity shares having par value of Rs 10 per share*. Each holder of equity shares is entitled to one vote per share.
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.

(b.2) **Terms/ rights attached to preference shares**
(b.2.1) **0% Redeemable Preference shares issued during financial year 2020-21 ( refer note 52(b))**
The preference shares issued as a part of bonus issue are 0 % cumulative redeemable preference shares and not carrying any voting rights.
(b.2.2) **0% Redeemable Preference shares issued during financial year 2014-15**
The preference shares issued during FY 2014-15 are 0 % cumulative redeemable preference shares and did not carry any voting rights.

(c) **Details of equity shareholders holding more than 5% equity shares in the Company**

| | As at September 30, 2021 | | As at March 31, 2021 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| **Equity shares of Rs. 10 each* fully paid up** | | | | |
| Mr. Gaurav Abrol | 1,62,576 | 16.26 | 1,62,576 | 16.26 |
| Mr. Abhinav Singh | 1,62,566 | 16.26 | 1,62,576 | 16.26 |
| Mr. Arunabh Singh | 1,62,576 | 16.26 | 1,62,576 | 16.26 |
| Mr. Pranjal Kumar | 1,62,576 | 16.26 | 1,62,576 | 16.26 |
| M/s Boomerang Technology LLP | 1,94,272 | 19.43 | 1,94,272 | 19.43 |
| M/s TSSR Technology LLP | 1,55,424 | 15.53 | 1,55,424 | 15.53 |
| **Total** | **9,99,990** | **100.00** | **10,00,000** | **100.00** |

(All amounts in Rs. millions, unless otherwise stated)

| | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| **Equity shares of Rs. 10 each* fully paid up** | | | | |
| Mr. Gaurav Abrol | 1,30,882 | 16.26 | 1,30,882 | 16.26 |
| Mr. N K Chaudhary | - | - | 62,500 | 7.77 |
| Mrs. Arun Chaudhary | - | - | 62,500 | 7.77 |
| Mr. Abhinav Singh | 1,30,882 | 16.26 | 68,382 | 8.49 |
| Mr. Arunabh Singh | 1,30,882 | 16.26 | 68,382 | 8.49 |
| Mr. Pranjal Kumar | 1,30,882 | 16.26 | 83,382 | 10.36 |
| Mrs. Nishi Kumar | - | - | 47,500 | 5.90 |
| M/s Boomerang Technology LLP | 1,56,397 | 19.43 | 1,56,397 | 19.43 |
| M/s TSSR Technology LLP | 1,25,124 | 15.53 | 1,25,124 | 15.53 |
| **Total** | **8,05,049** | **100.00** | **8,05,049** | **100.00** |

(d) **Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting period/year.**

The Company has issued 194,951 equity shares and 500,000, 0 % cumulative redeemable preference shares as bonus share against the utilisation of free reserves during financial year 2020-21.

(e ) **Shares held by promoters at the end of the period/year.**

| | As at September 30, 2021 | | As at March 31, 2021 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| i) **Equity shares of Rs. 10 each* fully paid up** | | | | |
| Mr. Gaurav Abrol | 1,62,576 | 16.26 | 1,62,576 | 16.26 |
| Mr. Abhinav Singh | 1,62,566 | 16.26 | 1,62,576 | 16.26 |
| Mr. Arunabh Singh | 1,62,576 | 16.26 | 1,62,576 | 16.26 |
| Mr. Pranjal Kumar | 1,62,576 | 16.26 | 1,62,576 | 16.26 |
| M/s Boomerang Technology LLP | 1,94,272 | 19.43 | 1,94,272 | 19.43 |
| M/s TSSR Technology LLP | 1,55,424 | 15.53 | 1,55,424 | 15.53 |
| **Total** | **9,99,990** | **100.00** | **10,00,000** | **100.00** |

| | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| **Equity shares of Rs. 10 each* fully paid up** | | | | |
| Mr. Gaurav Abrol | 1,30,882 | 16.26 | 1,30,882 | 16.26 |
| Mr. Abhinav Singh | 1,30,882 | 16.26 | 68,382 | 8.49 |
| Mr. Arunabh Singh | 1,30,882 | 16.26 | 68,382 | 8.49 |
| Mr. Pranjal Kumar | 1,30,882 | 16.26 | 83,382 | 10.36 |
| M/s Boomerang Technology LLP | 1,56,397 | 19.43 | 1,56,397 | 19.43 |
| M/s TSSR Technology LLP | 1,25,124 | 15.53 | 1,25,124 | 15.53 |
| **Total** | **8,05,049** | **100.00** | **6,32,549** | **78.56** |

| | As at September 30, 2021 | | As at March 31, 2021 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| ii) **0% Redeemable Preference shares issued during financial year 2020-21 of Rs. 10 each** | | | | |
| Mr. Gaurav Abrol | 81,288 | 16.26 | 81,288 | 16.26 |
| Mr. Abhinav Singh | 81,288 | 16.26 | 81,288 | 16.26 |
| Mr. Arunabh Singh | 81,288 | 16.26 | 81,288 | 16.26 |
| Mr. Pranjal Kumar | 81,288 | 16.26 | 81,288 | 16.26 |
| M/s Boomerang Technology LLP | 97,135 | 19.43 | 97,135 | 19.43 |
| M/s TSSR Technology LLP | 77,713 | 15.53 | 77,713 | 15.53 |
| **Total** | **5,00,000** | **100.00** | **5,00,000** | **100.00** |

| | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| **0% Redeemable Preference shares issued during financial year 2014-15 of Rs. 10 each** | | | | |
| Mr. Gaurav Abrol | - | - | 1,25,000 | 25.00 |
| Mr. Abhinav Singh | - | - | 1,25,000 | 25.00 |
| Mr. Arunabh Singh | - | - | 1,25,000 | 25.00 |
| Mr. Pranjal Kumar | - | - | 1,25,000 | 25.00 |
| **Total** | **-** | **-** | **5,00,000** | **100.00** |

**(f )** *Subsequent to period ended September 30, 2021, the Company has approved stock splits of one equity share having face value of INR 10 each into five equity shares having face value of INR 2 each and also approved issuance of bonus shares in the ratio of 1:5.47. (refer Note 52).

## Notes to the Restated Financial Information

(All amounts in Rs. millions, unless otherwise stated)

| 18 | Other equity | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| 1 | **Retained earnings** | | | | |
| | Opening balance | 549.78 | 358.84 | 266.59 | 220.92 |
| | Ind AS 116 transition impact - (net of tax) (refer note 38) | - | - | 5.01 | - |
| | Add: Profit of the period / year | 243.09 | 201.16 | 88.95 | 46.36 |
| | Less: Amount utilised for bonus issue of equity shares | - | (1.96) | - | - |
| | Less: Amount utilised for bonus issue of preference shares | - | (5.00) | - | - |
| | Add: Other comprehensive income/(loss) net of tax | 0.25 | (3.26) | (1.71) | (0.69) |
| | **Closing balance** | **793.12** | **549.78** | **358.84** | **266.59** |

Retained earnings represent the amount of accumulated profits of the Company.

| | | | | | |
|---|---|---|---|---|---|
| 2 | **Securities premium** | | | | |
| | Opening balance | 66.22 | 66.22 | 66.22 | 66.22 |
| | Movement during the period/year | - | - | - | - |
| | **Closing balance** | **66.22** | **66.22** | **66.22** | **66.22** |

Securities premium represents premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares, buy back of equity shares, etc. in accordance with the provisions of the Companies Act, 2013.

| | | | | | |
|---|---|---|---|---|---|
| 3 | **Equity component of compound financial instruments** | | | | |
| | Opening balance | 21.02 | 18.07 | 18.07 | 18.07 |
| | Movement during the period/year | - | 2.95 | - | - |
| | **Closing balance** | **21.02** | **21.02** | **18.07** | **18.07** |
| | **Total other equity** | **880.36** | **637.02** | **443.13** | **350.88** |

## Notes to the Restated Financial Information

(All amounts in Rs. millions, unless otherwise stated)

| 19 | Non-current financial liabilities - Borrowings | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31,2019 |
|---|---|---|---|---|---|
| | Secured | | | | |
| | Term loans from banks ( refer note (a) to (i) below) | 119.48 | 126.80 | 78.09 | 72.51 |
| | Unsecured | | | | |
| | Liability component of compound financial instruments ( refer note 17(b.2)) | 2.30 | 2.20 | - | 50.00 |
| | | **121.78** | **129.00** | **78.09** | **122.51** |
| | Less: Current maturities of long term borrowing - term loans | 36.98 | 29.59 | 15.13 | 12.54 |
| | Less: Current maturities of liability component of compound financial instruments | - | - | - | 50.00 |
| | | **84.80** | **99.41** | **62.96** | **59.97** |

**Notes**

a) Vehicle loan carries interest for the period ended September 30, 2021 8.51% (March 31, 2021: 8.51% , March 31, 2020: 8.51%, March 31, 2019: 8.51%) per annum and are repayable in 60 equated monthly instalments of Rs. 0.06 Mn.
Loan outstanding for the period ended September 30, 2021 amounting to Rs. 1.50 Mn (March 31, 2021: Rs. 1.80 Mn, March 31, 2020: Rs. 2.23 Mn, March 31, 2019: Rs. 2.75 Mn). The loan is secured by hypothecation of respective vehicle.

b) Vehicle loan carries interest for the period ended September 30, 2021 is 8.50% (March 31, 2021: 8.50% , March 31, 2020: 8.50%, March 31, 2019: 8.50%) per annum and are repayable in 36 equated monthly instalments of Rs. 0.09 Mn.
Loan outstanding for the period ended September 30, 2021 amounting to Rs. 0.30 Mn (March 31, 2021: Rs. 0.83 Mn, March 31, 2020: Rs. 1.64 Mn, March 31, 2019: Rs. 2.57 Mn). The loan is secured by hypothecation of respective vehicles.

c) Term loan carries interest for the period ended September 30, 2021 8.25% (March 31, 2021: 8.70%, March 31, 2020: 9.20%, March 31, 2019: 9.55%) per annum and are repayable in 20 equated Quarterly instalments of Rs. 2.03 Mn.
Loan outstanding for the period ended September 30, 2021 amounting to Rs. 18.23 Mn (March 31, 2021: Rs. 23.00 Mn, March 31, 2020: Rs. 27.85 Mn, March 31, 2019: Rs. 35.28 Mn).
The loan is secured by the way of hypothecation against Company's movables assets including fixed assets, book debts and outstanding receivables. The loan is exclusively charged on land and building situated at C-100, Sector 63, Noida, UP (owned by relative of director), C-121, Sector 63, Noida (leasehold land and building), UP, SB-179, Shashtri Nagar Ghaziabad UP (owned by relative of director), SB-180, Shashtri Nagar Ghaziabad UP (owned by relative of director).

d) Term loan carries interest for the period ended September 30, 2021 is 8.25% (March 31, 2021: 8.70%, March 31, 2020: 9.05%, March 31, 2019 : 9.65%) per annum and are repayable in 20 equated Quarterly instalments of Rs. 2.41 Mn.
Loan outstanding for the period ended September 30, 2021 amounting to Rs. 31.34 Mn (March 31, 2021: Rs. 37.14 Mn, March 31, 2020: Rs. 42.75 Mn, March 31, 2019: Rs. 26.50 Mn).
The loan is secured by the way of hypothecation against Company's movables assets including fixed assets, book debts and outstanding receivables. The loan is exclusively charged on land and building situated at C-100, Sector 63, Noida, UP (owned by relative of director), C-121, Sector 63, Noida (leasehold land and building), UP, SB-179, shashtri nagar ghaziabad UP (owned by relative of director), SB-180, shashtri nagar ghaziabad UP (owned by relative of director).

e) Term loan carries interest for the period ended September 30, 2021 is 8.40% (March 31, 2021: 8.40%, March 31, 2020: NA, March 31, 2019 NA) per annum and are repayable in 36 equated monthly instalments of 1.72 Mn.
Loan outstanding for the period ended September 30, 2021 amounting to Rs. 61.78 Mn (March 31, 2021: Rs. 61.78 Mn, March 31, 2020: Rs. NA, March 31, 2019: Rs. NA). The loan was subject to moratorium period from Decemeber 2020 to November 2021 and accordingly loan will carry forward till Nov 2024.
The loan is secured by the way of hypothecation against Company's movables assets including fixed assets, book debts and outstanding receivables. The loan is exclusively charged on land and building situated at C-100, Sector 63, Noida, UP (owned by relative of director), C-121, Sector 63, Noida (leasehold land and building), UP, SB-179, shashtri nagar ghaziabad UP (owned by relative of director), SB-180, shashtri nagar ghaziabad UP (owned by relative of director).

f) Vehicle loan carries interest for the period ended September 30, 2021 7.30% (March 31, 2021: NA, March 31, 2020: NA, March 31, 2019 : NA) per annum and are repayable in 60 equated monthly instalments of 0.07 Mn.
Loan outstanding for the period ended September 30, 2021 amounting to Rs 3.42 Mn (March 31, 2021: Rs. NA, March 31, 2020: Rs. NA, March 31, 2019: Rs. NA) along with interest. The loan is also secured by hypothecation of respective vehicle.

g) Vehicle loan carries interest for the period ended September 30, 2021 7.30% (March 31, 2021: NA, March 31, 2020: NA , March 31, 2019 : NA) per annum and are repayable in 60 equated monthly instalments of 0.06 Mn.
Loan outstanding for the period ended September 30 2021 amounting to Rs. 2.91 Mn (March 31, 2021: Rs. Nil, March 31, 2020: Rs. Nil, March 31, 2019: Rs. Nil). The loan is also secured by hypothecation of respective vehicle.

h) Vehicle loan carried interest for the period ended September 30, 2021 NA (March 31, 2021: NA , March 31, 2020: NA, March 31, 2019 : 10.50%) per annum and were repayable in 60 equated monthly instalments of 0.11 Mn.
Loan outstanding for the period ended September 30, 2021 amounting to Rs. NA (March 31, 2021: Rs. NA, March 31, 2020: Rs. NA, March 31, 2019: Rs. 0.20 Mn). The loan was also secured by hypothecation of respective vehicle.

**i)** Vehicle loan carried interest for the period ended September 30, 2021 8.51% (March 31, 2021: 8.51%, March 31, 2020: 8.51%, March 31, 2019: 8.51%) per annum and were repayable in 60 equated monthly instalments of Rs. 0.16 Mn.
Loan outstanding for the period ended September 30, 2021 amounting to Rs. Nil (March 31, 2021: Rs. 2.25 Mn, March 31, 2020: Rs. 3.61 Mn, March 31, 2019: Rs. 5.20 Mn). The loan was also secured by hypothecation of respective vehicle.

**Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited)**
Corporate Identification Number (CIN): U72300DL2004PLC126944

## Notes to the Restated Financial Information
(All amounts in Rs. millions, unless otherwise stated)

**20 Non-current financial lease liabilities**

| | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31,2019 |
|---|---|---|---|---|
| Lease liabilities (refer note 43) | 268.62 | 287.17 | 354.98 | 124.29 |
| | **268.62** | **287.17** | **354.98** | **124.29** |

**21 Non-current provisions**

| | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31,2019 |
|---|---|---|---|---|
| **Provision for employee benefit (refer note 44)** | | | | |
| Gratuity | 17.67 | 16.20 | 12.82 | 8.69 |
| Compensated absences | 0.94 | 0.93 | 0.54 | 0.29 |
| | **18.61** | **17.13** | **13.36** | **8.98** |

**22 Deferred tax liabilities (net)**

| | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31,2019 |
|---|---|---|---|---|
| **Deferred tax liabilities** | | | | |
| Depreciation | 17.35 | 17.29 | 18.77 | 19.50 |
| | | | - | - |
| **Total deferred tax liabilities (A)** | **17.35** | **17.29** | **18.77** | **19.50** |
| **Deferred tax assets** | | | | |
| Provision for gratuity | 5.60 | 5.14 | 3.19 | 2.60 |
| Provision for compensated absences | 0.46 | 0.46 | 0.27 | 0.14 |
| Financial asset measured at amortized cost | 2.79 | 3.21 | 3.40 | 1.25 |
| Right of use assets net of lease liabilities | 7.23 | 5.10 | 1.14 | 0.47 |
| Provision for bad debts | 1.29 | 0.92 | 0.75 | 0.38 |
| **Total deferred tax assets (B)** | **17.37** | **14.83** | **8.75** | **4.84** |
| **Net deferred tax (assets)/liabilities (A - B)** | **(0.02)** | **2.46** | **10.02** | **14.66** |

| | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| **Opening deferred tax liabilities (net)** | **2.46** | **10.02** | **14.66** | **20.14** |
| **Charged/ (credited)** | | | | |
| **To statement of profit and loss** | | | | |
| Depreciation | 0.06 | (1.48) | (0.73) | (3.47) |
| Provision for gratuity | (0.55) | (0.83) | (0.00) | 0.30 |
| Provision for compensated absences | (0.00) | (0.19) | (0.13) | 0.04 |
| Financial asset measured at amortised cost | 0.42 | 0.19 | (2.15) | (0.73) |
| Right of use assets net of lease liabilities | (2.13) | (3.96) | (0.67) | (0.98) |
| Provision for doubtful debts | (0.37) | (0.17) | (0.37) | (0.38) |
| | **(2.57)** | **(6.44)** | **(4.05)** | **(5.22)** |
| **Ind AS 116 transition impact (refer note 38)** | **-** | **-** | 1.69 | - |
| **Net deferred tax (credit)** | **(2.57)** | **(6.44)** | **(5.74)** | **(5.22)** |
| **To other comprehensive income** | | | | |
| Remeasurements of defined benefit plans | 0.09 | (1.12) | (0.59) | (0.26) |
| | **0.09** | **(1.12)** | **(0.59)** | **(0.26)** |
| **Closing deferred tax liabilities/ (assets) (net)** | **(0.02)** | **2.46** | **10.02** | **14.66** |

## Notes to the Restated Financial Information

(All amounts in Rs. millions, unless otherwise stated)

| 23 Current financial liabilities - Borrowings | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Secured | | | | |
| Working capital facilities from bank (refer notes below) | 10.81 | 8.88 | 220.31 | 211.25 |
| Current maturities of long term borrowing - term loans | 36.98 | 29.59 | 15.13 | 12.54 |
| Unsecured | | | | |
| From related parties | | | | |
| - Loan repayable on demand (refer note (f) below) | - | 16.29 | 17.62 | 11.56 |
| - Current maturities of liability component of compound financial instruments | - | - | - | 50.00 |
| | **47.79** | **54.76** | **253.06** | **285.35** |

**Notes**

a) Loans carries interest for the period ended September 30, 2021 8.65% (March 31, 2021: 8.65%, March 31, 2020: 9.70%, March 31, 2019: 9.90%) per annum.
Loan outstanding for the period ended September 30, 2021 amounting Rs. 10.59 Mn (March 31, 2021: Rs. Nil Mn, March 31, 2020: Rs. 38.31 Mn, March 31, 2019: Rs. 211.25 Mn).
The loan is charged on on all existing and future current assets and movable assets, land and building situated at C-100, Sector 63, Noida, UP (owned by relative of Director), C-121, Sector 63, Noida, UP (leasehold land and building), SB 179 shashtri nagar ghaziabad UP(owned by relative of Director), SB 180 shashtri nagar ghaziabad UP and SB 183 shashtri nagar ghaziabad UP (owned by relative of Director). The loan is also guaranteed by the Directors and relatives of Directors. The loan is secured as lien marked of fixed deposit amounting to Rs 19.90 million in favour of ICICI Bank.

b) Loans carries interest for the period ended September 30, 2021 is MCLR+ spread currently carries 6.05 % p.a. (March 31, 2021: NA, March 31, 2020: NA , March 31, 2019: NA) per annum.
Loan outstanding for the period ended September 30, 2021 Rs.0.22 Mn (March 31, 2021: NA, March 31, 2020: Rs. NA, March 31, 2019: NA).
The loan is secured against charge created on fixed deposits amounting to Rs 100 million in favour of HDFC Bank.

c) Loans carries interest for the period ended September 30, 2021 is 8.30 % p.a. (March 31, 2021: 7.95%, March 31, 2020: NA , March 31, 2019: NA) per annum.
Loan outstanding for the period ended September 30, 2021 Rs.Nil (March 31, 2021: Rs. 8.88 Mn , March 31, 2020: Rs. NA, March 31, 2019: NA). As on September 30, 2021, debit balance of Rs. 5.97 million of working capital facility is shown under cash and cash equivalents. (refer note 14)
The loan has exclusive charge on Current assets and fixed movables assets, land and building situated C-100, Sector 63, Noida, UP (owned by relative of Director), C-121, Sector 63, Noida, UP (owned by Company), SB-179 shashtri nagar ghaziabad UP(owned by relative of Director), SB-180 shashtri nagar ghaziabad UP and SB-183 shashtri nagar ghaziabad UP (owned by relative of Director). The loan is secured against the personal guarantee by the Directors and relatives of Directors.

d) Loans carried interest for the period ended September 30, 2021 NA (March 31, 2021: NA, March 31, 2020: I-MCLR-6M is 8.60% and spread is 1.30 % (i.e.9.90%), March 31, 2019: NA) per annum.
Loan outstanding for the period ended September 30, 2021 amounting to Rs. NA (March 31, 2021: Rs. NA, March 31, 2020: Rs. 150.00 Mn, March 31, 2019: Rs. NA).
The loan was charged on all existing and future current assets and movable assets, land and building situated at C-100, Sector 63, Noida, UP (owned by relative of Director), C-121, Sector 63, Noida, UP (leasehold land and building), SB-179 shashtri nagar ghaziabad UP(owned by relative of Director), SB-180 shashtri nagar ghaziabad UP and SB-183 shashtri nagar ghaziabad UP (owned by relative of Director). The loan was also guaranteed by the Directors and relatives of Directors.

e) Loans carried interest for the period ended September 30, 2021 NA (March 31, 2021: NA, March 31, 2020: MCRL-1M + 0.55%, March 31, 2019 : NA) per annum.
Loan outstanding for the period ended September 30, 2021 Rs. NA (March 31, 2021: Rs. NA, March 31, 2020: Rs. 32.00 Mn , March 31, 2019: Rs. NA).
The loan was exclusively charge on Current assets and movable fixed assets, land and building situated C-100, Sector 63, Noida, UP (owned by relative of Director), C-121, Sector 63, Noida, UP (owned by Company), SB-179 shashtri nagar ghaziabad UP(owned by relative of Director), SB-180 shashtri nagar ghaziabad UP and SB 183 shashtri nagar ghaziabad UP (owned by relative of Director), SE-174, Block-E, Shashtri nagar ghaziabad UP (owned by relative of Director), SE-175, Block-E, Shashtri nagar ghaziabad UP (owned by relative of Director).
The loan was also secured against the personal guarantee by the Directors and relatives of Directors and also secured by Corporate guarantee given by Ganpati Design and Decor LLP.

f) Loan from related parties are interest free and repayable on demand.

| 24 Lease liabilities - current | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Lease liabilities (refer note 43) | 116.68 | 108.07 | 93.50 | 34.48 |
| | **116.68** | **108.07** | **93.50** | **34.48** |

## Notes to the Restated Financial Information

(All amounts in Rs. millions, unless otherwise stated)

| 25 Trade payables | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| - Total outstanding dues of micro and small enterprises | 3.90 | 0.25 | 1.47 | 4.92 |
| - Total outstanding dues of creditors other than micro and small enterprises | 56.21 | 39.94 | 89.92 | 74.62 |
| | **60.11** | **40.19** | **91.39** | **79.54** |

**Notes:**

(a) Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006 based on the information available with the Company is as follows:

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| (i) The principal amount remaining unpaid to any supplier as at the end of period/year | 3.90 | 0.25 | 1.47 | 4.92 |
| (ii) Interest due thereon remaining unpaid to any supplier as at the end of period/year | - | - | - | - |
| (iii) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting period/year | - | - | - | - |
| (iv) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | - | - | - | - |
| (v) the amount of interest accrued and remaining unpaid at the end of each accounting period/year; and | - | - | - | - |
| (vi) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | - | - | - | - |

**Trade payables ageing Schedules**

| Particular | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Outstanding for the following periods from the due date of payments** | | | | |
| **(i) Micro Enterprises and Small Enterprises** | | | | |
| Less than 1 year | 3.90 | 0.25 | 1.47 | 4.92 |
| 1-2 years | - | - | - | - |
| 2-3 years | - | - | - | - |
| More than 3 years | - | - | - | - |
| **(ii) Disputed dues MSME** | - | - | - | - |
| **Total** | **3.90** | **0.25** | **1.47** | **4.92** |
| | | | | |
| **Outstanding for the following periods from the due date of payments** | | | | |
| **(ii) Creditors other than Micro Enterprises and Small Enterprises** | | | | |
| Less than 1 year | 56.21 | 39.94 | 89.92 | 74.62 |
| 1-2 years | - | - | - | - |
| 2-3 years | - | - | - | - |
| More than 3 years | - | - | - | - |
| **(ii) Disputed dues others** | - | - | - | - |
| **Total** | **56.21** | **39.94** | **89.92** | **74.62** |

## Notes to the Restated Financial Information
(All amounts in Rs. millions, unless otherwise stated)

| 26 | Current financial liabilities - Others | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| | Employee benefits payable | 150.17 | 122.83 | 95.32 | 48.86 |
| | Creditors for purchase of property, plant and equipment | 0.74 | 0.04 | 9.97 | 13.61 |
| | | **150.91** | **122.87** | **105.29** | **62.47** |

| 27 | Other current liabilities | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| | Advances from customers | - | 0.01 | - | - |
| | Statutory dues payable | 48.94 | 51.20 | 71.52 | 46.39 |
| | | **48.94** | **51.21** | **71.52** | **46.39** |

| 28 | Current provisions | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| | **Provisions for employee benefits ( refer note 44)** | | | | |
| | Gratuity | 5.18 | 5.80 | 3.47 | 3.56 |
| | Compensated absences | 0.89 | 0.89 | 0.54 | 0.28 |
| | | **6.07** | **6.69** | **4.01** | **3.84** |

| 29 | Current tax liabilities (net) | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| | Provision for income-tax (net of advance tax ) | 55.73 | 3.20 | - | - |
| | | **55.73** | **3.20** | **-** | **-** |

## Notes to the Restated Financial Information

(All amounts in Rs. millions, unless otherwise stated)

| 30 Revenue from operations | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| **Sale of services** | | | | |
| Revenue from IT enabled services (refer note 42) | 1,805.54 | 2,739.42 | 2,481.29 | 1,594.10 |
| | **1,805.54** | **2,739.42** | **2,481.29** | **1,594.10** |

| 31 Other income | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| **Interest income from** | | | | |
| Bank deposit | 1.92 | 0.15 | - | - |
| Income tax refund | - | 6.24 | - | 2.91 |
| Electricity security deposit | 0.13 | 0.10 | 0.11 | 0.09 |
| Unwinding of security deposit | 1.67 | 3.09 | 2.58 | 0.53 |
| **Other non operating income** | | | | |
| Gain on early termination of leases | - | 2.07 | - | - |
| Other miscellaneous income | 0.20 | - | 0.23 | 0.15 |
| | **3.92** | **11.65** | **2.92** | **3.68** |

| 32 Employee benefits expense | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| Salaries and wages | 867.55 | 1,287.54 | 1,092.64 | 627.52 |
| Contribution to provident funds and other funds | 26.84 | 34.02 | 30.88 | 25.09 |
| Gratuity expense ( refer note 44) | 2.15 | 3.37 | 2.54 | 2.22 |
| Staff welfare expenses | 1.27 | 2.55 | 4.95 | 2.90 |
| | **897.81** | **1,327.48** | **1,131.01** | **657.73** |

| 33 Finance costs | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| Interest on term loan and working capital facilities | 5.01 | 15.55 | 23.70 | 19.07 |
| Interest on lease liabilities | 18.37 | 37.93 | 27.00 | 10.25 |
| Interest on liability component of compound financial instruments | 0.10 | 0.16 | - | 4.29 |
| Other borrowing costs | - | 0.29 | 0.58 | - |
| | **23.48** | **53.93** | **51.28** | **33.61** |

| 34 Depreciation and amortisation expenses | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| Depreciation on property, plant and equipment (refer note 5) | 24.30 | 49.30 | 50.54 | 41.08 |
| Amortisation of right of use assets (refer note 6) | 59.88 | 116.14 | 77.81 | 29.05 |
| Amortisation of intangible assets (refer note 7) | 4.68 | 9.09 | 8.75 | 8.27 |
| | **88.86** | **174.53** | **137.10** | **78.40** |

## Notes to the Restated Financial Information

(All amounts in Rs. millions, unless otherwise stated)

### 35 Other expenses

| | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| Outsourcing expenses | 209.14 | 458.55 | 612.82 | 432.17 |
| Business promotion | 4.67 | 8.50 | 7.99 | 4.75 |
| Bad debts written off | 7.26 | 20.50 | 2.02 | - |
| Travelling and conveyance | 6.74 | 9.78 | 26.48 | 26.27 |
| Consumable | 2.27 | 3.42 | - | - |
| Electricity expenses | 37.31 | 58.42 | 91.42 | 77.56 |
| Generator running and maintenance | 2.65 | 3.20 | 5.12 | 8.82 |
| Insurance expenses | 2.35 | 7.21 | 4.85 | 2.82 |
| Loss on sale of property, plant and equipment | - | 1.90 | - | 0.35 |
| Manpower supply expenses | 9.14 | 13.50 | 18.73 | 13.77 |
| Office maintenance | 4.33 | 10.50 | 7.39 | 2.79 |
| Legal and professional fees [refer note (a) below] | 13.61 | 37.58 | 18.98 | 11.89 |
| Rebate ,discounts and commission | - | - | 0.75 | 0.40 |
| Recruitment expenses | 23.76 | 17.69 | 8.02 | 2.41 |
| Rent expenses | 13.04 | 37.36 | 54.94 | 44.59 |
| Repair and maintenance - Building | 26.23 | 62.86 | 36.93 | 20.23 |
| Repair and maintenance - Machinery | 22.55 | 20.94 | 29.11 | 31.11 |
| Rates and taxes | 0.17 | 5.37 | 1.03 | 0.01 |
| Security expenses | 10.09 | 15.09 | 18.74 | 15.34 |
| Software support expenses | 24.98 | 34.73 | 14.69 | 12.15 |
| Supervision expenses | 7.87 | 20.09 | 15.44 | 7.66 |
| Communication charges | 42.11 | 64.69 | 58.68 | 43.54 |
| Corporate social responsibility expenditure (refer note (b) below) | - | 2.12 | 3.04 | - |
| Provision for doubtful debts | 1.48 | 0.66 | 1.47 | 1.52 |
| Miscellaneous expenses | 2.69 | 4.70 | 6.48 | 6.32 |
| | **474.44** | **919.36** | **1,045.12** | **766.47** |

**Notes:**

**a) Includes payment to auditor (excluding goods and services tax)**

| | | | | |
|---|---|---|---|---|
| **As:** | | | | |
| Auditor | 2.13 | 0.25 | 0.25 | 0.25 |
| | **2.13** | **0.25** | **0.25** | **0.25** |

## Notes to the Restated Financial Information

(All amounts in Rs. millions, unless otherwise stated)

**b) Corporate social responsibility expenditure**

As per section 135 of the Companies Act 2013 and rules therein, the company is required to spend at least 2% of average net profit of past three years towards Corporate Social Responsibility (CSR).

Details of expenditure towards Corporate Social Responsibility (CSR) activities:

| **Particulars** | **Period ended September 30, 2021** | **Year ended March 31, 2021** | **Year ended March 31, 2020** | **Year ended March 31, 2019** |
|---|---|---|---|---|
| a) Gross amount required to be spent by the Company during the period/year | 3.15 | 2.11 | 1.70 | 0.95 |
| Add: total of previous years shortfall | - | - | 0.95 | - |
| **Total Gross amount required to spent** | **3.15** | **2.11** | **2.65** | **0.95** |
| b) Amount approved by the Board to be spent during the period/year | - | 2.12 | 3.04 | - |
| **c) Amount spent during the period/year** | | | | |
| i) Construction/acquisition of any asset | - | - | - | - |
| ii) On purposes other than (i) above | - | | | |
| a. Educational development related expenses | - | 2.12 | 2.04 | - |
| b. Healthcare related expenses | - | - | 1.00 | - |
| | **-** | **2.12** | **3.04** | **-** |
| d) Shortfall at the end of the period/year | 3.15* | - | - | - |

*For September 30, 2021 excess/short spent to be determined at the end of the financial year 2021-22.

**36 Income tax expense**

**(a) Income tax recognised in statement of profit and loss**

| | **Period ended September 30, 2021** | **Year ended March 31, 2021** | **Year ended March 31, 2020** | **Year ended March 31, 2019** |
|---|---|---|---|---|
| Current tax on profit for the period/year | 84.35 | 74.61 | 35.89 | 19.86 |
| Adjustments for current tax of prior periods | - | 6.44 | 0.60 | 0.57 |
| | **84.35** | **81.05** | **36.49** | **20.43** |
| **Deferred Tax:** | | | | |
| Deferred tax (credit) relating to originations and reversal of temporary differences | (2.57) | (6.44) | (5.74) | (5.22) |
| Income tax recognised in statement of profit and loss | **81.78** | **74.61** | **30.75** | **15.21** |

**(b) Income tax recognised in other comprehensive income**

| | | | | |
|---|---|---|---|---|
| **Deferred Tax** | | | | |
| Deferred tax (charged)/credited relating to re-measurement of defined benefit plans | (0.09) | 1.12 | 0.59 | 0.26 |
| | **(0.09)** | **1.12** | **0.59** | **0.26** |

## Notes to the Restated Financial Information

(All amounts in Rs. millions, unless otherwise stated)

| (c) **The income tax expense reconciliation to the accounting profit as follows** | **Period ended September 30, 2021** | **Year ended March 31, 2021** | **Year ended March 31, 2020** | **Year ended March 31, 2019** |
|---|---|---|---|---|
| **Accounting profit before tax** | **324.87** | **275.77** | **119.70** | **61.57** |
| Income tax rate as per Income Tax Act 1961 | 25.17% | 25.17% | 25.17% | 27.84% |
| **Income tax** | **81.76** | **69.41** | **30.13** | **17.14** |
| **Adjustment in respect of :** | | | | |
| Current Income Tax of previous year | - | 6.44 | 0.60 | 0.57 |
| Non-deductible expenses for tax purpose | 0.02 | 0.57 | 0.77 | 1.19 |
| Deduction under section 80 JJAA | - | (1.93) | - | - |
| Others | - | 0.12 | (0.75) | (3.69) |
| **Income tax reported in statement of profit and loss** | **81.78** | **74.61** | **30.75** | **15.21** |

### 37 Earnings per share

Basic earning per share amounts are calculated by dividing the profit for the year attributable on equity holders of the company by the weighted average number of equity shares outstanding during the period/year.

| | **Period ended September 30, 2021** | **Year ended March 31, 2021** | **Year ended March 31, 2020** | **Year ended March 31, 2019** |
|---|---|---|---|---|
| **Basic and diluted earning per equity share** | | | | |
| Profit attributable to equity shareholders of the company for basic and diluted earning | 243.09 | 201.16 | 88.95 | 46.36 |
| No of equity shares outstanding at the beginning of the period/year | 10,00,000 | 8,05,049 | 8,05,049 | 8,05,049 |
| No of equity shares outstanding at the end of the period/year | 10,00,000 | 10,00,000 | 8,05,049 | 8,05,049 |
| Add: Impact of bonus share issued during financial year 2020-21 | - | - | 1,94,951 | 1,94,951 |
| **Total equity shares outstanding before share split and bonus issue subsequent to period end** | **10,00,000** | **10,00,000** | **10,00,000** | **10,00,000** |
| Add: impact of bonus shares issued subsequent to period end in the ratio of 1:5.47 ( refer note below) | 54,70,000 | 54,70,000 | 54,70,000 | 54,70,000 |
| Total equity shares post bonus issue | 64,70,000 | 64,70,000 | 64,70,000 | 64,70,000 |
| **Total equity shares post split in the ratio of 1:5 ( refer note below)** | **3,23,50,000** | **3,23,50,000** | **3,23,50,000** | **3,23,50,000** |
| Weighted average number of equity shares for calculating basic and diluted EPS | 3,23,50,000 | 3,23,50,000 | 3,23,50,000 | 3,23,50,000 |
| **Basic and diluted earning per share** | **7.51** | **6.22** | **2.75** | **1.43** |

**Note :**

The impact of events mentioned in note no 52 in relation to bonus shares issue (excluding the impact bonus shares issued against Compulsory Convertible Preference Shares converted into equity shares) and stock split has been considered retrospectively for the purpose of calculation of basic and diluted earnings per share for all period/ years presented.

| **Particulars** | **Number of Shares** |
|---|---|
| Number of equity shares as at September 30, 2021 | 10,00,000 |
| Number of Equity shares with bonus shares (5.47 bonus share for each equity share) | 64,70,000 |
| Number of Equity shares post stock split (1 Equity Share into 5 shares) | 3,23,50,000 |

**Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited)**
Corporate Identification Number (CIN): U72300DL2004PLC126944

## Notes to the Restated Financial Information

**38. Statement of restatement adjustments to audited financial statements of the Company**

**A.** Summarised below are the adjustments made to the audited financial statements as at and for the period/ years ended 30 September 2021, 31 March 2021, 31 March 2020 and 31 March 2019 of the Company.

**A.1 Reconciliation of total equity**

| | Part A Note no. | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| Total equity (shareholder's funds) as per audited financials | | 890.36 | 647.02 | 440.76 | 357.15 |
| **Adjustments:** | | | | | |
| Impact of Ind AS 116 | **1** | - | - | (20.46) | (9.18) |
| Net impact of security deposits measured at amortised cost | **2** | - | - | 2.44 | 2.35 |
| Allowance for expected credit loss | **3** | - | - | (2.99) | (1.52) |
| Impact of change in gratuity and compensated absences provision | **4** | - | - | 17.95 | (0.57) |
| Interest on liability component of compound financial instruments | **5** | - | - | - | - |
| Accounting of Corporate social responsibility expenditure | **6** | - | - | 2.48 | - |
| Tax effects of above adjustments | **7** | - | - | 11.00 | 10.70 |
| **Total equity (shareholder's funds) as per restated financials** | | **890.36** | **647.02** | **451.18** | **358.93** |

**A.2 Reconciliation of total comprehensive income**

| | Part A Note no. | Year ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|---|
| Total comprehensive income as per audited previous financials | | 243.34 | 197.90 | 89.13 | 48.99 |
| **Adjustments:** | | | | | |
| Impact of Ind AS 116 | **1** | - | - | (20.41) | (7.30) |
| Interest income on security deposit | **2** | - | - | 2.58 | 0.53 |
| Provision for doubtful debts | **3** | - | - | (1.46) | (1.52) |
| Impact of change in gratuity and compensated absences provision | **4** | - | - | 18.52 | 0.10 |
| Interest on liability component of compound financial instruments | **5** | - | - | - | (4.29) |
| Accounting for Corporate social responsibility expenditure | **6** | - | - | (3.04) | - |
| Tax effects of adjustments | **7** | - | - | 1.92 | 9.16 |
| **Total adjustments** | | **-** | **-** | **(1.89)** | **(3.32)** |
| **Total comprehensive income as per restated financials** | | **243.34** | **197.90** | **87.24** | **45.67** |

## Notes to the Restated Financial Information

**Part A: Notes to above adjustments:**
The Company, in order to comply with Ind AS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors', and ICDR Regulations has restated its previously issued financial statements for period/ year ended September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019. The details in respect of change in accounting policies and material errors are as follows:-

**1) Application of Ind AS 116 - 'Leases'**
The Company has adopted Ind AS 116, effective annual reporting period beginning April 01, 2019 and applied the standard to its leases using the modified retrospective approach, under which the cumulative effect of initially applying the standard, is recognised on the date of initial application April 01, 2019. However, for the purpose of preparing restated financial information, Ind AS 116 has been applied using the modified retrospective approach with effect from April 01, 2018.

**2) Security deposits**
Under Ind AS, all financial assets are required to be recognised at fair cost. Accordingly, the Company has initially fair valued these security deposits under Ind AS and subsequently carried at amortised cost. Difference between the fair value and transactional value of the security deposit has been recognised as Right of use assets as per Ind AS 116 - 'Leases'.

**3) Trade receivables**
As per Ind AS 109, the company is required to apply expected credit loss model for recognising the allowance for doubtful debts. Accordingly hae the company have taken the impact of expected credit loss in restated financial information.

**4) Long term employee benefits**
The Company has taken the impact of gratuity provision based on the revised actuarial valuation. Further, actuarial valuation for compensated absence has been considered in these restated financial information.

**5) 0 % cumulative redeemable preference shares**
Under Ind AS, all financial liabilities are required to be recognised at amortised cost. Accordingly, the Company has initially fair valued these preference shares under Ind AS and subsequently carried at amortised cost.

**6) Corporate social responsibility expenditure**
For the purpose of this Restated Financial Statements, Corporate social responsibility expenditure has been booked as expense on the basis of actual spend by the Company.

**7) Deferred tax**
For the purpose of this Restated Financial Statements, deferred tax assets / liabilities has been created as per the requirement of Ind AS 12 " Income Taxes".

**Part B:**
Impact of change in transition date of Ind AS 116 from April 01, 2019 to April 01, 2018 for the purposes of restated financial information is Rs. 5.01 mn, which has been shown as an adjustment in "Restated Statement of Changes in Equity".

**Part C: Material re-grouping**
Appropriate re-groupings have been made in the restated financial information 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 the Ind AS financial information of the Company for the period ended 30 September 2021 respectively 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 & Disclosure Requirements) Regulations, 2018, as amended.

**Part D: Non adjusting events**
**a) Audit qualifications for the respective years, which do not require any adjustments in the restated financial information are as follows:**
1) There are no audit qualification in auditor's report for the six month period ended 30 September 2021 and financial year ended 31 March 2021, 31 March 2020 and 31 March 2019

**b) Emphasis of matter not requiring adjustment to restated financial information:**
1) There are no emphasis of matter in auditor's report for the six month period ended 30 September 2021 and financial year ended 31 March 2021, 31 March 2020 and 31 March 2019

(All amounts in Rs. millions, unless otherwise stated)

### 39 Capital management

**(a)** The Company's capital management objective are to ensure Company's ability to continue as a going concern as well as to create value for shareholders by facilitating the meeting of long term and short term goals of the Company. The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through cash generated from operations, long term and short term bank borrowings. The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company. Net debt includes interest bearing borrowings less cash and cash equivalents. The table below summarises the capital, net debt and net debt to equity ratio of the Company.

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Equity share capital | 10.00 | 10.00 | 8.05 | 8.05 |
| Other equity | 880.36 | 637.02 | 443.13 | 350.88 |
| **Total equity** | **890.36** | **647.02** | **451.18** | **358.93** |
| | | | | |
| Non-current borrowings | 84.80 | 99.41 | 62.96 | 59.97 |
| Current borrowings | 47.79 | 54.76 | 253.06 | 285.35 |
| **Gross Debt** | **132.59** | **154.17** | **316.02** | **345.32** |
| | | | | |
| Gross debt as above | 132.59 | 154.17 | 316.02 | 345.32 |
| Less: Cash and cash equivalents | 6.29 | 75.08 | 53.45 | 59.92 |
| **Net Debt** | **126.30** | **79.09** | **262.57** | **285.40** |
| | | | | |
| **Net debt to equity** | **14.19%** | **12.22%** | **58.20%** | **79.51%** |

### 40 Fair value measurement

**The carrying value and fair value of financial instruments by categories are as follows :**

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Financial assets (at FVTPL)** | | | | |
| Investments | - | - | - | 19.99 |
| | | | | |
| **Financial assets (at amortised cost)** | | | | |
| Security deposits | 56.47 | 51.92 | 51.62 | 22.51 |
| Trade receivables | 435.83 | 388.11 | 496.90 | 456.43 |
| Cash and cash equivalents | 6.29 | 75.08 | 53.45 | 59.92 |
| Fixed deposits with original maturity of more than 12 months | 121.73 | - | - | - |
| Others financial assets | 424.10 | 225.46 | 37.77 | - |
| | **1,044.42** | **740.57** | **639.74** | **558.85** |
| **Financial liabilities (at amortised cost)** | | | | |
| Borrowings | 132.59 | 154.17 | 316.02 | 345.32 |
| Trade payables | 60.11 | 40.19 | 91.39 | 79.54 |
| Lease liabilities | 385.29 | 395.24 | 448.48 | 158.77 |
| Other financial liabilities | 150.91 | 122.87 | 105.29 | 62.47 |
| | **728.90** | **712.47** | **961.18** | **646.10** |

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**(a) Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

1. recognised and measured at fair value; and
2. measured at amortised cost and for which fair value are disclosed in the financial statements

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instrument into three levels prescribed under the accounting standards which are as follows:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

There are no transfers between levels 1, 2 and 3 during the year.

**(b) Financial assets measured at fair value - recurring fair value measurements**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Investments measured at fair value through profit and loss** | | | | |
| **As at September 30, 2021** | | | | |
| Investment in equity instruements | - | - | - | - |
| **As at 31 March 2021** | | | | |
| Investment in equity instruements | - | - | - | - |
| **As at 31 March 2020** | | | | |
| Investment in equity instruements | - | - | - | - |
| **As at 31 March 2019** | | | | |
| Investment in equity instruements | - | - | 19.99 | 19.99 |

**Valuation technique and process used to determine fair value**

The fair value of investment in equity instrument as on March 31, 2019 has been considered as approximate equal to the carrying value as the said investment has been sold during the year ended March 31, 2020 at carrying value only.

**(c) Assets which are measured at amortised cost for which fair values are disclosed**

The carrying amounts of trade receivables, trade payables, cash and cash equivalents, bank balance other than cash and cash equivalent,security deposits, borrowings and other financial assets/ liabilities are considered to be the same as their fair values.

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

## 41 Financial Risk Management

### A. Financial risk management objective and policies

The Company is exposed to various risks in relation to financial instruments. The main types of risks are market risk, credit risk and liquidity risk. Company's principal financial liabilities comprises, loans and borrowings, trade and other payables. The main purpose of these financial liability is to finance company's operation. Company's principal financial asset include trade receivables, security deposits and cash and cash equivalent, that directly derive from its business.

The management of the Company monitors and manages the financial risks relating to the operations of the company on continous basis. The Company's risk management focuses on actively reviewing the Company's short term to long term cash flows required and simultaneously minimising expenses to volatile financial market. The significant financial risk of the Company is mentioned below.

### (a) 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.

A default on financial assets is when the counter-party fails to make contractual payments when they fall due.

(i) *Trade receivables*

The Company's trade receivables are largely from sale of services made to large financial institutions and big corporate houses. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer, and the default risk of the industry. The Company manages credit risk through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Exposures to customers outstanding at the end of each reporting period are reviewed to determine incurred and expected credit losses and the Company establishes an allowance for doubtful debts and impairment that represents its estimate of expected losses in respect of trade receivables. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro-economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue.

The Company follows life-time expected credit loss (ECL) simplified approach as per Ind-AS 109.

Under the ECL approach the Company has calculated the delay and default risk on receivables based on past trends for all outstanding balances.

Receivable balances are written-off when it is clearly established that:

a) The receivable has become impossible to collect by any means, economic or legal or otherwise:
b) A partial payment has been accepted and approved in full and final settlement of a customer

**Reconciliation of loss allowance provision - Trade receivable**

| Particulars | Amount |
|---|---|
| **Loss allowance as on April 1, 2018** | **-** |
| Changes in loss allowance | 1.52 |
| **Loss allowance as on March 31, 2019** | **1.52** |
| Changes in loss allowance | 1.47 |
| **Loss allowance as on March 31, 2020** | **2.99** |
| Changes in loss allowance | 0.66 |
| **Loss allowance as on March 31, 2021** | **3.65** |
| Changes in loss allowance | 1.48 |
| **Loss allowance as on September 30, 2021** | **5.13** |

*Significant estimates and judgements*

Impairment of Trade Receivables: The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(All amounts in Rs. millions, unless otherwise stated)

(ii) *Cash and cash equivalents*

The credit risk for cash and cash equivalents, bank deposits including interest accrued there on is considered negligible, since the bank accounts are held with scheduled banks.

(iii) *Other financial assets*

Other financial assets of the Company mainly comprises of security deposits for the rental premises. Security deposits for the rental premises are with counter parties with strong capacity to meet the obligation, hence the risk of default is considered to be low.

**(b) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

**Maturities of financial liabilities**

| **As at September 30, 2021** | **Less than 1 year** | **1-5 years** | **More than 5 years** | **Total** |
|---|---|---|---|---|
| **Non-derivatives** | | | | |
| Borrowings | 48.27 | 85.44 | 2.51 | **136.22** |
| Lease liabilities | 146.08 | 270.86 | 48.41 | **465.35** |
| Trade payable | 60.11 | - | - | **60.11** |
| Other financial liabilities | 150.91 | - | - | **150.91** |

| **March 31, 2021** | **Less than 1 year** | **1-5 years** | **More than 5 years** | **Total** |
|---|---|---|---|---|
| **Non-derivatives** | | | | |
| Borrowings | 82.76 | 99.14 | 2.20 | **184.10** |
| Lease liabilities | 138.85 | 318.41 | 3.74 | **461.00** |
| Trade payable | 40.19 | - | - | **40.19** |
| Other financial liabilities | 122.87 | - | - | **122.87** |

| **March 31, 2020** | **Less than 1 year** | **1-5 years** | **More than 5 years** | **Total** |
|---|---|---|---|---|
| **Non-derivatives** | | | | |
| Borrowings | 273.30 | 58.27 | 0.37 | **331.94** |
| Lease liabilities | 129.85 | 411.21 | - | **541.06** |
| Trade payable | 91.39 | - | - | **91.39** |
| Other financial liabilities | 105.29 | - | - | **105.29** |

| **March 31, 2019** | **Less than 1 year** | **1-5 years** | **More than 5 years** | **Total** |
|---|---|---|---|---|
| **Non-derivatives** | | | | |
| Borrowings | 349.05 | 59.28 | 1.11 | **409.44** |
| Lease liabilities | 47.38 | 143.13 | - | **190.51** |
| Trade payable | 79.54 | - | - | **79.54** |
| Other financial liabilities | 62.47 | - | - | **62.47** |

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**(c) 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 of interest risk. Financial instruments affected by market risk include borrowings, security deposits, trade and other receivables and trade and other payables.

**(i) 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 is having long term and short term borrowings with floating interest rate. The company's investment in fixed deposit carries fixed interest rate.

Below is the overall exposure of the Company to interest rate risk:

| **Particulars** | **September 30, 2021** | **March 31, 2021** | **March 31, 2020** | **March 31, 2019** |
|---|---|---|---|---|
| Variable rate borrowing | 10.81 | 8.88 | 220.31 | 211.25 |
| Fixed rate borrowing | 121.78 | 129.00 | 78.09 | 122.51 |
| **Total borrowings** | **132.59** | **137.88** | **298.40** | **333.76** |

**Sensitivity**

Below is the sensitivity of profit or loss in interest rates.

| **Particulars** | **September 30, 2021** | **March 31, 2021** | **March 31, 2020** | **March 31, 2019** |
|---|---|---|---|---|
| Interest sensitivity* | | | | |
| Interest rates – increase by 100 basis points (100 bps) | 0.11 | 0.09 | 2.20 | 2.11 |
| Interest rates – decrease by 100 basis points (100 bps) | (0.11) | (0.09) | (2.20) | (2.11) |

** Holding all other variables constant*

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**42 Ind As 115 'Revenue From Contract With Customers'**

Ind AS 115 'Revenue from Contracts with Customers', mandatory for reporting periods beginning on or after 1 April 2018, replaces existing revenue recognition requirements. The application of Ind AS 115 has no material impact on the Company's accounting for recognition of revenue. The Company has applied modified retrospective method of adoption with the date of initial application of 1 April 2018. Under this method, the standard can be applied either to all contracts at the date of initial application or only to the contracts that are not completed at this stage. The Company elected to apply the Standard only to the contracts that are not completed as at 1 April 2018.

**(i) Disaggregation of revenue**

Revenue recognised mainly comprises of sale of services. Set out below is the disaggregation of the Company's revenue from contracts with customers based on:

| Description | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| **(a) Operating revenue** | | | | |
| Sale of services | 1,805.54 | 2,739.42 | 2,481.29 | 1,594.10 |
| **Total revenue** | **1,805.54** | **2,739.42** | **2,481.29** | **1,594.10** |
| **(b) Revenue of timing of recognition** | | | | |
| Revenue recognised at point in time | 1,805.54 | 2,739.42 | 2,481.29 | 1,594.10 |
| Revenue recognised over time | - | - | - | - |
| **Total revenue** | **1,805.54** | **2,739.42** | **2,481.29** | **1,594.10** |
| **(c)Geographical region** | | | | |
| India | 1,802.07 | 2,739.42 | 2,481.29 | 1,594.10 |
| Outside India | 3.47 | - | - | - |
| | **1,805.54** | **2,739.42** | **2,481.29** | **1,594.10** |

**(ii) Reconciliation of revenue from rendering of services with the contracted price**

| | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| Contract price | 1,747.26 | 2,668.93 | 2,419.41 | 1,577.37 |
| Add: Incentive income | 58.28 | 70.49 | 61.88 | 16.73 |
| | **1,805.54** | **2,739.42** | **2,481.29** | **1,594.10** |

**(iii) Contract balances**

The following table provides information contract balances with customers:

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Contract liabilities** | | | | |
| Advance from customers | - | 0.01 | - | - |
| **Total contract liabilities** | **-** | **0.01** | **-** | **-** |
| **Contract assets** | | | | |
| Unbilled revenue | 424.10 | 225.46 | 37.77 | - |
| Trade receivables | 435.83 | 388.11 | 496.90 | 456.43 |
| **Total receivables** | **859.93** | **613.57** | **534.67** | **456.43** |

Contract asset is the right to consideration in exchange for services transferred to the customer. Contract liability is the Company's obligation to transfer of services to a customer for which the Company has received consideration from the customer in advance.

(All amounts in Rs. millions, unless otherwise stated)

**(iv) Significant changes in the contract assets balances during the year are as follows:**

| **Contract assets - Unbilled revenue** | **As at September 30, 2021** | **As at March 31, 2021** | **As at March 31, 2020** | **As at March 31, 2019** |
|---|---|---|---|---|
| **Opening balance of contract assets** | 225.46 | 37.77 | - | - |
| Less: Amount of revenue billed during the year | (225.46) | (37.77) | - | - |
| Add: Addition during the year | 424.10 | 225.46 | 37.77 | - |
| **Closing balance of contract assets** | **424.10** | **225.46** | **37.77** | **-** |

## 43 Ind AS 116 'Leases'

The Company has entered into commercial property leases for its offices. Further, the Company has adopted Ind AS 116, effective annual reporting period beginning 1 April 2019 and applied the standard to its leases using the modified retrospective approach, under which the cumulative effect of initially applying the standard, is recognized on the date of initial application 1 April 2019. However, for the purpose of preparing restated financial information, Ind AS 116 has been applied using the modified retrospective approach with effect from 1 April 2018.

The Company has leases for office building and related facilities. With the exception of short-term leases each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security. Further, the Company is required to pay maintenance fees in accordance with the lease contracts.

**(i)** Below are the carrying amounts of right-of-use assets recognised and the movements during the period/year:

| | **As at September 30, 2021** | **Year ended March 31, 2021** | **Year ended March 31, 2020** | **Year ended March 31, 2019** |
|---|---|---|---|---|
| **Opening balance** | 404.42 | 473.84 | 187.23 | 135.97 |
| Additions | 41.25 | 82.42 | 357.72 | 80.31 |
| Deletions | - | (35.70) | - | - |
| Depreciation expense | (59.88) | (116.14) | (77.81) | (29.05) |
| Ind AS 116 transition impact (refer note 38) | - | - | 6.70 | - |
| **Closing balance** | **385.79** | **404.42** | **473.84** | **187.23** |

**(ii)** Below are the carrying amounts of lease liabilities and the movements during the period/year:

| | **Period ended September 30, 2021** | **Year ended March 31, 2021** | **Year ended March 31, 2020** | **Year ended March 31, 2019** |
|---|---|---|---|---|
| **Opening balance** | 395.24 | 448.48 | 158.77 | 103.40 |
| Additions | 41.25 | 80.08 | 346.61 | 76.68 |
| Interest expense on lease liabilities | 18.37 | 37.93 | 27.00 | 10.25 |
| Deletions | - | (37.77) | - | - |
| Lease rental paid | (69.56) | (133.48) | (83.90) | (31.56) |
| **Closing balance** | **385.30** | **395.24** | **448.48** | **158.77** |
| Current | 116.68 | 108.07 | 93.50 | 34.48 |
| Non-current | 268.62 | 287.17 | 354.98 | 124.29 |
| | **385.30** | **395.24** | **448.48** | **158.77** |

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**(iii)** The following are the amounts recognised in Statement of Profit or Loss:

| | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| Depreciation expense of right-of-use assets | 59.88 | 116.14 | 77.81 | 29.05 |
| Interest expense on lease liabilities | 18.37 | 37.93 | 27.00 | 10.25 |
| Expense relating to short-term leases and low value leases | 13.04 | 37.36 | 54.94 | 44.59 |
| **Total amount recognised in profit or loss** | **91.29** | **191.43** | **159.75** | **83.89** |

**(iv)** Lease payments not included in measurement of lease liability

The expense relating to payments not included in the measurement of the lease liability is as follows:

| Description | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| Short-term leases | 10.85 | 33.31 | 45.57 | 44.59 |
| Variable lease payments | 2.19 | 4.05 | 9.37 | - |

**(v)** Maturity of lease liabilities

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

| As at September 30, 2021 | Net present values | Interest expense | Lease payments |
|---|---|---|---|
| 0 to 1 year | 116.68 | 29.40 | 146.08 |
| 1 to 5 years | 235.18 | 35.68 | 270.86 |
| More than 5 years | 33.44 | 14.97 | 48.41 |
| **Total** | **385.30** | **80.05** | **465.35** |

| As at March 31, 2021 | Net present values | Interest expense | Lease payments |
|---|---|---|---|
| 0 to 1 year | 108.07 | 30.78 | 138.85 |
| 1 to 5 years | 283.54 | 34.87 | 318.41 |
| More than 5 years | 3.63 | 0.11 | 3.74 |
| **Total** | **395.24** | **65.76** | **461.00** |

| As at March 31, 2020 | Net present values | Interest expense | Lease payments |
|---|---|---|---|
| 0 to 1 year | 93.50 | 36.35 | 129.85 |
| 1 to 5 years | 354.98 | 56.23 | 411.21 |
| More than 5 years | - | - | - |
| **Total** | **448.48** | **92.58** | **541.06** |

| As at March 31, 2019 | Net present values | Interest expense | Lease payments |
|---|---|---|---|
| 0 to 1 year | 34.48 | 12.90 | 47.38 |
| 1 to 5 years | 124.29 | 18.84 | 143.13 |
| More than 5 years | - | - | - |
| **Total** | **158.77** | **31.74** | **190.51** |

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**44 Ind AS - 19: "Employee Benefits"**

**A** The Company has a defined gratuity plan. Under the plan every employee who has completed at least five year of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service subject to ceiling of Rs.20 lacs per employee. The following tables summarise the component of the net benefits expense recognised in the statement of profit and loss account and amounts recognized in the balance sheet for the respective plan.

**(a) Changes in present value of the defined benefit obligation are as follows:**

| **Particulars** | **Period ended September 30, 2021** | **Year ended March 31, 2021** | **Year ended March 31, 2020** | **Year ended March 31, 2019** |
|---|---|---|---|---|
| Present value of the defined benefit obligation at the beginning of the period/year | 22.00 | 16.29 | 12.25 | 9.39 |
| Current service cost | 1.76 | 2.58 | 1.74 | 1.60 |
| Interest cost | 0.39 | 0.79 | 0.80 | 0.62 |
| Actuarial loss arising from: | | | | |
| - change in demographic assumptions | (0.00) | 0.35 | - | - |
| - change in financial assumptions | (0.06) | 0.68 | 0.83 | 0.03 |
| - experience variance | (0.28) | 3.35 | 1.46 | 0.92 |
| Benefits paid | (0.96) | (2.04) | (0.79) | (0.31) |
| **Present value of the defined benefit obligation at the end of the period/year** | **22.85** | **22.00** | **16.29** | **12.25** |

**(b) Net liability recognised in the balance sheet**

| **Particulars** | **As at September 30, 2021** | **As at March 31, 2021** | **As at March 31, 2020** | **As at March 31, 2019** |
|---|---|---|---|---|
| Present value of the defined benefit obligation at the end of the period/year | 22.85 | 22.00 | 16.29 | 12.25 |
| Amount recognised in the balance sheet | 22.85 | 22.00 | 16.29 | 12.25 |
| Net liability current | 5.18 | 5.80 | 3.47 | 3.56 |
| Net liability non-current | 17.67 | 16.20 | 12.82 | 8.69 |
| | 22.85 | 22.00 | 16.29 | 12.25 |

**(c) Expense recognised in the statement of profit and loss for the period/year**

| **Particulars** | **Period ended September 30, 2021** | **Year ended March 31, 2021** | **Year ended March 31, 2020** | **Year ended March 31, 2019** |
|---|---|---|---|---|
| Current service cost | 1.76 | 2.58 | 1.74 | 1.60 |
| Interest cost on benefit obligation | 0.39 | 0.79 | 0.80 | 0.62 |
| **Total expenses included in employee benefits expense** | **2.15** | **3.37** | **2.54** | **2.22** |

**(d) Recognised in the other comprehensive income for the period/year**

| **Particulars** | **Period ended September 30, 2021** | **Year ended March 31, 2021** | **Year ended March 31, 2020** | **Year ended March 31, 2019** |
|---|---|---|---|---|
| Actuarial gain arising from | | | | |
| - change in demographic assumptions | 0.00 | 0.35 | - | - |
| - change in financial assumptions | 0.06 | 0.68 | 0.83 | 0.03 |
| - experience variance | 0.28 | 3.35 | 1.46 | 0.92 |
| **Recognised in other comprehensive income** | **0.34** | **4.38** | **2.29** | **0.95** |

**(e) Maturity profile of defined benefit obligation**

| **Particulars** | **As at September 30, 2021** | **As at March 31, 2021** | **As at March 31, 2020** | **As at March 31, 2019** |
|---|---|---|---|---|
| Within next 12 months | 5.18 | 5.80 | 3.47 | 3.56 |
| Between 2 to 5 years | 11.92 | 11.01 | 9.20 | 6.66 |
| 6 years and above | 9.37 | 8.39 | 6.80 | 4.94 |

(All amounts in Rs. millions, unless otherwise stated)

**(f) Quantitative sensitivity analysis for significant assumption is as below**

**Increase/(decrease) in present value of defined benefits obligation at the end of the period/year**

a)

| Particulars | As at September 30, 2021 | | As at March 31, 2021 | |
|---|---|---|---|---|
| **Assumptions** | **Discount rate** | | **Discount rate** | |
| | **% Increase** | **% Decrease** | **% Increase** | **% Decrease** |
| Discount rate | 1.00 | 1.00 | 1.00 | 1.00 |
| Impact on defined benefit obligations | (0.74) | 0.81 | (0.67) | 0.73 |

| Particulars | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|
| **Assumptions** | **Discount rate** | | **Discount rate** | |
| | **% Increase** | **% Decrease** | **% Increase** | **% Decrease** |
| Discount rate | 1.00 | 1.00 | 1.00 | 1.00 |
| Impact on defined benefit obligations | (0.51) | 0.55 | (0.33) | 0.35 |

b)

| Particulars | As at September 30, 2021 | | As at March 31, 2021 | |
|---|---|---|---|---|
| **Assumptions** | **Salary rate** | | **Salary rate** | |
| | **% Increase** | **% Decrease** | **% Increase** | **% Decrease** |
| Salary rate | 1.00 | 1.00 | 1.00 | 1.00 |
| Impact on defined benefit obligations | 0.78 | (0.74) | 0.71 | (0.67) |

| Particulars | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|
| **Assumptions** | **Salary rate** | | **Salary rate** | |
| | **% Increase** | **% Decrease** | **% Increase** | **% Decrease** |
| Salary rate | 1.00 | 1.00 | 1.00 | 1.00 |
| Impact on defined benefit obligations | 0.54 | (0.51) | 0.35 | (0.33) |

c)

| Particulars | As at September 30, 2021 | | As at March 31, 2021 | |
|---|---|---|---|---|
| **Assumptions** | **Turnover rate** | | **Turnover rate** | |
| | **% Increase** | **% Decrease** | **% Increase** | **% Decrease** |
| Employee turnover | 1.00 | 1.00 | 1.00 | 1.00 |
| Impact on defined benefit obligations | (0.30) | 0.32 | (0.26) | 0.27 |

| Particulars | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|
| **Assumptions** | **Turnover rate** | | **Turnover rate** | |
| | **% Increase** | **% Decrease** | **% Increase** | **% Decrease** |
| Employee turnover | 1.00 | 1.00 | 1.00 | 1.00 |
| Impact on defined benefit obligations | (0.16) | 0.17 | (0.08) | 0.08 |

**Sensitivity analysis method**

The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**(g) The principle assumptions used in determining gratuity obligations are as follows:**

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Discount rate | 3.94% | 3.86% | 6.53% | 6.53% |
| Rate of escalation in salary (per annum) | 6.00% | 6.00% | 6.00% | 6.00% |
| Mortality | Indian Assured Lives Mortality (2012-14) ( Urban) | Indian Assured Lives Mortality (2006-08) | Indian Assured Lives Mortality (2006-08) | Indian Assured Lives Mortality (2006-08) |
| Attrition rate | | | | |
| - Less than or equal 1 year | - | - | 80% p.a. | 80% p.a. |
| - From 2 to 4 years | - | - | 50%p.a. | 50%p.a. |
| - For 5 Years or above | - | - | 25%p.a. | 25%p.a. |
| - Less than or equal 2 year | 70% p.a. | 70% p.a. | - | - |
| - From 3 to 4 years | 40%p.a. | 40%p.a. | - | - |
| - For 5 Years or above | 25%p.a. | 25%p.a. | - | - |

**B Other long term employment benefits**

The liability towards compensated absence for the year ended 30 September 2021 based on the actuarial valuation carried out by using projected unit credit method stood at Rs. 1.83 (March 31, 2021 : Rs 1.82, March 31, 2020 : Rs 1.08, March 31, 2019 : Rs 0.57).

The principal assumptions used in determining compensated absences are shown below:

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Retirement age (years) | 58 years | 58 years | 58 years | 58 years |
| While in service Availment Rate | 6.50% p.a. | 6.50% p.a. | 6.50% p.a. | 6.50% p.a. |
| Mortality rate | Indian Assured Lives Mortality 2012-14 (Urban) | Indian Assured Lives Mortality (2006-08) Ultimate | Indian Assured Lives Mortality (2006-08) Ultimate | Indian Assured Lives Mortality (2006-08) Ultimate |
| **Attrition rate** | | | | |
| - Less than or equal 1 year | - | - | 80% p.a. | 80% p.a. |
| - From 2 to 4 years | - | - | 50%p.a. | 50%p.a. |
| - For 5 Years or above | - | - | 25%p.a. | 25%p.a. |
| - Less than or equal 2 year | 70% p.a. | 70% p.a. | - | - |
| - From 3 to 4 years | 40%p.a. | 40%p.a. | - | - |
| - For 5 Years or above | 25%p.a. | 25%p.a. | - | - |
| **Salary Escalation Rate** | 6.00% p.a | 6.00% p.a | 6.00% p.a | 6.00% p.a |
| Discount Rate | 3.94% p.a.(Indicative G.Sec referenced on 30-09-2021) | 3.86% p.a.(Indicative G.Sec referenced on 31-03-2021) | 4.87% p.a.(Indicative G.Sec referenced on 31-03-2020) | 6.53% p.a.(Indicative G.Sec referenced on 29-03-2019) |

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**45. Ratios as per Schedule III requirements.**

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|

**a) Current ratio = Current assets divided by Current liabilities**

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Current assets | 887.11 | 721.48 | 623.78 | 528.74 |
| Current liabilities | 486.23 | 386.99 | 618.77 | 512.07 |
| **Ratio** | **1.82** | **1.86** | **1.01** | **1.03** |
| **%age change from previous year** | **-2.14%** | **84.94%** | **-2.37%** | Refer note 45(k)below |

**Reason for change more than 25%:**

The ratio has increased from 1.01 as at March 31, 2020 to 1.86 as at March 31, 2021, mainly due to increase in operations which lead to increase in operating financial assets with corresponding decrease in debts.

**b) Debt equity ratio = Total Debt divided by Total equity**

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Total debt | 132.59 | 154.17 | 316.02 | 345.32 |
| Total equity | 890.36 | 647.02 | 451.18 | 358.93 |
| **Ratio** | **0.15** | **0.24** | **0.70** | **0.96** |
| **%age change from previous year** | **-37.50%** | **-65.98%** | **-27.20%** | Refer note 45(k)below |

**Reason for change more than 25%:**

The ratio has decreased from 0.96 as at March 31, 2019 to 0.70 as at March 31, 2020 and further to 0.24 at March 31, 2021 and 0.15 as at September 30, 2021 mainly due to increase in operations which lead to increase in retained earnings with corresponding decrease in debts.

**c) Debt service coverage ratio = Earnings available for debt services divided by Total interest and principal payments**

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Profit After tax* | 243.09 | 201.16 | 88.95 | 46.36 |
| Add : Non cash operating expenses and finance cost* | | | | |
| Depreciation and amortisation* | 88.86 | 174.53 | 137.10 | 78.40 |
| Finance cost* | 23.48 | 53.93 | 51.28 | 33.61 |
| **Earnings available for debt services** | **355.43** | **429.62** | **277.33** | **158.37** |
| Interest cost on borrowings and lease liabilities* | 23.48 | 53.93 | 51.28 | 33.61 |
| Principal repayments of loans and lease liabilities | 64.91 | 324.64 | 56.90 | 21.31 |
| **Total Interest and principal repayments** | **88.39** | **378.57** | **108.18** | **54.92** |
| **Ratio** | **4.02** | **1.13** | **2.56** | **2.88** |
| **%age change from previous year** | Refer note 45(k)below | **-55.73%** | **-11.10%** | Refer note 45(k)below |

**Reason for change more than 25%:**

The ratio has decreased from 2.56 as at March 31, 2020 to 1.13 as at March 31, 2021 due to repayments of loans as liquidity of company improved due to increase in operations.

**d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity**

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Profit After tax* | 243.09 | 201.16 | 88.95 | 46.36 |
| Total Equity | 890.36 | 647.02 | 451.18 | 358.93 |
| **Ratio** | **27.30%** | **31.09%** | **19.72%** | **12.92%** |
| **%age change from previous year** | Refer note 45(k)below | **57.69%** | **52.64%** | Refer note 45(k)below |

**Reason for change more than 25%:**

The ratio has increased from 12.92 as at March 31, 2019 to 19.72 as at March 31, 2020 and further to 31.09 as at March 31, 2021 mainly due to increase in profit along with no further capital infusion in the company.

**e) Inventory Turnover Ratio = Cost of material consumed divided by closing inventory**

Not applicable for the business of the company.

**f) Trade Receivables turnover ratio = Credit Sales divided by Closing trade receivables**

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Credit Sales(excluding unbilled revenue)* | 1,381.44 | 2,513.95 | 2,443.52 | 1,594.10 |
| Closing Trade Receivables (excluding unbilled receivables) | 435.83 | 388.11 | 496.90 | 456.43 |
| **Ratio** | **3.17** | **6.48** | **4.92** | **3.49** |
| **%age change from previous year** | Refer note 45(k)below | **31.72%** | **40.80%** | Refer note 45(k)below |

**Reason for change more than 25%:**

The ratio has increased from 3.49 as at March 31, 2019 to 4.92 as at March 31, 2021 and further to 6.48 as at March 31, 2021 mainly due to increase in sales and better management of its collection from trade receivables as compared to previous year.

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**45. Ratios as per Schedule III requirements. (contd.)**

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **g) Trade payables turnover ratio = Credit purchases divided by closing stock** | | | | |
| Not applicable for the business of the company | | | | |
| **h) Net capital Turnover Ratio = Total sales divided by shareholders equity** | | | | |
| Revenue from operations* | 1,805.54 | 2,739.42 | 2,481.29 | 1,594.10 |
| Net capital | 890.36 | 647.02 | 451.18 | 358.93 |
| **Ratio** | **2.03** | **4.23** | **5.50** | **4.44** |
| | Refer note 45(k)below | | | Refer note 45(k)below |
| **%age change from previous year** | | **-23.01%** | **23.83%** | |
| **Reason for change more than 25%:** | | | | |
| Not applicabe as percantage of ratio change are not more than 25% | | | | |
| **i) Net profit ratio = Net profit after tax divided by Sales** | | | | |
| Profit after tax* | 243.09 | 201.16 | 88.95 | 46.36 |
| Revenue from operations * | 1,805.54 | 2,739.42 | 2,481.29 | 1,594.10 |
| **Ratio** | **13.46%** | **7.34%** | **3.59%** | **2.91%** |
| | Refer note 45(k)below | | | Refer note 45(k)below |
| **%age change from previous year** | | **104.83%** | **23.27%** | |
| **Reason for change more than 25%:** | | | | |
| The ratio has increased from 3.59 as at March 31, 2020 and further to 7.34 as at March 31, 2021 mainly due to increase in sales and profitability of the Company. | | | | |
| **j) Return on Capital employed = Earnings before interest and taxes (EBIT) divided by Capital Employed** | | | | |
| Profit Before Tax* (A) | 324.87 | 275.77 | 119.70 | 61.57 |
| Finance costs* (B) | 23.48 | 53.93 | 51.28 | 33.61 |
| **EBIT (C) = (A)+(B)** | **348.35** | **329.70** | **170.98** | **95.18** |
| Total equity (D) | 890.36 | 647.02 | 451.18 | 358.93 |
| Borrowings (including lease liabilities) (E) | 517.88 | 549.40 | 764.49 | 504.08 |
| **Capital Employed (F)=(D)+ (E)** | **1,408.24** | **1,196.42** | **1,215.67** | **863.01** |
| **Ratio (C)/(F)** | **0.25** | **0.28** | **0.14** | **0.11** |
| | Refer note 45(k)below | | | Refer note 45(k)below |
| **%age change from previous year** | | **95.93%** | **27.53%** | |
| **Reason for change more than 25%:** | | | | |
| The ratio has increased from 0.11 as at March 31, 2019 to 0.14 as at March 31, 2020 and further to 0.28 as on March 31, 2021 mainly due to increase in profits and operations of the Company. | | | | |

* Amounts for the period ended 30 September 2021 were not annualised.

**<u>k) %age of ratio change for the period ended September 30, 2021 and year ended March 31, 2019 from corresponding previous period/year</u>**
As the perious period/year comaparive figures are not given, explanation for any change in the ratio by more than 25% as compared to the preceding period/year, has not been disclosed.

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**46 Commitments and contingent liabilities**

**a) Capital commitments**
The Company has contractually committed (net of advances) Rs. 3.30 ( March 31, 2021: 2.07, March 31, 2020: 1.86, March 31, 2019: 0.22 ) for purchase of property, plant and equipment and intangible assets.

**b) Contingent liabilities not provided for**

i)

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Claims against the company not acknowledged as debts | - | - | 6.58 | 6.58 |

**ii)** Company had given corporate guarantee to financial institution for Sukhmani Infotech Private Limited for Rs 150 million which is originally sanctioned but till now Rs. 82.72 ( March 31, 2021: 64, March 31, 2020: 38, March 2019 : NA) million is utilised.

**47 Related Party Disclosures**

In accordance with Ind AS - 24 on Related Party Disclosures, where control exists and where key managerial personnel are able to exercise significant influence and where transactions have taken place during the current period along with the description of relationship as identified and certified by Management are as given below:

**(a) List of related parties**

**1 Key Managerial Persons (KMP)**
i Abhinav Singh
ii Arunabh Singh (till July 04, 2018)
iii Pranjal Kumar
iv Gaurav Abrol
v Arif Ahmed Unia (till January 14, 2019)

**2 Relatives of Key Managerial Persons**
i Narendra Kumar Chaudhary
ii Nimisha Kumar
iii Nishi Kumar

**3 Entities/LLP over which KMP or their relatives have joint control/significant influence and with whom company have transactions during the period/year**
i Aurum E Serve LLP
ii Orion Call Source LLP
iii Boomerang Technology LLP
iv TSSR Technology LLP
v Cogent ES Limited
vi Cogent FS Private Limited
vii Lyra Techno Source LLP
viii Sukhmani Infotech Private Limited
ix Ganpati Design & Decors LLP
x Canis E Services LLP

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**47 RELATED PARTY DISCLOSURES (…contd.)**

**(b) Transactions with related parties**

| | Nature of transactions | Period ended September 30, 2021 (Rs.) | Year ended March 31, 2021 (Rs.) | Year ended March 31, 2020 (Rs.) | Year ended March 31, 2019 (Rs.) |
|---|---|---|---|---|---|
| (i) | **Employee benefits expense** | | | | |
| | **Key Managerial Persons** | | | | |
| | **Short term employee benefits** | | | | |
| | Abhinav Singh | 6.00 | 6.00 | 6.00 | 6.00 |
| | Pranjal Kumar | 6.45 | 7.80 | 9.40 | 10.20 |
| | Gaurav Abrol | 6.90 | 9.60 | 10.40 | 12.30 |
| | Arif Ahmed Unia | - | - | - | 7.20 |
| | **Total** | **19.35** | **23.40** | **25.80** | **35.70** |
| | **Post Employement benefits** | | | | |
| | Since the gratuity provision is based upon actuarial for the company as a whole, accordingly the same has not been disclosed. | | | | |
| | **Relatives of Key Managerial Persons** | | | | |
| | Narendra Kumar Chaudhary | 1.20 | 2.40 | 2.40 | 1.20 |
| | **Total** | **1.20** | **2.40** | **2.40** | **1.20** |
| (ii) | **Receipt of loan** | | | | |
| | Abhinav Singh | - | 13.99 | 22.50 | 3.20 |
| | Arunabh Singh | 11.10 | 12.50 | 12.50 | 7.00 |
| | Pranjal Kumar | 5.00 | 21.45 | 12.50 | 1.00 |
| | Gaurav Abrol | - | 21.45 | 12.50 | 6.40 |
| | **Total** | **16.10** | **69.39** | **60.00** | **17.60** |
| (iii) | **Repayment of loan** | | | | |
| | Abhinav Singh | 4.10 | 13.34 | 19.22 | 6.29 |
| | Arunabh Singh | 11.10 | 18.96 | 11.02 | 12.00 |
| | Pranjal Kumar | 11.10 | 15.35 | 12.50 | 8.58 |
| | Gaurav Abrol | 6.10 | 23.05 | 11.20 | 21.78 |
| | **Total** | **32.40** | **70.70** | **53.94** | **48.65** |
| (iv) | **Issue of bonus shares-Equity** | | | | |
| | Abhinav Singh | - | 0.32 | - | - |
| | Arunabh Singh | - | 0.32 | - | - |
| | Pranjal Kumar | - | 0.32 | - | - |
| | Gaurav Abrol | - | 0.32 | - | - |
| | Boomerang Technology LLP | - | 0.37 | - | - |
| | TSSR Technology LLP | - | 0.30 | - | - |
| | **Total** | **-** | **1.95** | **-** | **-** |
| (v) | **Issue of bonus shares-Preference** | | | | |
| | Abhinav Singh | - | 0.81 | - | - |
| | Arunabh Singh | - | 0.81 | - | - |
| | Pranjal Kumar | - | 0.81 | - | - |
| | Gaurav Abrol | - | 0.81 | - | - |
| | Boomerang Technology LLP | - | 0.98 | - | - |
| | TSSR Technology LLP | - | 0.78 | - | - |
| | **Total** | **-** | **5.00** | **-** | **-** |
| (vi) | **Redemption of preference shares** | | | | |
| | Abhinav Singh | - | - | 12.50 | - |
| | Arunabh Singh | - | - | 12.50 | - |
| | Pranjal Kumar | - | - | 12.50 | - |
| | Gaurav Abrol | - | - | 12.50 | - |
| | **Total** | **-** | **-** | **50.00** | **-** |
| (vii) | **Legal and professional fees** | | | | |
| | Nimisha Kumar | 1.02 | 1.96 | 1.67 | - |
| | Nishi Kumar | - | - | 0.23 | - |
| | **Total** | **1.02** | **1.96** | **1.90** | **-** |
| (viii) | **Rent expenses** | | | | |
| | Cogent ES Limited | - | 1.45 | - | - |
| | Ganpati Design & Decors LLP | 0.84 | - | - | - |
| | **Total** | **0.84** | **1.45** | **-** | **-** |
| (ix) | **Outsourcing expenses** | | | | |
| | Aurum E Serve LLP | 174.66 | 404.34 | 563.78 | 404.54 |
| | Orion Call Source LLP | 34.48 | 54.16 | 44.70 | 7.65 |
| | Cogent ES Limited | - | - | - | 15.65 |
| | **Total** | **209.14** | **458.50** | **608.48** | **427.84** |

**Cogent E-Services Limited (formerly known as Cogent E-Services Private Limited)**
Corporate Identification Number (CIN): U72300DL2004PLC126944

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**47 RELATED PARTY DISCLOSURES (…contd.)**

**(b) Transactions with related parties (…contd.)**

| | Nature of transactions | Period ended September 30, 2021 (Rs.) | Year ended March 31, 2021 (Rs.) | Year ended March 31, 2020 (Rs.) | Year ended March 31, 2019 (Rs.) |
|---|---|---|---|---|---|
| (x) | **Software support expenses** | | | | |
| | Canis E Services LLP | 1.60 | - | - | - |
| | Sukhmani Infotech Private Limited | 16.15 | 21.00 | - | - |
| | **Total** | **17.75** | **21.00** | **-** | **-** |
| (xi) | **Supervision expenses** | | | | |
| | Cogent FS Private Limited | - | 0.79 | - | - |
| | Lyra Techno Source LLP | - | - | 0.06 | - |
| | **Total** | **-** | **0.79** | **0.06** | **-** |
| (xii) | **Recruitment expenses** | | | | |
| | Sukhmani Infotech Private Limited | 20.10 | 15.00 | - | - |
| | **Total** | **20.10** | **15.00** | **-** | **-** |
| (xiii) | **Sale of investment** | | | | |
| | Abhinav Singh | - | - | 5.00 | - |
| | Arunabh Singh | - | - | 5.00 | - |
| | Pranjal Kumar | - | - | 5.00 | - |
| | Gaurav Abrol | - | - | 4.99 | - |
| | **Total** | **-** | **-** | **19.99** | **-** |

**(c) Outstanding balances of related parties**

| | Nature of transactions | As at September 30, 2021 (Rs.) | As at March 31, 2021 (Rs.) | As at March 31, 2020 (Rs.) | As at March 31, 2019 (Rs.) |
|---|---|---|---|---|---|
| (i) | **Trade payables** | | | | |
| | Aurum E Serve LLP | 6.32 | - | 53.49 | 50.70 |
| | Orion Call Source LLP | 5.55 | 7.91 | 3.85 | 1.16 |
| | Cogent ES Limited | - | 1.68 | - | 4.98 |
| | Sukhmani Infotech Private Limited | - | 2.45 | - | - |
| | Ganpati Design & Decors LLP | 0.84 | | | |
| | **Total** | **12.71** | **12.04** | **57.34** | **56.84** |
| (ii) | **Employee payables** | | | | |
| | Abhinav Singh | 0.66 | 0.35 | 0.35 | 0.38 |
| | Pranjal Kumar | 0.89 | 0.45 | 0.46 | 0.41 |
| | Gaurav Abrol | 0.92 | 0.55 | 0.58 | 0.50 |
| | Narendra Kumar Chaudhary | 0.15 | 0.15 | 0.20 | 0.19 |
| | | **2.62** | **1.50** | **1.59** | **1.48** |
| (iii) | **Loan payables** | | | | |
| | Abhinav Singh | - | 4.09 | 3.46 | 0.18 |
| | Arunabh Singh | - | - | 6.46 | 4.98 |
| | Pranjal Kumar | - | 6.10 | - | - |
| | Gaurav Abrol | - | 6.10 | 7.70 | 6.40 |
| | | **-** | **16.29** | **17.62** | **11.56** |

(iv) Refer no 19 and note no 23 for personal guarantee and security given by directors / related party of the company against loan taken.

(v) Company had given corporate guarantee to financial institution for Sukhmani Infotech Private Limited for Rs 150 million which is originally sanctioned but till now Rs. 82.72 ( March 31, 2021: 64, March 31, 2020: 38, March 31, 2019: NA) million is utilised.

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**48 Segment Information**

(a) The Board of Directors of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of IT enabled services.

The Company is predominantly engaged in the business of IT enabled services, which constitutes a single business segment and is governed by similar set of risks and returns. The operations of the Company primarily cater to the market within India, which the Management views as a single segment. The Management monitors the operating results of its single segment for the purpose of making decisions about resource allocation and performance assessment.

(b) **Information about relevant entity wide disclosure are as follows:**

(i) **Revenue from external customers by location of the customers**

| | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| India | 1,802.07 | 2,739.42 | 2,481.29 | 1,594.10 |
| Hongkong | 3.47 | - | - | - |
| | **1,805.54** | **2,739.42** | **2,481.29** | **1,594.10** |

(ii) **Information about major customers**

Customers individually accounting for more than 10% of the revenues of the company are as follows:

| | Period ended September 30, 2021 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---|---|---|---|
| No of customers | 3 | 3 | 2 | 2 |
| % of revenue from above customers to total revenue from operations | 42.70% | 51.59% | 32.59% | 37.72% |

**49** The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.
The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

**50** The Company has not entered any transaction during the period/ year ended September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956. As per the transactions entered prior to financial year 2018-19 , the balance outstanding with such company are mentioned as below :

| Name of struck off Company | Nature of transactions with struckoff Company | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 | Relationship with the Struck off company |
|---|---|---|---|---|---|---|
| Quick Customer Electronics Services Private Limited | Trade receivables | 3.44 | 3.44 | 3.44 | 3.44 | Not applicable |
| Quick Customer Electronics Services Private Limited | Bad debts written off | (3.44) | - | - | - | Not applicable |
| | **Net outstanding** | **-** | **3.44** | **3.44** | **3.44** | |

**Notes to the Restated Financial Information**
(All amounts in Rs. millions, unless otherwise stated)

**51** Investment in Refiral Solutions Private Limited is in the nature of financial investment. Hence the company did not have or exercised any control or participation in the financial, operational and any business decision of Refiral Solutions Private Limited. Hence, the company did not exercise any significant influence in accordance with INDAS-28- Investment in Associate and Joint Venture. Accordingly this investee company was not considered for consolidation.

**52. Subsequent event:**

Subsequent to the period end, following events have been occurred:

**(a)** The Company has increased and re-classified the Authorised Share Capital of the Company from Rs. 15 million divided into 10,00,000 Equity Shares of Rs.10/- each amounting Rs. 10 million and 5,00,000 Preference Shares of Rs. 10/- each amounting Rs. 5 million to Rs. 120 million divided into 1,15,00,000 Equity Shares of Rs.10/- each amounting to Rs. 115 million and 5,00,000 Preference Shares of Rs. 10/- each amounting to Rs. 5 million pursuant to a special resolution passed in the annual general meeting of the Company held on November 10, 2021.

**(b)** The Company has varied the terms of 0% Redeemable Preference Shares and converted the 0% Redeemable Preference Shares into Compulsory Convertible Preference Shares pursuant to a special resolution passed in the extraordinary general meeting of the equity and preference shareholders of the Company held on November 17, 2021.

**(c)** Thereafter, the Company has converted itself from Private Limited to Public Limited, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on December 31, 2021 and consequently the name of the Company has changed to "Cogent E-Services Limited" pursuant to a fresh certificate of incorporation by the Registrar of Companies, Delhi on January 11, 2022.

**(d)** **Changes in share capital :**

**(i)** The Board of the Company in their Board meeting held on November 20, 2021 had allotted 5,00,000 equity shares to the holders of Compulsory Convertible Preference Shares by converting Compulsory Convertible Preference Shares into Equity Shares.

**(ii)** Further on November 22, 2021, the Members of Company in their extra ordinary general meeting has approved 1:5.47 bonus shares on fully paid equity shares having face value of INR 10 per share through capitalisation of free reserves of the Company.

**(iii)** The Board of Directors and shareholders of the Company at their meeting held on November 27, 2021 and November 29, 2021, have approved stock split of one equity share having face value of Rs.10/- each into five equity shares having face value of Rs. 2/- each.

The impact of above mentioned bonus shares (excluding the impact bonus shares issued against Compulsory Convertible Preference Shares converted into equity shares) and stock split has been considered retrospectively for the purpose of calculation of basic and diluted earnings per share for all periods presented. Refer note 37.

Further, post considering the above events, number of equity shares outstanding are mentioned below :

| Particulars | Number of Shares |
|---|---|
| Number of equity shares (as at September 30, 2021) | 10,00,000 |
| Number of equity shares post conversion of 500,000 CCPS into Equity in the ratio of 1:1 | 15,00,000 |
| Number of Equity shares with bonus shares (5.47 bonus share for each equity share) | 97,05,000 |
| Number of Equity shares post stock split (1 Equity Share into 5 shares) | 4,85,25,000 |

**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

**Neeraj Goel**
Partner
Membership No. 099514

Date: January 28, 2022
Place: Gurugram

UDIN: 22099514AAAAAV7389

**For A A A M & CO LLP**
Chartered Accountants
Firm Registration No.: 08113C/C400292

**Atul Agrawal**
Designated Partner
Membership No. 077293

Date: January 28, 2022
Place: Noida

UDIN: 22077293AAAAAC2209

**For and on behalf of Board of Directors**
**Cogent E-Services Limited**

**Abhinav Singh**
Managing Director
DIN: 01351622

**Pranjal Kumar**
Director
DIN: 00400950

**Jaspreet Singh Arora**
Chief Financial Officer

**Niharika Agarwal**
Company Secretary
ACS No.: 50518

Date: January 28, 2022
Place: Noida

## OTHER FINANCIAL INFORMATION

The accounting ratios required under Paragraph 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

*(in ₹ million other than share data)*

| Particulars | As at and for the six months ended September 30, 2021 | As at and for the year ended March 31, 2021 | As at and for the year ended March 31, 2020 | As at and for the year ended March 31, 20219 |
|---|---|---|---|---|
| Restated earnings per Equity Share (in ₹) – Basic | 7.51* | 6.22 | 2.75 | 1.43 |
| Restated earnings per Equity Share (in ₹) - Diluted | 7.51* | 6.22 | 2.75 | 1.43 |
| Return on Net Worth (%) | 27.30* | 31.09 | 19.72 | 12.92 |
| NAV per Equity Share (in ₹) | 27.52 | 20.00 | 13.95 | 11.10 |
| EBITDA | 437.21* | 504.23 | 308.08 | 173.58 |

**Not Annualised*

***Notes:***

1. *Basic and diluted EPS are based on the Restated Financial Statements.*
2. *Basic Earnings per Equity Share (₹) = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year*
3. *Return on Net Worth (%) = Net Profit after tax attributable to the owners of the Company for the year/period, as restated / Restated net worth as at the end of the respective year/period. Total equity = equity share capital + other equity.*
4. *Diluted Earnings per Equity Share (₹) = Net Profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year*
5. *Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'*
6. *NAV per equity share is calculated as net worth as of the end of relevant year divided by the number of equity shares outstanding at the end of the year. Net worth represents aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Statements. The "other equity" comprise retained earnings, other comprehensive income and securities premium reserve as at the end of respective year/period.*
7. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Statements of the Company, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation*
8. *Subsequent to the six month period ended September 30, 2021, the Board of Directors of the Company have approved the allotment of bonus shares of face value of ₹10 to each to the holders of equity shares in the ratio of 1:5.47 subject to rounding off (i.e. 5.47 Bonus share for every 1 equity share) and the same has been duly approved by the Shareholders of the Company. Hence, for the purpose of calculation of NAV per Equity Share, the number of Equity Shares outstanding (excluding the redeemable preference shares) as at the end of the respective period/year have been considered after factoring the aforementioned issue of Bonus shares.*
9. *Further, subsequent to the six month period ended September 30, 2021, the Board of Directors of the Company has approved the split of equity shares from ₹10 per share to ₹2 per share and the same has been duly approved by the Shareholders of the Company in their meeting dated November 29, 2021. Hence, for the purpose of calculation of NAV per Equity Share, the number of Equity Shares outstanding (excluding the redeemable preference shares) as at the end of the respective period/year have been considered after factoring the aforementioned share split.*
10. *For reconciliation of EBITDA and EBITDA Margin, see "**Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Financial Measures - Reconciliation for EBITDA and EBITDA Margin**", on page 278. Also see, "**Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Non-GAAP Financial Measures**" on page 16.*

The audited financial statements of our Company as at and for the year ended March 31, 2021, March 31, 2020, and March 31, 2019 and the reports thereon ("**Audited Financial Statements**") are available at www.cogenteservices.com/investors. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, and should not be relied upon or used as a basis for any investment decision. None of the Company or any of its advisors, nor any BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

### Related Party Transactions

For details of the related party transactions, see "***Restated Financial Statements– Note 47- Related Party Disclosures***" on page 269.

## CAPITALIZATION STATEMENT

The following table sets forth our capitalisation derived from our Restated Financial Statements for the financial year ended and as at September 30, 2021, and as adjusted for the Offer. This table should be read in conjunction with '***Management's Discussion and Analysis of Financial Condition and Results of Operations***', '***Financial Statements***' and '***Risk Factors***' on pages 278, 216, and 32, respectively.

*(₹ in million)*

| Particulars | Pre-Offer as at September 30, 2021 | As adjusted for the proposed Offer[(1)] |
|---|---|---|
| **Non-Current Borrowings** | | |
| Total non-current borrowings (A) | 84.80 | [●] |
| **Current borrowings** | | |
| Total Current Borrowings (B) | 47.79 | [●] |
| | | |
| **Total Borrowings C=(A+B)** | **132.59** | **[●]** |
| | | |
| **Equity** | | |
| Equity share capital[*^] | 10.00 | [●] |
| Other equity[*] | 880.36 | [●] |
| **Total Equity (D)** | **890.36** | **[●]** |
| | | |
| **Capitalisation E=(C) + (D)** | **1,022.95** | **[●]** |
| | | |
| **Total Non-Current Borrowings/ Total Equity ratio (A/D)** | **0.10** | [●] |
| **Total Borrowings/ Total Equity ratio (C/D)** | **0.15** | [●] |

*[*]All terms shall carry the meaning as per Ind AS Schedule III of the Companies Act 2013*

*[^]Subsequent to the six month period ended September 30, 2021, pursuant to a resolution dated November 17, 2021 passed by the Board and a resolution dated November 17, 2021 passed by the Shareholders, 500,000 redeemable preference shares of face value of ₹ 10 each were converted into 500,000 compulsorily convertible preference shares of face value of ₹ 10 each. Thereafter, pursuant to a resolution dated November 20, 2021 passed by the Board, all 500,000 outstanding compulsorily convertible preference shares of face value of ₹ 10 each, issued by our Company were converted into 500,000 equity shares ₹ 10 each. Further, the Board of Directors of the Company have approved the allotment of bonus shares of face value of ₹10 to each to the holders of equity shares in the ratio of 1:5.47 and the same has been duly approved by the Shareholders of the Company on November 22, 2021. The aggregate paid-up share capital of the Company after these events is ₹97.05 million*

*[(1)]Post-Offer capitalisation will be determined after finalisation of Offer Price*

## FINANCIAL INDEBTEDNESS

Our Company avails credit facilities in the ordinary course of business for purposes such as working capital, business requirements and other general corporate purposes.

For details regarding the borrowing powers of our Board, see "***Our Management – Borrowing Powers***" on page 196.

As on November 30, 2021, our Company had outstanding indebtedness, aggregating to ₹ 114.81 million. Set forth below is a brief summary of such indebtedness.

*(in ₹ million unless otherwise stated)*

| Category of borrowing | Sanctioned amount | Outstanding amount as on November 30, 2021 |
|---|---|---|
| **Fund based facilities** | | |
| Term Loans | 88.60 | 45.13 |
| Auto Loans | 9.40 | 7.63 |
| Overdraft Facilities | 100.00 | 0.28 |
| Cash Credit Facilities (includes a working capital demand loan and a sales invoice discounting facility) | 390.00 | 0.00 |
| Guaranteed Emergency Credit Line ("**GECL**") | 61.77 | 61.77 |
| **Non-fund based facilities** | | |
| Derivative (sub-limit of our Cash Credit facility) | 20.00 | 0.00 |
| **Total indebtedness** | **669.77** | **114.81** |

*As certified by A A A M. & Co LLP, Chartered Accountants, pursuant to their certificate dated February 4, 2022.*

### Key terms of borrowings availed by our Company

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company.

***Tenor:*** The tenor of our rupee term loans is five years. The tenor of our overdraft facility is 12 months. The tenor of our vehicle loans ranges from 37 to 60 months. The tenor of our GECL is four years from the date of the first disbursement. The tenor of the working capital demand loan ("**WCDL**") which forms part of our cash credit facility ranges from 180 days to 12 months. Our sales invoice discounting ("**SID**") facility under the cash credit facility prescribes a tenor of 90 days. The tenor of the remaining facilities under our cash credit facilities was initially 12 months, which has now been further extended for another period of 12 months.

***Interest:*** The interest rate for our rupee term loans is the sum of the marginal cost of fund based lending rate ("**MCLR**") as decided by the Reserve Bank of India ("**RBI**") and the spread per annum. Such rate of interest for each drawal of our rupee term loan facility shall be stipulated by the lender at the time of disbursement of the drawal, subject to a minimum interest of sum of one year MCLR plus applicable interest tax or other statutory levy. Our overdraft facility specifies that the interest rate shall be as mutually agreed upon by the parties. The interest rate on our vehicle loans varies from 7.30% to 8.50%. The rate of interest for each drawal of our GECL will be stipulated by the lender at the time of disbursement of each drawal, which shall be the sum of ICICI Bank External Benchmark Lending Rate ("**I-EBLR**") and the spread per annum subject to an overall cap of 9.25% along with statutory levy, if any. The rate of interest on our SID, forming part of cash credit facilities, ranges is from one year MCLR + 100 basis points to the sum of repo rate and spread per annum along with statutory levy, if any and the rate of interest on our WCDL, forming part of cash credit facilities, ranges from 1-year MCLR + 110 basis points to the sum of repo rate and spread per annum along with statutory levy, if any.

***Penal Interest:*** The terms of certain facilities availed by us prescribe penalties for non-payment of interest or repayment instalment, failure to create security within agreed timelines or any other breach of terms and conditions, which are as laid down in such facility documents or as may be stipulated by the concerned lender, as the case may be. The rupee term loans availed by us prescribe a penal interest of 6% in case of payment related defaults and a rate of 1% for other defaults, including defaults related to non-creation of security. Our overdraft facilities provide a default interest rate of 2% over and above the agreed upon interest rate. The auto loans availed by us prescribe a penal interest rate of 2% on the EMI overdue. Our GECL provides for an additional penal interest rate of 2% in case of default in payment or repayment. The facilities forming part of our cash credit facility prescribe a penal interest rate ranging from 2% in case of defaults relating to repayment, over and above the agreed upon interest rate.

***Security:*** The rupee term loans availed by us are secured through exclusive charge by way of hypothecation on our entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares, and such other movables including debt-books, bills whether documentary or clean, outstanding monies, receivables, both present and future. The overdraft facility is secured by creation of a fixed deposit of ₹100 million and a lien in favour of the bank. The auto loans availed by us are secured by way of hypothecation over the vehicles identified in the schedule of the borrowing arrangement, by way of first and exclusive charge in favour of the bank. The various credit arrangements as part of our cash credit facilities have been secured as under:

(i) first charge on *pari passu* basis on all our existing and future current assets and movable fixed assets;
(ii) first charge on *pari passu* basis on our industrial and residential properties;
(iii) personal guarantee by Abhinav Singh, Narendra Kumar Chaudhary, Arun Chaudhary, Arunabh Singh, Pranjal Kumar and Gaurav Abrol;
(iv) corporate guarantee by Ganpati Design and Decors LLP (formerly known as Ganpati Design and Decors Private Limited); and
(v) hypothecation over the Company's entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables including book debts, bill (whether documentary or clean), outstanding monies and receivables (both present and future).

***Repayment:*** The rupee term loans availed by us will be repaid in 20 quarterly installments on the last working day of each quarter, from the date of the first disbursement. The overdraft facilities are repayable on demand and the interest on our overdraft facility is payable at monthly rests. The vehicle loans availed by us have to be repaid during the course of the entire tenor, by way of equal monthly instalments. Our GECL is repayable over 36 equal monthly installments. The interest on our cash credit facilities is repayable on monthly rests. The WCDL is repayable in tranches ranging from a minimum of seven days to a maximum of 180 days with the principal amount on each tranche to be repaid as bullet amount on the maturity date. The repayment on our SID shall occur by way of payment of identified customers into the lender's designated account under the facility.

***Prepayment:*** The terms of some of our credit arrangements allow for premature repayment of the outstanding loan amount, subject to either prior approval or intimation to the concerned lender along with payment of certain prepayment premium and/or penalty, as the case may be. The rupee term loans availed by us, prescribe a prepayment premium of 1.00% on the principal amount of the loan prepaid. The vehicle loans availed by us prescribe that prepayment shall be permitted only after expiry of 6 months or 6 EMIs, whichever is later. The prepayment charges for these auto loans varies from 3.00% to 6.00% based on the time during which the prepayment is made. The prepayment of our cash credit facilities is permitted subject to prior approval of the lender who may provide such approval at nil prepayment premium and such other conditions as may be stipulated by the lender along with applicable taxes and statutory levy, as the case may be.

***Restrictive Covenants:*** Borrowing arrangements entered into by us typically contain various restrictive conditions and covenants mandating either the prior written consent and/or an intimation to our lenders in respect of certain corporate actions. An indicative list of such covenants is set forth below.

(a) any change in the shareholding pattern, ownership, management, control or constitution;
(b) raising any term loan or debenture or incurring any capital expenditure;
(c) declaration or payment of any dividend;
(d) issuance of corporate guarantee in favour of any of our group or sister concerns;
(e) extending advance to any of our group companies;
(f) amending our Memorandum of Association or Articles of Association;
(g) undertaking any expansion or investment;
(h) any decision to redeem the preference share capital; and
(i) acquisition of land or equity shares of Indian companies.

***Events of Default:*** In terms of the borrowing arrangements entered into by us, the occurrence of any of the following, among others, constitutes an event of default:

(a) non-payment or default of principal and/or interest due on the loan obligation;
(b) breach of any covenant, condition, agreement or any other conditions subject to the terms of the relevant borrowing arrangement;
(c) failure to provide our financial information, such as details of stock and book debt, financial statements, foreign currency exposure etc. to the lender;
(d) initiation of voluntary winding up, dissolution, bankruptcy and insolvency proceedings;

(e) any damage, deterioration in value or impairment of the assets underlying the security or any part of such security;
(f) non-compliance with environmental, health, social and safety requirements, including environmental laws and clearances;
(g) failure to route at least 50% of the cash flow of our Company through the lender;
(h) utilization of the loan for purposes other than the sanctioned purpose;
(i) breach of any statements, representations, warranties, covenants or confirmations included in the loan documentation;
(j) failure to maintain appropriate insurance cover for our assets; and
(k) any other event or material change which may have a material adverse effect on the lenders.

***Consequences of occurrence of events of default***

In terms of our borrowing arrangements, the following, among others, are the actions which our lenders are entitled to take in case of an event of default:

(a) review the sanctioned facility, including cancellation of the facility;
(b) require the borrower to prepay the loan on dates earlier than the dates mentioned in the repayment schedule;
(c) block the drawing power in the account maintained with the lender;
(d) sell, transfer or assign the facility to any third party;
(e) debit our loan account towards satisfaction of processing fees; insurance fees or any other charges as applicable;
(f) enforce the security over the hypothecated assets;
(g) impose penal interest over and above the contracted rate on the amount in default;
(h) appoint its nominee director on the Board of our Company; and
(i) exercise all other remedies as available under applicable laws.

We have obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer. For further details of financial and other covenants required to be complied with in relation to our borrowings, see "***Risk Factors –If we are unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements, it may adversely affect our business, credit rating, reputation, prospects, results of operations, cash flows and financial condition***" on page 53.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion is intended to convey the management's perspective on our financial condition and results of operations for the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated or the context otherwise requires, all references to a particular financial year, or "year", are to the 12 months ended March 31 of that year.*

*You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements, which are included elsewhere in this Draft Red Herring Prospectus beginning on page 216, including the significant accounting policies and notes thereto and the report therein, which have been prepared and presented in accordance with Ind AS, in each case to comply with the requirements of (a) Section 26 of Part I of Chapter III of the Companies Act, 2013; (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; and (c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India. Ind AS differs in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is dependent on the reader's level of familiarity with Ind AS.*

*Ind AS differs in certain respects from IFRS and U.S. GAAP and other accounting principles which prospective investors may be familiar with. Please also see "**Risk Factors – Risks Relating to India – Significant differences exist between Ind AS and other accounting principles such as IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.**" beginning on page 60.*

*This discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and our financial performance, which are subject to numerous risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements. As such, you should read "**Risk Factors**" and "**Forward Looking Statements**" beginning on pages 32 and 21, respectively, which discuss a number of factors and contingencies that could affect our business, financial condition and results of operations.*

*Unless otherwise stated, or the context otherwise requires, the financial information in this section is derived from our Restated Financial Statements included in this Draft Red Herring Prospectus beginning on page 216.*

*Unless otherwise indicated, industry and market data used in this chapter has been derived from the report entitled "Customer Experience Management (CXM) Market Analysis" dated February 3, 2022 (the "**Zinnov Report**"), prepared and issued by Zinnov Management Consulting Private Limited ("**Zinnov**"), commissioned and paid for by us. For details, see "**Certain Conventions, Presentation of Financial Information, Industry and Market Data**" beginning on page 16.*

### Overview

We are an end-to-end omnichannel CX solutions provider that enables businesses and brands to connect with their end customers, transform CX across all their touchpoints and channels, and improve response times, business outcomes and performance.

We have emerged as one of the most trusted and dependable service partners for our clients to redefine CXM in the digital age (*Source: Zinnov Report*). While the India CXM addressed market grew by approximately 7% CAGR (2018-20) and is expected to grow at 9% CAGR (2020-24), we witnessed revenue growth of approximately 31% between Fiscals 2019-21, beating the industry growth rate during this period (*Source: Zinnov Report*). This was enabled by our regional presence and focus on high-growth verticals (*Source: Zinnov Report*). Based on the publicly reported financials of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are one of the few firms which registered positive revenue growth figures in Fiscal 2021 (*Source: Zinnov Report*). Based on the publicly available data of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are the only player showing both high EBITDA margins and high cumulative growth at the same time (*Source: Zinnov Report*). In Fiscal 2021, we registered 37% ROE and 31% ROCE (*Source: Zinnov Report*). Based on the publicly available data of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are one of the leading players showing both high ROE and high ROCE (*Source: Zinnov Report*).

Leveraging on our insights on customer behavior and preferences across industry verticals derived from our analysis of data collected from customer interactions over the years, together with our industry and technology expertise, we help evaluate, customize and execute CX strategies and programs for our clients to address our clients' needs at all stages of their CX journey. We offer omnichannel solutions for a variety of touchpoints along the customer interaction value chain from customer sales and support through voice and non-voice channels, back office solutions and transformative services and digital marketing. Since 2016, we have processed more than 1 billion transactions (including calls, chats, emails etc.). Our offerings are enhanced by our ability to solve problems for our clients by leveraging insights on customer behavior and preferences across industry verticals (such as consumer goods, retail and telecommunications) derived from customer interaction data analytics to provide our clients access to real-time data which gives them valuable insights on their end-customers, allowing them to improve business processes and make more prompt business decisions to resolve problems in a timely and efficient manner.

Incorporated in 2004, our Company has grown and expanded over the years. We are headquartered in Noida, and as of September 30, 2021, we were present in seven cities in India (being, Noida, Vadodara, Bengaluru, Mangaluru, Meerut, Bareilly and Thane) and had 9,022 FTE CSA and 7,609 seats located across 14 sites. Post September 30, 2021, we expanded to include two additional sites at Mangaluru and Thane bringing our total number of sites to 16 as at November 30, 2021. Our geographical spread across cities provides us with a broad talent pool and equips us with vernacular capabilities to service customers in more than 10 languages, including English, Hindi and regional languages such as Gujarati, Marathi, Tamil, Telugu, Kannada, Malayalam, Punjabi and Bangla.

As of September 30, 2021, we had 57 clients across more than 10 industry verticals such as banking and financial services, e-commerce, direct-to-home television, telecommunications (including internet service providers), consumer goods, fast-moving consumer goods and retail, education, travel and hospitality, logistics and automotive. See "***Our Business – Clients***" beginning on page 168 for a breakdown of revenue contribution by industry verticals. We have forged long-term relationships with our clients and we endeavor to be regarded as the partner of choice for their CX journey. The average length of relationship that we have with (a) our top five clients is at least 5.4 years, and (b) our top 10 clients is at least 4.5 years.

For more information on our business, see "***Our Business***" beginning on page 145.

**Significant factors affecting our financial condition and results of operations**

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled "***Risk Factors***" beginning on page 32. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations in the future. While each of these factors presents opportunities for our business, they also pose challenges that we must successfully address in order to sustain our growth, improve our results of operations and maintain profitability.

***Demand for our services and the pace of adoption of omnichannel CX solutions***

The demand for, and the pace of adoption of, our services is a key driver of our revenues. India's CXM market is highly underpenetrated, and only 23.6% of the spending is outsourced as of 2020 (*Source: Zinnov Report*). Indian CXM outsourcing is expected to reach 27% of the total spend by 2024 (*Source: Zinnov Report*). Specifically, Tier 2 and Tier 3 cities in India are acting as growth engines for new generation companies leveraging the rising purchasing power and internet access (*Source: Zinnov Report*). The growth in these cities has led to new customer bases that require investments to gear up the CX engine further (*Source: Zinnov Report*). The difference in expectations and socioeconomic diversity across Tier 2 and Tier 3 cities distinguish their demands from Tier 1 cities (*Source: Zinnov Report*). Global players with lower domestic expertise find it difficult to penetrate these markets and understand regional needs, leaving them untapped (*Source: Zinnov Report*). Some of the major observable trends driving CXM demand in these cities include the rising demand for vernacular services. India headquartered CXM service providers with vernacular capabilities would be the ones to benefit from this demand (*Source: Zinnov Report*). With our vernacular capabilities and presence in the Tier 2 and Tier 3 cities, we are well-positioned to capture such growth opportunities. See "***Our Business***" beginning on page 145.

Increased internet penetration and changing consumer behavior in India are accelerating the shift towards omnichannel CXM (*Source: Zinnov Report*). India's internet penetration has accelerated during the last few years, growing from 70 million subscribers at the end of 2016 to 700+ million subscribers by 2020 (*Source: Zinnov*

*Report*). The rise in internet and smartphones penetration has enabled businesses to tap into potential customers through digital channels (*Source: Zinnov Report*). With the increased presence of consumers across different digital channels, the use of an integrated omnichannel platform has become critical to provide a seamless customer experience (*Source: Zinnov Report*). An integrated approach makes the experience seamless and allows customers to use their preferred communication channels (*Source: Zinnov Report*). With omnichannel support, customers can access assistance on the communication platform of their choice (*Source: Zinnov Report*). To address this trend, it is expected that brands will increasingly focus on providing a seamless experience via integration of all contact channels to deliver customer-centric solutions in an omnichannel manner. With an increased push for digital technologies, every enterprise acknowledges the need for a better CX, which resulted in an increase in CX investments (*Source: Zinnov Report*). Some of the segments attracting maximum spend include omnichannel CXM (*Source: Zinnov Report*). Indian organizations have transitioned from traditional contact centers, which served as single-channel interaction centers, to omnichannel experience centers, which integrate various channels and give a holistic customer experience (*Source: Zinnov Report*). An effective customer centric CXM has become one of the levers for the organizations to provide this differentiation, gain customer share, reduce churn and increase the lifetime value (*Source: Zinnov Report*).

Changes in industry trends or competitive technologies or consumer preferences may render certain of our service offerings obsolete or less attractive. Our ability to anticipate changes in industry trends, technology and customer preferences and successfully adapt our service offerings and/or develop and innovate our CXM tools, platform and processes to cater to our current and potential clients in a timely manner, affects our ability to remain competitive.

An increase in demand for CXM outsourcing and digital omnichannel CX solutions will provide us with the opportunity to further expand our share of our existing clients' spending and add new clients, which, in turn, increases our revenues. Over the years, we have evolved our services to focus on higher value offerings which generate higher margins. For Fiscals 2019 to 2021, our revenue and EBITDA had grown at a CAGR of 31.09% and 70.44%, respectively. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our revenue from operations was ₹ 1,594.10 million, ₹ 2,481.29 million, ₹ 2,739.42 million and ₹ 1,805.54 million, respectively; and our EBITDA was ₹ 173.58 million, ₹ 308.08 million, ₹ 504.23 million and ₹ 437.21 million, respectively. As an end-to-end CX solutions provider with omnichannel capabilities to provide customized solutions to our clients, our services are enhanced by our ability to solve problems for our clients by leveraging our vernacular capabilities, process expertise, technology and data. This has enabled us to work our way up the value chain and become an end-to-end CX solutions provider as well as grow our revenues.

***Expanding relationship with our existing clients and adding new clients to support our growth strategy***

Our ability to grow our business requires both expanding our breadth of services with existing clients and identifying and acquiring new clients.

We are dependent on a limited number of clients for a substantial portion of our revenue, and our business, financial condition and results of operations would depend significantly on our ability to retain such clients. In the Fiscals 2019, 2020 and 2021, we were engaged by 39, 53 and 51 clients, respectively. As of September 30, 2021, we were engaged by 57 clients. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our revenue from our top five clients (based on revenue contribution) was 59.7%, 58.5%, 64.4% and 61.0%, respectively. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our revenue from our top 10 clients (based on revenue contribution) was 78.3%, 78.1%, 81.2% and 82.3%, respectively. See "***Our Business – Clients***" beginning on page 168 for more information on our top 10 clients (based on percentage of revenue contribution) as of September 30, 2021. Any loss of revenue from our key clients may have an adverse effect on our business, financial condition and results of operations.

In respect of our existing clients, we strive to entrench ourselves with our existing clients, adding value and delivering exceptional CX over time. This enables us to grow with them along their CX journey while expanding our wallet share with them over time. Our success in doing so is an important driver of our revenue growth. As an end-to-end CX solutions provider, we are able to engage our clients at all stages of their CX journeys with the flexibility to evolve with them as their needs develop. This allows us to forge long-term relationships with our clients. The average length of relationship that we have with (a) our top five clients is at least 5.4 years, and (b) our top 10 clients is at least 4.5 years. Clients with whom we have a relationship of more than five years include Tata Sky Broadband Private Limited, Vodafone Idea Limited, Dish Infra Services Private Limited, Snapdeal Limited, Kent RO Systems Ltd. and Panasonic India Pvt. Ltd.. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, we had repeat revenue (that is, percentage of total revenue coming from clients from whom there was revenue in the immediately preceding period) of 87.2%, 81.0%, 95.3% and 97.8%, respectively; and our net revenue retention (that is, revenue from retained clients in current period as a percentage of revenue from such clients in the immediately preceding period) was 103%, 128%, 107% and 131%, respectively.

In addition, our ability to add new clients is also a driver of our revenues. In India, verticals such as retail, banking, financial services and insurance, media, software and consumer electronics are witnessing the increased need for customer interactions such as technical support, operations support and contact services driven by digital disruption and virtual interactions (*Source: Zinnov Report*). These are amongst the top segments in the India CXM market, representing more than 60% of the market spend as of 2020 (*Source: Zinnov Report*). We serve enterprises in these high growth verticals that contribute to approximately 80% of our Fiscal 2021 revenue (April 2020 to March 2021) (*Source: Zinnov Report*). In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, we added 15, 9, 19 and 12 new clients, respectively; and our new clients contributed to 12.8%, 19.0%, 4.7% and 2.2% to our revenue, respectively.

Our ability to expand our relationships with our existing clients and add new clients is driven by several factors including, but not limited to, our track record in consistently providing high quality services to our clients' satisfaction across locations and campaigns while staying agile and flexible to serve our clients' dynamic and evolving needs, pricing, economic conditions and our clients' overall budget and spending levels. Our ability to expand our relationships with our existing clients and add new clients is an important factor in our future growth and our ability to continue increasing our profitability.

***Efficiently recruiting and managing our employees while managing manpower costs***

Our results of operations are impacted by our ability to attract, recruit and manage our employees as well as our ability to manage manpower costs.

*Attracting, recruiting and managing employees*

Our success depends on our ability to hire, train and retain sufficient numbers of employees in a timely fashion to support our operations. As of September 30, 2021, we had 10,591 FTE employees who were employed directly and indirectly. See "***Our Business – Employees and Culture***" beginning on page 177. We manage our employee headcount and utilization based on ongoing assessments of our project pipeline and requirements for specific capabilities and functional expertise. For example, in some fast deployment campaigns that require employees that are either highly skilled or not readily available, we may utilize higher cost recruitment sourcing channels such as external recruitment agencies to supplement our internal direct hiring. However, after the initial ramp up phases, as the campaign begins to stabilize and normal employee attrition takes its course, our internal recruitment sourcing allows us to hire new employees at a lower cost. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our recruitment expenses were ₹ 2.41 million, ₹ 8.02 million, ₹ 17.69 million and ₹ 23.76 million, respectively.

To better manage our workforce and improve engagement with our team members across sites, our in-house software development team harnessed the power of AI and ML to develop TMS to automate disparate HR processes and manage the entire employee lifecycle. TMS currently tracks the entire employee lifecycle which gives leadership at various levels a comprehensive insight of our people assets. Some of the key functions of TMS include managing new hire process (including interview management, offer management and onboarding employee documentation), training management and supervisory alignment for employees, employee performance management, workforce management (including rostering, attendance, holidays and leave), employee grievance management and communications with employees through announcements enabled via the TMS platform. See "***Our Business – Employees and Culture – Team Management System***" beginning on page 179.

To ensure that we attract and retain members of our management team and employees, we offer competitive salary and benefit packages. Our talent strategy focuses on recruiting talented employees, facilitating their integration and encouraging professional development of their skills. We have developed various training programs to ensure that our employees are motivated and engaged with our business. We have an employee share option scheme to reward, motivate and incentivize our employees as well as to instill a sense of ownership in them. In addition, this employee share option scheme will help us to team up with talents on a global basis in the future. Our culture drives team member engagement, which leads to lower team member attrition. See "***Our Business – Employees and Culture – Employees***" beginning on page 177 for more information on our attrition rates.

*Managing manpower costs*

Our manpower costs include employee benefits expense and outsourcing expenses.

Employee benefits expense comprises (a) salaries and wages, (b) contribution to provident funds and other funds, (c) gratuity expense, and (d) staff welfare expenses. For the Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our employee benefits expense was ₹ 657.73 million, ₹ 1,131.01 million, ₹ 1,327.48 million and ₹ 897.81 million, respectively. Outsourcing expenses comprise the expenses paid to external service providers for providing indirect employees, with a view to lower cost and promote efficiency. For the Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our outsourcing expenses was ₹ 432.17 million, ₹ 612.82 million, ₹ 458.55 million and ₹ 209.14 million, respectively. For the Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, the total direct and indirect manpower costs including employee benefits expense and outsourcing expenses combined was ₹ 1,089.89 million, ₹ 1,743.83 million, ₹ 1,786.03 million and ₹ 1,106.95 million, respectively comprising 68.37%, 70.28%, 65.20% and 61.31% of revenue from operations of that particular period, respectively.

The increase in our employee benefits expenses from Fiscal 2019 to Fiscal 2021 was mainly due to increase in salaries and wages on account of increase in employee headcount due to corresponding increase in business and on account of deploying higher skilled associates for servicing our high value businesses which are services provided to clients in industries such as banking and financial services and e-commerce.

As we continue to grow our business and drive growth in our revenue, we expect our number of employees to increase which will in turn increase our employee benefits expense. Our employee benefits expense varies depending on the mix of services that we provide and the campaigns we undertake. Employee wages vary by the type of service provided and the skill set of the relevant employees. Depending on the requirements of the services we provide, our employee benefits expense may also change.

While we expect our manpower costs to increase in the future as we continue to grow our business and number of employees, we aim to manage our manpower costs by, among other things, efficient deployment of manpower, ensuring right recruitment as well as adequate training, retention and development of employees.

***Competing effectively against current and future competitors to ensure our revenue growth and profitability***

We operate in a competitive environment. India has one of the largest concentrations of CXM service providers, with over 2,500 firms, both organized and unorganized as of 2020 (*Source: Zinnov Report*). Our competition in the Indian market is CXM focused service providers, BPM service providers and IT service providers with CXM offerings including India headquartered service providers such as Conneqt and Altruist Customer Management as well as global headquartered service providers such as Teleperformance, Concentrix, TaskUS and TDCX (*Source: Zinnov Report*). For more information on the competitive landscape of the markets we operate in, see "***Industry Overview***" beginning on page 118 and "***Our Business – Competition***" beginning on page 181.

Competition may affect the demand for our services and profitability by causing our client base to decline or affect our ability to expand our client base. The occurrence of any such events may materially and adversely affect our business, revenue growth, profitability, results of operations and financial condition.

***General economic and market conditions in India***

Demand for CXM services depend to some extent on our clients' underlying business performance which is in turn influenced by general economic and market conditions in the respective industry which they operate in India. As of September 30, 2021, our clients included companies across more than 10 industry verticals such as banking and financial services, e-commerce, direct-to-home television, telecommunications (including internet service providers), consumer goods, fast-moving consumer goods and retail, education, travel and hospitality, logistics and automotive. See "***Our Business – Clients***" beginning on page 168 for a breakdown of revenue contribution by industry verticals. Demand for our clients' goods and services, and in turn, the demand for our CXM services may be adversely affected by an economic downtown in India. Economic growth in India is affected by various factors including domestic consumption and savings, inflation and interest rates, liquidity, exchange rate fluctuations, changes in tax, trade, fiscal or monetary policies, man-made or natural disasters, epidemic, pandemic (such as the COVID-19) or infectious diseases outbreak or other public health concerns, regional or global economic conditions.

Growth in a client's business often results in increase demand for CXM solutions. Conversely, a decline in a client's business general results in a decrease in demand for our CXM solutions. Our performance and growth depend on the performance and businesses of our clients, which in turn, depend on the performance of the Indian economy. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our clients' businesses and their demand for our CXM solutions.

**Developments Subsequent to September 30, 2021**

Subsequent to September 30, 2021, the following events have occurred:

(a) Our Company increased and re-classified the authorized share capital of our Company from ₹ 15 million divided into 1,000,000 equity shares of ₹ 10/- each amounting ₹ 10 million and 500,000 preference shares of ₹ 10/- each amounting ₹ 5 million to ₹ 120 million divided into 11,500,000 equity shares of ₹ 10/- each amounting to ₹ 115 million and 500,000 preference shares of ₹ 10/- each amounting to ₹ 5 million pursuant to a special resolution passed at the annual general meeting of our Company held on November 10, 2021.

(b) Our Company varied the terms of our 0% redeemable preference shares and converted the 0% redeemable preference shares into compulsory convertible preference shares pursuant to a special resolution passed at the extraordinary general meeting of the equity and preference shareholders of our Company held on November 17, 2021.

(c) The Board of our Company in their Board meeting held on November 20, 2021 allotted 500,000 equity shares to the holders of compulsory convertible preference shares by converting compulsory convertible preference shares into equity shares.

(d) Further on November 22, 2021, the members of our Company in their extraordinary general meeting approved 1:5.47 bonus shares on fully paid equity shares having face value of ₹ 10 per share through capitalization of free reserves of our Company.

(e) The Board of Directors and shareholders of our Company at their meeting held on November 27, 2021 and November 29, 2021, approved a stock split of one equity share having face value of ₹ 10/- each into five equity shares having face value of ₹ 2/- each.

(f) Thereafter, our Company converted itself from Private Limited to Public Limited, pursuant to a special resolution passed at the extraordinary general meeting of the shareholders of our Company held on December 31, 2021 and consequently the name of our Company changed to "Cogent E-Services Limited" pursuant to a fresh certificate of incorporation by the Registrar of Companies, Delhi on January 11, 2022.

(g) The impact of the abovementioned bonus shares and stock split has been considered retrospectively for the purpose of calculation of basic and diluted earnings per share for all periods presented.

| Particulars | Number of shares |
|---|---|
| Number of equity shares (as at September 30, 2021) | 1,000,000 |
| Number of equity shares post conversion of 500,000 compulsory convertible preference shares into Equity in the ratio of 1:1 | 1,500,000 |
| Number of equity shares with bonus shares (5.47 bonus share for each equity share) | 9,705,000 |
| Number of equity shares post stock split (1 equity share into 5 shares) | 48,525,000 |

**Basis of preparation of financial statements**

The Restated Financial Statements have been prepared by the management of our Company in conformity with Ind AS to comply with the requirements of (a) Section 26 of Part I of Chapter III of the Companies Act, 2013; (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, as amended.

The Restated Financial Statements has been compiled from:

(a) the audited Special Purpose Interim Financial Statements of our Company for the six months period ended September 30, 2021 have been prepared in accordance with the recognition and measurement principles of

Ind AS 34, Interim Financial Reporting as issued under the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 (the "**Act**");

(b) the audited financial statements of our Company for the financial year ended March 31, 2021, March 31, 2020 and March 31, 2019 have been prepared under Ind AS notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Act as amended from time to time.

The accounting policies have been consistently applied by our Company in preparation of the Restated Financial Statements and are consistent with those adopted in the preparation of financial statements for the six months period ended September 30, 2021.

The Restated Financial Statements have been prepared so as to contain information/disclosures and incorporating adjustments set out below in accordance with ICDR Regulations:

(a) adjustments to the profits of the earlier periods and of the period in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;

(b) adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of our Company for the six months period ended September 30, 2021 and the requirements of the SEBI Regulations, if any;

(c) the resultant impact of tax due to the aforesaid adjustments, if any

**Significant accounting policies**

The preparation of our financial statements in conformity with Ind AS requires our management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses, and the related disclosure of cash flows and contingent liabilities, among other items. See forth below is a summary of some of our significant accounting policies under Ind AS. For a detailed description of our significant account policies, see "***Restated Financial Statements – Note 4 – Summary of significant accounting policies***" beginning on page 227.

***Current vs Non current classification***

Our company presents assets and liabilities in the balance sheet base on current/non-current classification.

An asset is current when it is:
(a) expected to be realized or intended to be sold or consumed in normal operating cycle;
(b) held primarily for the purpose of trading;
(c) expected to be realized within twelve months after the reporting period; or
(d) cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:
(a) expected to be settled in normal operating cycle;
(b) held primarily for the purpose of trading;
(c) due to be settled within 12 months after the reporting period; or
(d) there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

All other liabilities are treated as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Our Company has evaluated and considered its operating cycle as 12 months.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

***Property, plant and equipment***

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of respective asset if the recognition criteria for a provision are met.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to our Company and the cost of the item can be measured reliably.

Gains or losses arising on sale/disposal of items of property, plant and equipment are recognized in statement of profit and loss.

Our Company depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

| Asset Category | Life in Year | Basis for useful life |
|---|---|---|
| Building | Life as prescribed under Schedule II of the Companies Act, 2013 | |
| Furniture and Fixtures | | |
| Electrical Installations | | |
| Vehicles | | |
| Computers | 5 | Based on internal assessment by technical personnel |
| Plant and Machinery | 10 | |
| Office Equipments | 10 | |
| Transformer | 15 | |
| Solar System | 15 | |
| Leasehold land | Is amortized equally over the remaining life of the lease term. | |

Based on an internal assessment, the management believes that the useful lives as given above represents the period over which the management expects to use the assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Our Company has evaluated the applicability of component accounting as prescribed under Ind AS 16, Property, plant and equipment, and Schedule II of the Companies Act, 2013, the management has not identified any significant component having different useful lives. Schedule II requires our Company to identify and depreciate significant components with different useful lives separately.

Depreciation methods, useful lives and residual values are reviewed periodically and updated as required, including at each financial year end.

***Intangible assets***

Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortization and impairment. Advances paid towards the acquisition of intangible assets outstanding at each balance sheet date are disclosed as other non-current assets and the cost of intangible assets not ready for their intended use before such date are disclosed as intangible assets under development.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Computer software is being amortized over a period of seven years on a straight line basis.

The above periods also represent the management's estimation of economic useful life of the respective intangible assets. Amortization method, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

***Impairment of property, plant and equipment and intangible assets***

At each reporting date, our Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, our Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

***Revenue from contract with customer***

The specific recognition criteria described below must also be met before revenue is recognized.

*Sale of services*

Revenue is recognized to the extent that it is probable that the economic benefit will flow to our Company and the revenue can be measured reliably.

Arrangement with customers for services rendered by our Company are on time and material. Revenue from contracts on time and material basis is recognized as the related services are performed. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue is measured based on the transaction price, which is the consideration, adjusted for penalties, incentives and other variable considerations, if any, as specified in the contracts with the customers.

*Finance income*

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate ("**EIR**"). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating EIR, our Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

*Contract balances*

<u>Contract assets</u>
A contract asset is the right to consideration in exchange for services transferred to the customer. If our Company provides services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. Revenues in excess of invoicing are also classified as contract assets (which we refer to as unbilled revenue).

<u>Trade receivables</u>
A receivable represents our Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). See also accounting policies of financial assets in "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Accounting policies – Financial instruments – initial recognition and subsequent measurement***" beginning on page 229.

***Employee benefits***

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee Benefits.

*Defined contribution plan*

Our Company makes payments to defined contribution plans such as provident fund and employees' state insurance. Our Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

*Defined benefit plan*

<u>Gratuity</u>

The liability recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The net interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

*Other long-term employee benefits*

Other long-term employee benefits are recognized as an expense in the statement of profit and loss as and when they accrue. Our Company determines the liability using the projected unit credit method, with actuarial valuations carried out as at the balance sheet date. Actuarial gains and losses in respect of such benefits are charged to the statement of profit and loss.

*Short-term employee benefits*

Employee benefits payable within 12 months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense in statement of profit and loss as the related service is rendered by employees.

***Leases***

Our Company has lease contracts for buildings and movable fixed assets used in its operations. Lease terms generally ranges between 3 and 15 years.

Our Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For the purpose of preparing restated financial information, Ind AS 116 has been applied retrospectively with effect from April 1, 2018.

*Company as a lessee*

Our Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. Our Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

    Our Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows: If ownership of the leased asset transfers to our Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of use assets are also subject to impairment.

(b) Lease liabilities

At the commencement date of the lease, our Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by our Company and payments of penalties for terminating the lease, if the lease term reflects our Company exercising the option to terminate.

In calculating the present value of lease payments, our Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

Our Company applies the short-term lease recognition exemption to our short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

***Income taxes***

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealized tax losses/minimum alternate tax ("**MAT**") credit are recognized to the extent that it is probable that the underlying tax loss will be utilized against future taxable income. This is assessed based on our Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss/MAT credit. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity).

***Financial instruments***

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

*Recognition and initial measurement*

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when our Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss ("**FVTPL**"), transaction costs that are directly attributable to its acquisition or issue.

*Classification and subsequent measurement*

Financial assets

On initial recognition, a financial asset is classified as measured at
- amortized cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period our Company changes our business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions:
- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost as described above are measured at FVTPL.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Our Company does not have any fixed liabilities under the category of FVTPL.

*Derecognition*

Financial assets
Our Company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which our Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

Financial liabilities
Our Company de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. Our Company also de-recognizes a financial liability when our terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in statement of profit and loss.

*Offsetting*

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**Results of Operations**

The following table sets forth a summary of our restated statement of profit and loss for the periods indicated. The information should be read together with our Restated Financial Statements included elsewhere in this Draft Red Herring Prospectus. The results of operations in any period are not necessarily indicative of our future trends.

| | Period ended September 30, 2021 | | Year ended March 31, 2021 | | Year ended March 31, 2020 | | Year ended March 31, 2019 | |
|---|---|---|---|---|---|---|---|---|
| | **₹ in millions** | **% of total income** | **₹ in millions** | **% of total income** | **₹ in millions** | **% of total income** | **₹ in millions** | **% of total income** |
| **Income** | | | | | | | | |
| Revenue from operations | 1,805.54 | 99.78% | 2,739.42 | 99.58% | 2,481.29 | 99.88% | 1,594.10 | 99.77% |
| Other income | 3.92 | 0.22% | 11.65 | 0.42% | 2.92 | 0.12% | 3.68 | 0.23% |
| **Total Income** | **1,809.46** | **100.00%** | **2,751.07** | **100.00%** | **2,484.21** | **100.00%** | **1,597.78** | **100.00%** |
| | | | | | | | | |
| **Expenses** | | | | | | | | |
| Employee benefits expense | 897.81 | 49.62% | 1,327.48 | 48.25% | 1,131.01 | 45.53% | 657.73 | 41.17% |
| Finance costs | 23.48 | 1.30% | 53.93 | 1.96% | 51.28 | 2.06% | 33.61 | 2.10% |
| Depreciation and amortization expense | 88.86 | 4.91% | 174.53 | 6.34% | 137.10 | 5.52% | 78.40 | 4.91% |
| Other expenses | 474.44 | 26.22% | 919.36 | 33.42% | 1,045.12 | 42.07% | 766.47 | 47.97% |
| **Total expenses** | **1,484.59** | **82.05%** | **2,475.30** | **89.98%** | **2,364.51** | **95.18%** | **1,536.21** | **96.15%** |
| | | | | | | | | |
| **Profit before tax** | **324.87** | **17.95%** | **275.77** | **10.02%** | **119.70** | **4.82%** | **61.57** | **3.85%** |
| **Tax expense** | | | | | | | | |
| Current tax | 84.35 | 4.66% | 81.05 | 2.95% | 36.49 | 1.47% | 20.43 | 1.28% |
| Deferred tax (credit) | (2.57) | -0.14% | (6.44) | -0.23% | (5.74) | -0.23% | (5.22) | -0.33% |
| | | | | | | | | |
| **Profit after tax for the period / year** | **243.09** | **13.43%** | **201.16** | **7.31%** | **88.95** | **3.58%** | **46.36** | **2.90%** |
| | | | | | | | | |
| **Other comprehensive income** | | | | | | | | |
| **Items that will not be reclassified to profit or loss in subsequent periods** | | | | | | | | |
| Remeasurements of defined benefit plans | 0.34 | 0.02% | (4.38) | -016% | (2.30) | -0.09% | (0.95) | -0.06% |
| Income tax related to above item | (0.09) | 0.00% | 1.12 | 0.04% | 0.59 | 0.02% | 0.26 | 0.02% |
| **Other comprehensive income / (loss) for the period / year, net of tax** | **0.25** | **0.01%** | **(3.26)** | **-0.12%** | **(1.71)** | **-0.07%** | **(0.69)** | **-0.04%** |
| | | | | | | | | |
| **Total comprehensive income for the period / year** | **243.34** | **13.45%** | **197.90** | **7.20%** | **87.24** | **3.51%** | **45.67** | **2.86%** |

### Description of Key Statement of Profit and Loss Line Items

*Income*

The following table sets out the principal components of our income and as a percentage of our total income for the periods indicated.

| | Period ended September 30, 2021 | | Year ended March 31, 2021 | | Year ended March 31, 2020 | | Year ended March 31, 2019 | |
|---|---|---|---|---|---|---|---|---|
| | ₹ in millions | % of total income | ₹ in millions | % of total income | ₹ in millions | % of total income | ₹ in millions | % of total income |
| **Revenue from operations** | | | | | | | | |
| **Sale of services** | | | | | | | | |
| Revenue from IT enabled services | 1,805.54 | 99.78% | 2,739.42 | 99.58% | 2,481.29 | 99.88% | 1,594.10 | 99.77% |
| **Other income** | | | | | | | | |
| **Interest income from** | | | | | | | | |
| Bank deposit | 1.92 | 0.11% | 0.15 | 0.01% | - | - | - | - |
| Income tax refund | - | - | 6.24 | 0.23% | - | - | 2.91 | 0.18% |
| Electricity security deposit | 0.13 | 0.01% | 0.10 | 0.00% | 0.11 | 0.00% | 0.09 | 0.01% |
| Unwinding of security deposit | 1.67 | 0.09% | 3.09 | 0.11% | 2.58 | 0.10% | 0.53 | 0.03% |
| **Other non operating income** | | | | | | | | |
| Gain on early termination of leases | - | - | 2.07 | 0.08% | - | - | - | - |
| Other miscellaneous income | 0.20 | 0.01% | - | - | 0.23 | 0.01% | 0.15 | 0.01% |
| **Total income** | **1,809.46** | **100.00%** | **2,751.07** | **100.00%** | **2,484.21** | **100.00%** | **1,597.78** | **100.00%** |

Our total income comprises (a) revenue from operations and (b) other income.

*Revenue from operations*

Our revenue from operations comprises revenue from IT enabled services which consists of services provided to clients on a time and material basis. Revenue from contracts on a time and material basis is recognized as the related services are performed (that is, when our performance obligations to the client is met).

Revenue is measured based on the transaction price, which is the consideration as specified in the contract, adjusted for penalties, incentives and other variable considerations (if any) as specified in the contracts with the clients. We usually enter into master service agreements with our clients, which provide a framework for services and statements of work. The statements of work define the scope, timing, pricing, and performance obligations for each campaign under the respective master service agreements. Our contracts with our clients typically have a fixed rate per full-time equivalent ("**FTE**") component. Some of our contracts include a variable fee (reward/penalty matrix) component based on achievement of certain targets. We invoice our clients on a monthly basis as each performance obligation is satisfied, based on the agreed price in the agreement for each performance obligation, and adjust for reward and penalties based on certain key performance indicators (wherever applicable) during that month.

Taxes assessed by the relevant government authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected from a client, are excluded from revenue from operations.

*Other income*

Our other income comprises (a) interest income from (i) bank deposit, (ii) income tax refund, (iii) electricity security deposit, and (iv) unwinding of security deposit, and (b) other non operating income comprising (i) gain on early termination of leases, and (ii) other miscellaneous income.

***Expenses***

Our expenses comprise (a) employee benefits expense, (b) finance costs, (c) depreciation and amortization expenses, and (d) other expenses.

*Employee benefits expense*

Employee benefits expense comprises (a) salaries and wages, (b) contribution to provident funds and other funds, (c) gratuity expense, and (d) staff welfare expenses.

*Finance costs*

Finance costs comprise (a) interest on term loan and working capital facilities, (b) interest on lease liabilities, (c) interest on liability component of compound financial instruments, and (d) other borrowing costs.

*Depreciation and amortization expenses*

Depreciation and amortization expenses comprise (a) depreciation on property, plant and equipment (including building, furniture and fixtures, electrical installations, vehicles, computers, plant and machinery, office equipment, transformer, solar system and leasehold land), (b) amortization of right of use assets for leasehold land, buildings, computers and office equipment, and (c) amortization of intangible assets including computer software, etc..

*Other expenses*

Other expenses include primarily expenses relating to outsourcing expenses (comprising expenses paid to external service providers for providing indirect employees), travelling and conveyance, electricity expenses, manpower supply expenses, office maintenance, legal and professional fees, recruitment expenses, rent expenses, repair and maintenance of buildings and machinery, security expenses, software support expenses, supervision expenses, communication charges and provision for doubtful debt.

The following table sets out the principal components of our other expenses and as a percentage of our total revenue for the periods indicated.

| | **Period ended September 30, 2021** | | **Year ended March 31, 2021** | | **Year ended March 31, 2020** | | **Year ended March 31, 2019** | |
|---|---|---|---|---|---|---|---|---|
| | **₹ in millions** | **% of total revenue** | **₹ in millions** | **% of total revenue** | **₹. in millions** | **% of total revenue** | **₹ in millions** | **% of total revenue** |
| **Other expenses** | | | | | | | | |
| Outsourcing expenses | 209.14 | 11.58% | 458.55 | 16.74% | 612.82 | 24.70% | 432.17 | 27.11% |
| Business promotion | 4.67 | 0.26% | 8.50 | 0.31% | 7.99 | 0.32% | 4.75 | 0.30% |
| Bad debts written off | 7.26 | 0.40% | 20.50 | 0.75% | 2.02 | 0.08% | - | - |
| Travelling and conveyance | 6.74 | 0.37% | 9.78 | 0.36% | 26.48 | 1.07% | 26.27 | 1.65% |
| Consumable | 2.27 | 0.13% | 3.42 | 0.12% | - | - | - | - |
| Electricity expenses | 37.31 | 2.07% | 58.42 | 2.13% | 91.42 | 3.68% | 77.56 | 4.87% |
| Generator running and maintenance | 2.65 | 0.15% | 3.20 | 0.12% | 5.12 | 0.21% | 8.82 | 0.55% |

| | Period ended September 30, 2021 | | Year ended March 31, 2021 | | Year ended March 31, 2020 | | Year ended March 31, 2019 | |
|---|---|---|---|---|---|---|---|---|
| | **₹ in millions** | **% of total revenue** | **₹ in millions** | **% of total revenue** | **₹. in millions** | **% of total revenue** | **₹ in millions** | **% of total revenue** |
| Insurance expenses | 2.35 | 0.13% | 7.21 | 0.26% | 4.85 | 0.20% | 2.82 | 0.18% |
| Loss on sale of property, plant and equipment | - | - | 1.90 | 0.07% | - | - | 0.35 | 0.02% |
| Manpower supply expenses | 9.14 | 0.51% | 13.50 | 0.49% | 18.73 | 0.75% | 13.77 | 0.86% |
| Office maintenance | 4.33 | 0.24% | 10.50 | 0.38% | 7.39 | 0.30% | 2.79 | 0.18% |
| Legal and professional fees | 13.61 | 0.75% | 37.58 | 1.37% | 18.98 | 0.76% | 11.89 | 0.75% |
| Rebate, discount and commission | - | - | - | - | 0.75 | 0.03% | 0.40 | 0.03% |
| Recruitment expenses | 23.76 | 1.32% | 17.69 | 0.65% | 8.02 | 0.32% | 2.41 | 0.15% |
| Rent expenses | 13.04 | 0.72% | 37.36 | 1.36% | 54.94 | 2.21% | 44.59 | 2.80% |
| Repair and maintenance - Building | 26.23 | 1.45% | 62.86 | 2.29% | 36.93 | 1.49% | 20.23 | 1.27% |
| Repair and maintenance - Machinery | 22.55 | 1.25% | 20.94 | 0.76% | 29.11 | 1.17% | 31.11 | 1.95% |
| Rates and taxes | 0.17 | 0.01% | 5.37 | 0.20% | 1.03 | 0.04% | 0.01 | 0.00% |
| Security expenses | 10.09 | 0.56% | 15.09 | 0.55% | 18.74 | 0.76% | 15.34 | 0.96% |
| Software support expenses | 24.98 | 1.38% | 34.73 | 1.27% | 14.69 | 0.59% | 12.15 | 0.76% |
| Supervision expenses | 7.87 | 0.44% | 20.09 | 0.73% | 15.44 | 0.62% | 7.66 | 0.48% |
| Communication charges | 42.11 | 2.33% | 64.69 | 2.36% | 58.68 | 2.36% | 43.54 | 2.73% |
| Corporate social responsibility expenditure | - | - | 2.12 | 0.08% | 3.04 | 0.12% | - | - |
| Provision for doubtful debts | 1.48 | 0.08% | 0.66 | 0.02% | 1.47 | 0.06% | 1.52 | 0.10% |
| Miscellaneous expenses | 2.69 | 0.15% | 4.70 | 0.17% | 6.48 | 0.26% | 6.32 | 0.40% |
| | **474.44** | **26.28%** | **919.36** | **33.56%** | **1,045.12** | **42.12%** | **766.47** | **48.08%** |

***Tax expense***

Our tax expense includes current tax and deferred tax (credit).

***Other comprehensive income***

Other comprehensive income consists of all the items of income and expense (including reclassification adjustments) that are not recognized as profit or loss. We recognize certain items that will not be reclassified to profit or loss on our statement of income. In particular, we recognize the remeasurement of retirement benefit obligations, which is the fair value of our retirement benefit obligations, that are adjusted on an annual basis to account for changes to the actuarial assumptions used to calculate such amounts, including the relevant mortality rate and future cash flow discount rate.

***Total comprehensive income***

Total comprehensive income consists of profit for the period/year and other comprehensive income.

**Discussion on our results of operations**

***Results of operations for the six months ended September 30, 2021***

*Revenue from operations*

Our total income was ₹ 1,809.46 million for the six months ended September 30, 2021, comprising revenue from operations of ₹ 1,805.54 million (or 99.78% of total income for the period) and other income of ₹ 3.92 million (or 0.22% of total income for the period).

*Other income*

Our other income was ₹ 3.92 million for the six months ended September 30, 2021 and comprised (a) interest income from (i) bank deposits of ₹ 1.92 million, (ii) electricity security deposit of ₹ 0.13 million, and (iii) unwinding of security deposit of ₹ 1.67 million, and (b) other non operating income comprising other miscellaneous income of ₹ 0.20 million.

*Total Expenses*

Our total expenses were ₹ 1,484.59 million for the six months ended September 30, 2021, representing 82.05% of our total income for the period, comprising:

- *Employee benefits expense*: Our employee benefits expense was ₹ 897.81 million for the six months ended September 30, 2021 and comprised primarily salaries and wages of ₹ 867.55 million and contribution to provident funds and other funds of ₹ 26.84 million;

- *Finance costs*: Our finance costs was ₹ 23.48 million for the six months ended September 30, 2021 and comprised primarily interest on lease liabilities of ₹ 18.37 million and interest on term loan and working capital facilities of ₹ 5.01 million;

- *Depreciation and amortization expenses*: Our depreciation and amortization expenses were ₹ 88.86 million for the six months ended September 30, 2021 and comprised primarily amortization of right of use assets of ₹ 59.88 million and depreciation on property, plant and equipment of ₹ 24.30 million; and

- *Other expenses*: Our other expenses were ₹ 474.44 million for the six months ended September 30, 2021 and comprised primarily outsourcing expenses of ₹ 209.14 million, electricity expenses of ₹ 37.31 million, legal and professional fees of ₹ 13.61 million, recruitment expenses of ₹ 23.76 million, rent expenses of ₹ 13.04 million, repair and maintenance – building of ₹ 26.23 million, repair and maintenance – machinery of ₹ 22.55 million, software support expenses of ₹ 24.98 million, communication charges of ₹ 42.11 million and provision for doubtful debts ₹ 1.48 million.

*Profit before tax*

As a result of the above, our profit before tax was ₹ 324.87 million for the six months ended September 30, 2021.

*Current tax*

Our current tax was ₹ 84.35 million for the six months ended September 30, 2021.

*Deferred tax (credit)*

Our deferred tax (credit) was ₹ (2.57) million for the six months ended September 30, 2021.

*Profit after tax for the period*

As a result of the above, our profit after tax for the period was ₹ 243.09 million for the six months ended September 30, 2021.

***Results of operations for the financial year ended March 31, 2021 compared with the financial year ended March 31, 2020***

*Revenue from operations*

Our revenue from operations increased by 10.40% from ₹ 2,481.29 million for the financial year ended March 31, 2020 to ₹ 2,739.42 million for the financial year ended March 31, 2021. This increase was primarily due to increase in percentage contribution of revenue from higher value businesses (which are services provided to clients in industries such as banking and financial services and e-commerce).

While the India CXM addressed market grew by approximately 7% CAGR (2018-20) and is expected to grow at 9% CAGR (2020-24), we witnessed revenue growth of approximately 31% between Fiscals 2019-21, beating the industry growth rate during this period (*Source: Zinnov Report*). This was enabled by our regional presence and focus on high-growth verticals (*Source: Zinnov Report*). Based on the publicly reported financials of certain CXM focused service providers which have a presence in the India market in Zinnov's comparison set, we are one of the few firms which registered positive revenue growth figures in Fiscal 2021 (*Source: Zinnov Report*).

*Other income*

Our other income increased by 298.97% from ₹ 2.92 million for the financial year ended March 31, 2020 to ₹ 11.65 million for the financial year ended March 31, 2021. This increase was primarily due to income tax refund of ₹ 6.24 million received in financial year ended March 31, 2021 and gain on early termination of leases of ₹ 2.07 million in the financial year ended March 31, 2021.

*Total Expenses*

Our total expenses increased by 4.69% from ₹ 2,364.51 million for the financial year ended March 31, 2020 to ₹ 2,475.30 million for the financial year ended March 31, 2021. This increase was due to the factors described below:

- *Employee benefits expense*: Our employee benefits expense increased by 17.37% from ₹ 1,131.01 million for the financial year ended March 31, 2020 to ₹ 1,327.48 million for the financial year ended March 31, 2021. This increase was mainly due to increase in salaries and wages from ₹ 1,092.64 million for the financial year ended March 31, 2020 to ₹ 1,287.54 million for the financial year ended March 31, 2021 on account of deploying higher skilled associates for servicing our high value businesses;

- *Finance costs*: Our finance costs increased by 5.17% from ₹ 51.28 million for the financial year ended March 31, 2020 to ₹ 53.93 million for the financial year ended March 31, 2021. This increase was mainly due to increase in interest on lease liabilities from ₹ 27.00 million for the financial year ended March 31, 2020 to ₹ 37.93 million for the financial year ended March 31, 2021 because of interest on additions to lease liability for new leases entered into during financial year ended March 31, 2020 coming into full effect during financial year ended March 31, 2021. This increase in interest on lease liabilities was partially offset by decrease in interest on term loan and working capital facilities from ₹ 23.70 million for the financial year ended March 31, 2020 to ₹ 15.55 million for the financial year ended March 31, 2021;

- *Depreciation and amortization expenses*: Our depreciation and amortization expenses increased by 27.30% from ₹ 137.10 million for the financial year ended March 31, 2020 to ₹ 174.53 million for the financial year ended March 31, 2021. This increase was mainly due to increase in amortization on right of use assets from ₹ 77.81 million for the financial year ended March 31, 2020 to ₹ 116.14 million for the financial year ended March 31, 2021 because of amortization on new leases entered into during the financial year ended March 31, 2020 coming into full effect during the financial year ended March 31, 2021; and

- *Other expenses*: Our other expenses decreased by 12.03% from ₹ 1,045.12 million for the financial year ended March 31, 2020 to ₹ 919.36 million for the financial year ended March 31, 2021. This decrease was mainly due to:

- decrease in outsourcing expenses (comprising expenses paid to external service providers for providing indirect employees) from ₹ 612.82 million for the financial year ended March 31, 2020 to ₹ 458.55 million for the financial year ended March 31, 2021 due to efficient deployment of indirect employees on our client contracts;
- decrease in travelling and conveyance from ₹ 26.48 million for the financial year ended March 31, 2020 to ₹ 9.78 million for the financial year ended March 31, 2021 due to lesser travel undertaken because of the lockdowns owing to the COVID-19 pandemic; and

- decrease in electricity expenses from ₹ 91.42 million for the financial year ended March 31, 2020 to ₹ 58.42 million for the financial year ended March 31, 2021 due to implementation of advanced high-efficiency uninterruptible power supply (or UPS) solutions across all sites and implementation of solar power generation at one of our sites in Noida,

which was partially offset by:

- increase in bad debts written off from ₹ 2.02 million for the financial year ended March 31, 2020 to ₹ 20.50 million for the financial year ended March 31, 2021 due to one-time clean-up exercise to write off the old non-realizable receivable balances;

- increase in legal and professional fees from ₹ 18.98 million for the financial year ended March 31, 2020 to ₹ 37.58 million for the financial year ended March 31, 2021 due to increase in expenditure incurred on professional advisory services for marketing, management advisory and software development; and

- increase in repair and maintenance – building from ₹ 36.93 million for the financial year ended March 31, 2020 to ₹ 62.86 million for the financial year ended March 31, 2021 due to revamping and renovations carried out at our Company's offices at Noida and Vadodara.

*Profit before tax*

Our profit before tax increased by 130.38% from ₹ 119.70 million for the financial year ended March 31, 2020 to ₹ 275.77 million for the financial year ended March 31, 2021, primarily due to (a) increase in revenue from high value businesses (which are services provided to clients in industries such as banking and financial services and e-commerce), (b) change in mix of revenue by delivery channels where proportion of revenue for non-voice channels increased from 20% of revenue in Fiscal 2020 to 23% of revenue in Fiscal 2021, and (c) cost optimization including the efficient deployment of indirect employees resulting in reduction in outsourcing expenses and initiatives to reduce electricity expenses etc.

*Current tax*

Our current tax on profit for the year increased from ₹ 35.89 million for the financial year ended March 31, 2020 to ₹ 74.61 million for the financial year ended March 31, 2021, primarily due to higher profit before tax in the financial year ended March 31, 2021. Tax related to earlier years increased from ₹ 0.60 million for the financial year ended March 31, 2020 to ₹ 6.44 million for the financial year ended March 31, 2021. As a result, total current tax expense increased by 122.12% from ₹ 36.49 million for the financial year ended March 31, 2020 to ₹ 81.05 million for the financial year ended March 31, 2021.

*Deferred tax (credit)*

Deferred tax (credit) relating to originations and reversal of temporary differences increased from ₹ (5.74) million for the financial year ended March 31, 2020 to ₹ (6.44) million for the financial year ended March 31, 2021.

*Profit after tax for the period*

As a result of the foregoing, we recorded a profit after tax of ₹ 201.16 million for the financial year ended March 31, 2021 compared to a profit after tax of ₹ 88.95 million for the financial year ended March 31, 2020.

***Results of operations for the financial year ended March 31, 2020 compared with the financial year ended March 31, 2019***

*Revenue from operations*

Our revenue from operations increased by 55.65% from ₹ 1,594.10 million for the financial year ended March 31, 2019 to 2,481.29 million for the financial year ended March 31, 2020. This increase was primarily due to addition of new clients and new high value businesses (which are services provided to clients in industries such as banking and financial services and e-commerce).

*Other income*

Our other income decreased by 20.65% from ₹ 3.68 million for the financial year ended March 31, 2019 to ₹ 2.92 million for the financial year ended March 31, 2020. This decrease was primarily due to income tax refund of ₹ 2.91 million received in financial year ended March 31, 2019 and there not being any income tax refund in financial year ended March 31, 2020, which was partially offset by increase in unwinding of security deposit of ₹ 0.53 million in year ended March 31, 2019 to ₹ 2.58 million in the financial year ended March 31, 2020.

*Total Expenses*

Our total expenses increased by 53.92% from ₹ 1,536.21 million for the financial year ended March 31, 2019 to ₹ 2,364.51 million for the financial year ended March 31, 2020. This increase was primarily due to the factors described below:

- *Employee benefits expense*: Our employee benefits expense increased by 71.96% from ₹ 657.73 million for the financial year ended March 31, 2019 to ₹ 1,131.01 million for the financial year ended March 31, 2020. This increase was mainly due to increase in salaries and wages from ₹ 627.52 million for the financial year ended March 31, 2019 to ₹ 1,092.64 million for the financial year ended March 31, 2020 on account of increase in employee headcount due to corresponding increase in business and on account of deploying higher skilled associates for servicing our high value businesses;

- *Finance costs*: Our finance costs increased by 52.57% from ₹ 33.61 million for the financial year ended March 31, 2019 to ₹ 51.28 million for the financial year ended March 31, 2020. This increase was mainly due to increase in interest on lease liabilities from ₹ 10.25 million for the financial year ended March 31, 2019 to ₹ 27.00 million for the financial year ended March 31, 2020 because of interest on additions to lease liability for new leases entered into during financial year ended March 31, 2020 and increase in interest on term loan and working capital facilities from ₹ 19.07 million for the financial year ended March 31, 2019 to ₹ 23.70 million for the financial year ended March 31, 2020;

- *Depreciation and amortization expense*: Our depreciation and amortization expense increased by 74.87% from ₹ 78.40 million for the financial year ended March 31, 2019 to ₹ 137.10 million for the financial year ended March 31, 2020. This increase was mainly due to increase in amortization on right of use assets from ₹ 29.05 million for the financial year ended March 31, 2019 to ₹ 77.81 million for the financial year ended March 31, 2020 because of amortization on new leases entered into during financial year ended March 31, 2020 and increase in depreciation on property, plant and equipment from ₹ 41.08 million for the financial year ended March 31, 2019 to ₹ 50.54 million for the financial year ended March 31, 2020; and

- *Other expenses*: Our other expenses increased by 36.35% from ₹ 766.47 million for the financial year ended March 31, 2019 to ₹ 1,045.12 million for the financial year ended March 31, 2020. This increase was mainly due to:

    - increase in outsourcing expenses (comprising expenses paid to external service providers for providing indirect employees) from ₹ 432.17 million for the financial year ended March 31, 2019 to ₹ 612.82 million for the financial year ended March 31, 2020 due to increase in business operations;

    - increase in repair and maintenance – building from ₹ 20.23 million for the financial year ended March 31, 2019 to ₹ 36.93 million for the financial year ended March 31, 2020; and

- increase in communication charges from ₹ 43.54 million for the financial year ended March 31, 2019 to ₹ 58.68 million for the financial year ended March 31, 2020 due to increase in business operations.

*Profit before tax*

Our profit before tax increased by 94.41% from ₹ 61.57 million for the financial year ended March 31, 2019 to ₹ 119.70 million for the financial year ended March 31, 2020, primarily due to (a) increase in business operations and increase in high value businesses (which are services provided to clients in industries such as banking and financial services and e-commerce), and (b) change in mix of revenue by delivery channels where proportion of revenue for non-voice channels increased from 19% of revenue in Fiscal 2019 to 20% of revenue in Fiscal 2020.

*Current tax*

Our current tax on the profit for the year increased from ₹ 19.86 million for the financial year ended March 31, 2019 to ₹ 35.89 million for the financial year ended March 31, 2020, primarily due to higher profit before tax in the financial year ended March 31, 2020. Tax related to earlier years increased from ₹ 0.57 million for the financial year ended March 31, 2019 to ₹ 0.60 million for the financial year ended March 31, 2020. As a result, total current tax expense increased by 78.61% from ₹ 20.43 million for the financial year ended March 31, 2019 to ₹ 36.49 million for the financial year ended March 31, 2020.

*Deferred tax (credit)*

Our deferred tax (credit) increased from ₹ (5.22) million for the years ended March 31, 2019 to ₹ (5.74) million for the financial year ended March 31, 2020.

*Profit after tax for the period*

As a result of the foregoing, we recorded a profit after tax of ₹ 88.95 million for the financial year ended March 31, 2020 compared to a profit after tax of ₹ 46.36 million for the financial year ended March 31, 2019.

**Non-GAAP Financial Measures**

In addition to our results determined in accordance with Ind AS, we believe the following Non-GAAP measures are useful to investors in evaluating our operating performance. We use the following Non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP financial information, when taken collectively with financial measures prepared in accordance with Ind AS, may be helpful to investors because 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. However, our management does not consider these Non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with Ind AS.

Non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. Non-GAAP financial information may be different from similarly-titled Non-GAAP measures used by other companies. The principal limitation of these Non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements, as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these Non-GAAP financial measures. A reconciliation is provided below for each Non-GAAP financial measure to the most directly comparable financial measure prepared in accordance with Ind AS. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of Non-GAAP financial measures to their most directly comparable Ind AS financial measures included below and to not rely on any single Non-GAAP financial measure to evaluate our business.

Reconciliation for the following Non-GAAP financial measures included in this Draft Red Herring Prospectus is set out below:

***Reconciliation for EBITDA and EBITDA Margin***

EBITDA is calculated as profit before tax, plus depreciation and amortization expense and finance costs. EBITDA disclosed may not be comparable to similarly titled measures reported by other companies as our calculation includes depreciation on the right-of-use assets and finance costs on lease liabilities. EBITDA Margin is calculated as a percentage of EBITDA divided by revenue from operations. Whilst we believe that EBITDA and EBITDA Margin provide useful information to investors in understanding and evaluating our results of operations in the same manner as our management, our use of EBITDA and EBITDA Margin has limitations as an analytical tool and it should not be considered in isolation or as a substitute for analysis of our financial results as reported under Ind AS.

| (₹ in millions, except for percentages) | Six Months Ended September, 30 2021 | Year ended March 31, 2021 | 2020 | 2019 |
|---|---|---|---|---|
| **Profit before tax** | **324.87** | **275.77** | **119.70** | **61.57** |
| Add: Depreciation and amortization expense | 88.86 | 174.53 | 137.10 | 78.40 |
| Add: Finance costs | 23.48 | 53.93 | 51.28 | 33.61 |
| **EBITDA (I)** | **437.21** | **504.23** | **308.08** | **173.58** |
| Revenue from operations (II) | 1,805.54 | 2,739.42 | 2,481.29 | 1,594.10 |
| **EBITDA Margin (I/II)** | **24.21%** | **18.41%** | **12.42%** | **10.89%** |

Our EBIDTA increased from ₹ 173.58 million in the financial year ended March 31, 2019 to ₹ 308.08 million in the financial year ended March 31, 2020 primarily due to (a) increase in business operations and increase in high value businesses (which are services provided to clients in industries such as banking and financial services and e-commerce), and (b) change in mix of revenue by delivery channels where proportion of revenue for non-voice channels increased from 19% of revenue in Fiscal 2019 to 20% of revenue in Fiscal 2020.

Our EBITDA increased further to ₹ 504.23 million in the financial year ended March 31, 2021 primarily due to:

(a) increase in high value businesses undertaken by our Company,

(b) change in mix of revenue by delivery channels where proportion of revenue for non-voice channels increased from 20% of revenue in Fiscal 2020 to 23% of revenue in Fiscal 2021, and

(c) decrease in certain major components of our other expenses, such as outsourcing expenses and electricity expenses, which contributed to our margin expansion from Fiscal 2020 to Fiscal 2021. Our outsourcing expenses decreased from ₹ 612.82 million (representing 24.70% of our total revenue) in Fiscal 2020 to ₹ 458.55 million (representing 16.74% of our total revenue) in Fiscal 2021. This decrease was mainly due to efficient deployment of indirect employees on our client contracts. Our electricity expenses decreased from ₹ 91.42 million (representing 3.68% of our total revenue) in Fiscal 2020 to ₹ 58.42 million (representing 2.13% of our total revenue) in Fiscal 2021. This decrease was mainly due to implementation of advanced high-efficiency uninterruptible power supply (or UPS) solutions across all sites and implementation of solar power generation at one of our sites in Noida.

***Reconciliation for ROE***

ROE is calculated as a percentage of net profit after tax divided by total equity.

| (₹ in millions, except for percentages) | Six Months Ended September, 30 2021 | Year ended March 31, 2021 | 2020 | 2019 |
|---|---|---|---|---|
| Profit after tax (I) | 243.09 | 201.16 | 88.95 | 46.36 |
| Total equity (II) | 890.36 | 647.02 | 451.18 | 358.93 |
| **ROE (I/II)** | **27.30%(1)** | **31.09%** | **19.72%** | **12.92%** |

**Note:**
(1) Not annualized.

Our ROE increased from 12.92% for the financial year ended March 31, 2019 to 19.72% for the financial year ended March 31, 2020 and increased further to 31.09% for the financial year ended March 31, 2021 mainly due to increase in profit along with no further capital infusion in our Company.

### *Reconciliation for ROCE*

ROCE is calculated as a percentage of earnings before interest and taxes ("**EBIT**") divided by capital employed.

| (₹ in millions, except for percentages) | Six Months Ended September, 30 2021 | Year ended March 31, 2021 | 2020 | 2019 |
|---|---|---|---|---|
| Profit before tax (I) | 324.87 | 275.77 | 119.70 | 61.57 |
| Finance costs (II) | 23.48 | 53.93 | 51.28 | 33.61 |
| **EBIT (I + II = III)** | **348.35** | **329.70** | **170.98** | **95.18** |
| Total equity (IV) | 890.36 | 647.02 | 451.18 | 358.93 |
| Non-Current Liabilities (including long term borrowings and non-current lease liabilities and provisions) (V) | 372.03 | 406.17 | 441.32 | 207.90 |
| **Capital employed (IV + V = VI)** | **1,262.38** | **1,053.19** | **892.50** | **566.83** |
| **ROCE (III/VI)** | **27.59%**[(1)] | **31.30%** | **19.16%** | **16.79%** |

**Note:**
(1) Not annualized.

The ROCE increased from 16.79% for the financial year ended March 31, 2019 to 19.16% for the financial year ended March 31, 2020 and further increased to 31.30% for the financial year ended March 31, 2021 mainly due to increase in profits and operations of our Company.

## Liquidity and Capital Resources

Historically, we have been able to finance our capital requirements and the expansion of our business and operations through a combination of funds generated from our operations, equity infusions from shareholders and debt financing, and we expect to continue to do so. Our primary capital requirements are working capital for our operations and capital expenditures.

We believe that after taking into account the expected cash to be generated from our business and operations, the Net Proceeds from the Fresh Issue and the proceeds from our existing bank loans, we will have sufficient capital to meet our anticipated capital requirements for our working capital and capital expenditure requirements for the 12 months following the date of this Draft Red Herring Prospectus.

For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, we had cash and cash equivalents of ₹ 59.92 million, ₹ 53.45 million, ₹ 75.08 million and ₹ 6.29 million, respectively.

### *Cash flows*

The following table sets forth a summary of our cash flow for the periods indicated.

| (₹ in millions) | Six Months Ended September, 30 2021 | Year ended March 31, 2021 | 2020 | 2019 |
|---|---|---|---|---|
| Net cash flow from operating activities | 198.75 | 402.05 | 176.03 | 29.51 |
| Net cash (outflow) from investing activities | (171.28) | (67.36) | (45.60) | (50.88) |
| Net cash (outflow)/inflow from financing activities | (96.26) | (313.06) | (136.90) | 79.83 |
| Net (decrease)/increase in cash and cash equivalents | (68.79) | 21.63 | (6.47) | 58.46 |
| Cash and cash equivalents at the end of the period/ year | 6.29 | 75.08 | 53.45 | 59.92 |

### *Net cash flow from operating activities*

*Six months ended September 30, 2021*

Our net cash flow from operating activities was ₹ 198.75 million during the six months ended September 30, 2021. Profit before tax was ₹ 324.87 million and adjustments primarily consisted of amortization of right of use assets of ₹ 59.88 million, depreciation on property, plant and equipment of ₹ 24.30 million, interest expense of ₹ 23.48 million, bad debts written off of ₹ 7.26 million and provision for doubtful debts of ₹ 1.48 million. This was partially offset by adjustments in interest income of ₹ (3.59) million.

Operating profit before changes in operating assets and liabilities during the six months ended September 30, 2021 was ₹ 442.36 million. The main changes in operating assets and liabilities included increase in other current and non-current financial assets of ₹ 201.53 million, increase in trade receivables of ₹ 56.47 million, increase in trade payables of ₹ 19.93 million and increase in current financial liabilities of ₹ 27.34 million. This was partially offset by decrease in other current liabilities of ₹ 2.27 million. Cash generated from operations during the six months ended September 30, 2021 was ₹ 230.55 million. Income taxes paid (net of refund received) during the six months ended September 30, 2021 amounted to ₹ (31.80) million.

*Financial year ended March 31, 2021*

Our net cash flow from operating activities was ₹ 402.05 million for the financial year ended March 31, 2021. Profit before tax was ₹ 275.77 million and adjustments primarily consisted of amortization of right of use assets of ₹ 116.14 million, interest expense of ₹ 53.63 million, depreciation on property, plant and equipment of ₹ 49.30 million and bad debts written off of ₹ 20.50 million. This was partially offset by adjustments in interest income of ₹ (9.48) million and gain on early termination of leases of ₹ (2.07) million.

Operating profit before changes in operating assets and liabilities for the financial year ended March 31, 2021 was ₹ 515.44 million and adjustments primarily consisted of increase in other current and non-current financial assets of ₹ 187.23 million and increase in current financial liabilities of ₹ 27.50 million. This was partially offset by decrease in trade receivables of ₹ 87.63 million, decrease in trade payables of ₹ 51.21 million and decrease in other current liabilities of ₹ 20.31 million. Cash generated from operations for the financial year ended March 31, 2021 was ₹ 371.81 million. Income taxes paid (net of refund received) for the financial year ended March 31, 2021 was ₹ 30.24 million.

*Financial year ended March 31, 2020*

Our net cash flow from operating activities was ₹ 176.03 million for the financial year ended March 31, 2020. Profit before tax was ₹ 119.70 million and adjustments primarily consisted of amortization of right of use assets of ₹ 77.81 million, interest expense of ₹ 50.70 million and depreciation on property, plant and equipment of ₹ 50.54 million. This was partially offset by adjustments in interest income of ₹ (2.58) million.

Operating profit before changes in operating assets and liabilities for the financial year ended March 31, 2020 was ₹ 308.40 million and adjustments primarily consisted of increase in other current and non-current financial assets of ₹ 75.41 million, increase in trade receivables of ₹ 43.95 million, increase in trade payables of ₹ 11.85 million, increase in current financial liabilities of ₹ 46.53 million and increase in other current liabilities of ₹ 25.13 million. This was partially offset by decrease in other current assets of ₹ 0.59 million. Cash generated from operations for the financial year ended March 31, 2020 was ₹ 275.41 million. Income taxes paid (net of refund received) for the financial year ended March 31, 2020 was ₹ (99.38) million.

*Financial year ended March 31, 2019*

Our net cash flow from operating activities was ₹ 29.51 million for the financial year ended March 31, 2019. Profit before tax was ₹ 61.57 million and adjustments primarily consisted of depreciation on property, plant and equipment of ₹ 41.08 million, interest expense of ₹ 33.61 million, amortization of right of use assets of ₹ 29.05 million and amortization of intangible assets of ₹ 8.27 million. This was partially offset by adjustments in interest income of ₹ (3.44) million.

Operating profit before changes in operating assets and liabilities for the financial year ended March 31, 2019 was ₹ 172.01 million and adjustments primarily consisted of increase in trade receivables of ₹ 147.44 million and increase in trade payables of ₹ 64.00 million. This was partially offset by decrease in other current assets of ₹ 86.66 million, decrease in current financial liabilities of ₹ 37.62 million and decrease in other current liabilities of ₹ 7.45 million. Cash generated from operations for the financial year ended March 31, 2019 was ₹ 126.86 million. Income taxes paid (net of refund received) for the financial year ended March 31, 2019 was ₹ (97.35) million.

*Net cash (outflow) from investing activities*

Our net cash outflow from investing activities was ₹ 171.28 million during the six months ended September 30, 2021. This was primarily attributable to investments in bank deposits of ₹ 121.73 million and payment for purchase of property, plant and equipment of ₹ 47.83 million, primarily offset by interest income of ₹ 1.92 million.

Our net cash outflow from investing activities was ₹ 67.36 million for the financial year ended March 31, 2021. This was primarily attributable to payment for purchase of property, plant and equipment of ₹ 64.93 million, primarily offset by interest income of ₹ 0.15 million and proceeds from sale of property, plant and equipment of ₹ 0.04 million.

Our net cash outflow from investing activities was ₹ 45.60 million for the financial year ended March 31, 2020. This was primarily attributable to payment for purchase of property, plant and equipment of ₹ 61.92 million, primarily offset by sale of investments of ₹ 19.99 million.

Our net cash outflow from investing activities was ₹ 50.88 million for the financial year ended March 31, 2019. This was primarily attributable to payment for purchase of property, plant and equipment of ₹ 53.61 million, primarily offset by proceeds from sale of property, plant and equipment of ₹ 3.73 million.

*Net cash (outflow)/inflow from financing activities*

Our net cash outflow from financing activities was ₹ 96.26 million during the six months ended September 30, 2021. This was primarily attributable to lease rental paid of ₹ 69.56 million, repayment of loan to related parties of ₹ 32.39 million, repayment of term loans from banks of ₹ 13.71 million and interest on term loan and working capital facilities of ₹ 5.01 million, primarily offset by receipt of loan from related parties of ₹ 16.10 million and receipt of term loan from banks of ₹ 6.38 million.

Our net cash outflow from financing activities was ₹ 313.06 million for the financial year ended March 31, 2021. This was primarily attributable to repayment of working facilities to banks (net) of ₹ 211.43 million, lease rental paid of ₹ 133.48 million, repayment of loan to related parties of ₹ 70.71 million and repayment of term loans from banks of ₹ 17.66 million, primarily offset by receipt of loan from related parties of ₹ 69.39 million and receipt of term loan from banks of ₹ 66.37 million.

Our net cash outflow from financing activities was ₹ 136.90 million for the financial year ended March 31, 2020. This was primarily attributable to lease rental paid of ₹ 83.90 million, repayment of loan to related parties of ₹ 53.94 million, redemption of preference shares of ₹ 50.00 million and interest on term loan and working capital facilities of ₹ 23.70 million, primarily offset by receipt of loan from related parties of ₹ 60.00 million and receipt of working facilities from banks (net) of ₹ 9.06 million.

Our net cash inflow from financing activities was ₹ 79.83 million for the financial year ended March 31, 2019. This was primarily attributable to receipt of working facilities from banks (net) of ₹ 121.04 million and receipt of term loan from banks of ₹ 40.47 million, primarily offset by repayment of loan to related parties of ₹ 48.65 million, lease rental paid of ₹ 31.56 million and interest on term loan and working capital facilities of ₹ 19.07 million.

*Indebtedness*

As of September 30, 2021, we had aggregate outstanding borrowing of ₹ 132.59 million, which consisted of term loans from banks of ₹ 119.48 million, working capital facilities from bank of ₹ 10.81 million and liability component of compound financial instruments of ₹ 2.30 million. For more information on our indebtedness, see "***Financial Indebtedness***" beginning on page 275.

*Contractual Obligations*

The following table summarizes our contractual obligations as of September 30, 2021:

| | As at September 30, 2021 | | | |
|---|---|---|---|---|
| | **On Demand** | **Less than 1 year** | **1 to 5 years** | **Total** |
| | | **(₹ in millions)** | | |
| Borrowings | 10.81 | 36.98 | 84.80 | **132.59** |
| Lease liabilities | - | 116.68 | 268.62 | **385.30** |

| | As at September 30, 2021 | | | |
|---|---|---|---|---|
| | **On Demand** | **Less than 1 year** | **1 to 5 years** | **Total** |
| | | **(₹ in millions)** | | |
| Trade payable | - | 60.11 | - | **60.11** |
| Other financial liabilities | - | 150.91 | - | **150.91** |
| Other current liabilities | - | 48.94 | - | **48.94** |
| Current tax liabilities | - | 55.73 | - | **55.73** |
| **Total** | **10.81** | **469.35** | **353.42** | **833.58** |

***Commitments***

For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our Company had contractually committed (net of advances) ₹ 0.22 million, ₹ 1.86 million, ₹ 2.07 million and ₹ 3.30 million, respectively, for the purchase of property, plant and equipment and intangible assets.

***Contingent liabilities***

The following table sets out our contingent liabilities not provided for in for the periods indicated:

| | **Six Months Ended September, 30** | **Year ended March 31,** | | |
|---|---|---|---|---|
| **(₹ in millions)** | **2021** | **2021** | **2020** | **2019** |
| Claims[(1)] against the company not acknowledged as debt | - | - | 6.58 | 6.58 |

**Note:**

(1) These claims relate to the Matter of Employee State Insurance Corporation (ESIC) litigation under the jurisdiction of the Honorable High Court of Judicature at Allahabad, Uttar Pradesh. The amount of ₹ 6.58 million had been paid in entirety and as of the date of this Draft Red Herring Prospectus there is no further due on our Company.

Our Company had given a corporate guarantee to a financial institution for Sukhmani Infotech Private Limited (which is a group company) for a loan of ₹ 150 million which was sanctioned to Sukhmani Infotech Private Limited. The corporate guarantee was given by our Company as Sukhmani Infotech Private Limited did not have any revenue at the time of availing the loan. As of September 30, 2021, ₹ 82.72 million of the loan (March 31, 2021: ₹ 64 million, March 31, 2020: ₹ 38 million and March 31, 2019: Nil) was utilized.

Our contingent liabilities may become actual liabilities. In the event that any of our contingent liabilities become non-contingent, actual liabilities, our business, financial condition and results of operations may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future.

**Capital Expenditure**

Our historical capital expenditures were, and we expect our future capital expenditures to be, primarily for investments in property, plant and equipment and investments in software for our delivery centers. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our capital expenditure was ₹ 67.69 million, ₹ 58.75 million, ₹ 59.98 million and ₹ 47.61 million, respectively.

The following table sets forth gross additions to our fixed assets for the periods indicated:

| | **Six Months Ended September, 30** | **Year ended March 31,** | | |
|---|---|---|---|---|
| **(₹ in millions)** | **2021** | **2021** | **2020** | **2019** |
| Plant and machinery | 4.40 | 1.85 | 2.32 | 2.03 |
| Furniture and fixtures | 3.11 | 8.41 | 6.74 | 13.65 |
| Office equipments | 2.88 | 13.14 | 4.37 | 4.29 |
| Computers | 27.23 | 33.96 | 39.71 | 38.82 |
| Vehicles | 8.35 | - | - | 7.64 |
| Electric installations | - | - | 1.94 | 0.26 |

| (₹ in millions) | Six Months Ended September, 30 2021 | Year ended March 31, 2021 | 2020 | 2019 |
|---|---|---|---|---|
| Software | 1.64 | 2.62 | 3.67 | 1.00 |
| **Total** | **47.61** | **59.98** | **58.75** | **67.69** |

***Planned capital expenditure***

We expect to incur capital expenditure for setting up new delivery centers, including the physical infrastructure and IT infrastructure, and replacing the IT infrastructure at our existing delivery centers.

Our capital expenditure plans are based on our management estimates and are subject to changes in a number of variables, including but not limited to, possible cost overruns, availability of financing at acceptable cost and terms, changes in our plans and macroeconomic factors such as India's economy and interest rates. There can be no assurance that we will execute our capital expenditure plans as contemplated at or below estimated costs.

**Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that are reasonably likely to have a current or future material effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

**Related Party Transactions**

We enter into various transactions with related parties in the ordinary course of business. For more details, see "***Other Financial Information – Related Party Transactions***" beginning on page 273.

**Quantitative and Qualitative disclosures about Market Risk**

We are exposed to various risks in relation to financial instruments. The main types of risks are market risk, credit risk and liquidity risk. Our principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liability is to finance our operations. Our principal financial asset includes trade receivables, security deposits and cash and cash equivalent, that directly derive from our business.

Our management monitors and manages the financial risks relating to the operations of our Company on a continuous basis. Our risk management focuses on actively reviewing our short term to long term cash flows requirements and simultaneously minimizing expenses to volatile financial market. The significant financial risks of our Company are set out below.

***Credit risk***

Credit risk is the risk of financial loss to our Company if a customer or counterparty to a financial instrument fails to meet our contractual obligations, and arises principally from our Company's receivables from customers.

A default on financial assets is when the counter-party fails to make contractual payments when they fall due.

*Trade receivables*

Our Company's trade receivables are largely from sale of services made to large financial institutions and big corporate houses. Our Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer, and the default risk of the industry. Our Company manages credit risk through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the customers to which our Company grants credit terms in the normal course of business.

Exposures to customers outstanding at the end of each reporting period are reviewed to determine incurred and expected credit losses and our Company establishes an allowance for doubtful debts and impairment that represents our estimate of expected losses in respect of trade receivables. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro-economic indicators affecting the customers of our Company have not undergone any substantial change, our Company expects the historical trend of minimal credit losses to continue.

Our Company follows life-time expected credit loss ("**ECL**") simplified approach as per Ind AS 109.

Under the ECL approach, our Company has calculated the delay and default risk on receivables based on past trends for all outstanding balances.

Receivable balances are written-off when it is clearly established that:
(a) the receivable has become impossible to collect by any means, economic or legal or otherwise;
(b) a partial payment has been accepted and approved in full and final settlement of a customer.

*Impairment of Trade Receivables*: The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. Our Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on our Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.
*Cash and cash equivalents*

The credit risk for cash and cash equivalents, bank deposits including interest accrued thereon is considered negligible, since our bank accounts are held with scheduled banks.

*Other financial assets*

Other financial assets of our Company mainly comprises security deposits for rental premises. Security deposits for rental premises are with counter parties with strong capacity to meet the obligation; hence, the risk of default is considered to be low.

***Liquidity risk***

Liquidity risk is the risk that our Company will encounter difficulty in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our Company's approach to managing liquidity is to ensure as far as possible, that we will have sufficient liquidity to meet our liabilities when they are due.

***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 interest risk. Financial instruments affected by market risk include borrowings, security deposits, trade and other receivables and trade and other payables.

*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. Our Company has long term and short term borrowings with floating interest rate. Our investment in fixed deposit carries fixed interest rate.

**Seasonality**

We are not subject to any material fluctuations in our revenue and operating results due to seasonality.

**Significant Economic Changes**

Except as stated in this Draft Red Herring Prospectus, including disclosure regarding the impact of the COVID-19 pandemic on our operations, to the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

**Significant trends or uncertainties**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from trends identified above in "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant factors affecting our financial condition and results of operations***", "***Our Business***" *and "**Industry Overview***" and the uncertainties described in "***Risk Factors***" beginning on pages 279, 145, 118 and 32, respectively. To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on sales, revenue or income of our Company from continuing operations.

**Unusual or Infrequent Events of Transactions**

Except as described in this Draft Red Herring Prospectus, there have been no other events or transaction that, to our knowledge, may described as "unusual" or "infrequent".

**Future Relationship between Cost and Income**

Except as disclosed in this Draft Red Herring Prospectus, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenues.

**Competitive conditions**

We operate in a competitive environment. See "***Our Business***", "***Industry Overview***" and "***Risk Factors***" beginning on pages 145, 118 and 32, respectively, for more information on our industry and competition.

**Significant developments after September 30, 2021 that may affect our future results of operations**

Except as disclosed in this Draft Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the Restated Financial Statements as disclosed in this Draft Red Herring Prospectus which materially and adversely affect or are likely to affect our operations or profitability, or value of our assets or our ability to pay our material liabilities with the next 12 months.

**Total turnover of each major industry segment in which our Company operated**

We are primarily engaged in the CXM industry in India. For further information, see "***Industry Overview***" beginning on page 118, and for information on segment reporting, see "***Restated Financial Statements – Note 48 – Segment Information***" beginning on page 271.

**New Products or Business Segments**

Except as disclosed in this Draft Red Herring Prospectus, there are no new products/services/offerings or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

**Supplier or Customer Concentration**

We do not have any material dependence on a single or few suppliers. We are dependent on a limited number of clients for a substantial portion of our revenue. In the Fiscals 2019, 2020 and 2021, we were engaged by 39, 53 and 51 clients, respectively. As of September 30, 2021, we were engaged by 57 clients. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our revenue from our top five clients (based on revenue contribution) was 59.7%, 58.5%, 64.4% and 61.0%, respectively. In Fiscals 2019, 2020 and 2021 and for the six months ended September 30, 2021, our revenue from our top 10 clients (based on revenue contribution) was 78.3%, 78.1%, 81.2% and 82.3%, respectively. See "***Risk Factors – Internal Risk Factors – Risks relating to our business and industry – We are dependent upon a limited number of clients for a substantial portion of our revenue and the loss of one or more of these clients may adversely affect our business, financial condition and results of operations.***" beginning on page 34.

## SECTION VI – LEGAL AND OTHER INFORMATION

## OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding, (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) claims related to direct or indirect taxes; or (iv) material civil litigation in each case involving our Company, Promoters or Directors (collectively, the "**Relevant Parties**"). Further, except as stated in this section, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the five Financial Years immediately preceding the date of this Draft Red Herring Prospectus, including any outstanding action.*

*In relation to (iv) above, our Board in its meeting held on January 13, 2022, has considered and adopted a policy of materiality for identification of material civil litigation involving the Relevant Parties ("**Materiality Policy**"). In accordance with the Materiality Policy, any outstanding litigation involving the Relevant Parties other than criminal proceedings, actions taken by statutory or regulatory authorities, claims related to direct or indirect taxes, or disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the five Financial Years immediately preceding the date of this Draft Red Herring Prospectus, including any outstanding action, would be considered 'material', if the monetary amount of claim made by or against the Relevant Party in any such outstanding litigation is in excess of 1% of the revenue from operations, as per the Restated Financial Statements, being ₹ 27.39 million, or any other outstanding litigation, an adverse outcome of which would materially and adversely affect our Company's business, operations, prospects, financial position or reputation, irrespective of the amount involved in such litigation.*

*Furthermore, there is no pending litigation involving our Group Companies, the adverse outcome of which may have a material impact on our Company.*

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. In accordance with the Materiality Policy, any outstanding dues to any creditor of our Company would be considered 'material' if the amount of such outstanding dues to any creditor is in excess of 2% of the total trade payables of our Company as at September 30, 2021, being ₹ 1.21 million, as per the Restated Financial Statements. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with the Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Act, 2006, as amended.*

*Further, it is clarified that for the purpose of the above, pre-litigation notices received by any of the Relevant Parties from third parties (excluding those notices issued by statutory/regulatory/tax authorities) shall, in any event, not be considered as litigation and accordingly have not been disclosed in this section until such time that the Relevant Parties, as applicable, are impleaded as defendants in litigation proceedings before any judicial forum.*

*Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.*

### I. LITIGATION INVOLVING OUR COMPANY

### A. Outstanding criminal proceedings involving our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings by or against our Company.

### B. Outstanding actions by statutory or regulatory authorities against our Company

The Employees' State Insurance Corporation ("**ESIC**"), Sub-Regional Office, Noida, further to inspection of records of our Company in relation to the period from April 2010 to July 2012 and further for the period from July 2012 to December 2013, issued a notice dated July 19, 2016 ("**Notice**") to our Company and Abhinav Singh in his capacity as the Managing Director of our Company, alleging failure on the part of our Company to deposit employer's contributions under the Employee State Insurance Act, 1948 ("**ESI Act**"), for an amount of ₹ 2.93 million as short contribution. Subsequently, pursuant to an order dated September 30, 2016, the ESIC, Sub-Regional Office, Noida, determined a short contribution towards ESIC, of ₹ 3.65 million, for the period 2011-2013, and made out a total due of ₹ 6.58 million (along with the due under Notice) ("**Assessed Amount**"). Our Company challenged the Assessed Amount before the Justice Worker State Insurance/ Civil Judge (C.D.) Ghaziabad, which passed a stay order dated January 11, 2017, with a condition to deposit 20% of the Assessed Amount ("**Stay Order**"). Our Company paid the entire Assessed Amount in two tranches on January 16, 2017 and August 18, 2020, under protest. Subsequent to the payment of the amount there has been no further development in the matter.

**C. Outstanding tax proceedings against our Company**

The details with respect to direct tax and indirect tax proceedings involving our Company are set out below.

| S. No | Particulars | Number of cases | Aggregate amount involved (*in ₹ million*)* |
|---|---|---|---|
| 1. | Direct tax | 1 | - |
| 2. | Indirect tax | 1 | 2.8 |
| **Total** | | 2 | 2.8 |

*****To the extent quantifiable*

## II. LITIGATION INVOLVING OUR PROMOTERS

**A. Outstanding actions by statutory or regulatory authorities against our Promoters**

Except as disclosed under "- ***Litigation involving our Company - Outstanding actions by statutory or regulatory authorities against our Company***", above, there are no outstanding actions by statutory or regulatory authorities against our Promoters.

**B. Outstanding tax proceedings involving our Promoters**

The details with respect to direct tax and indirect tax proceedings involving our Promoters are set out below.

| S. No | Particulars | Number of cases | Aggregate amount involved (*in ₹ million*)* |
|---|---|---|---|
| 1. | Direct tax | 1 | - |
| 2. | Indirect tax | - | - |
| **Total** | | **1** | - |

*****To the extent quantifiable*

## II. LITIGATION INVOLVING OUR DIRECTORS

**A. Outstanding actions by statutory or regulatory authorities against any of our Directors**

Except as disclosed under "- ***Litigation involving our Company - Outstanding actions by statutory or regulatory authorities against our Company***", there are no outstanding actions by statutory or regulatory authorities against our Directors.

**B. Outstanding tax proceedings involving our Directors**

Except as disclosed under "- ***Litigation involving our Promoters - Outstanding tax proceedings involving our Promoters*** ", above, there are no outstanding actions by statutory or regulatory authorities against our Directors.

**Outstanding dues to creditors**

Based on the Materiality Policy, there are five material creditors of our Company as at September 30, 2021, to whom an aggregate amount of ₹ 18.51 million was outstanding. Details of outstanding dues (trade payables) owed to MSME creditors, material creditors and other creditors, as on September 30, 2021 by our Company, are set out below.

| Type of creditors | Number of creditors | Amount involved (*in ₹ million*) |
|---|---|---|
| MSME | 9 | 3.90 |
| Material creditors* | 5 | 18.51 |
| Other creditors | 76 | 10.94 |

| Type of creditors | Number of creditors | Amount involved (*in ₹ million*) |
|---|---|---|
| **Total**[**] | **89** | **31.83** |

*[*]Material creditors include one MSME creditor amounting to ₹ 1.52 million, which is being included under MSME for calculating the total.*
*[**]Total creditors include creditors for operating expenses and creditors for purchase of property, plant and equipment*

The details pertaining to net outstanding dues towards our material creditors as on September 30, 2021 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at www.cogenteservices.com/investors. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus and anyone placing reliance on any other source of information including our Company's website would be doing so at their own risk.

**Material developments since the last balance sheet date**

Except as stated in "***Management's Discussion and Analysis of Financial Condition and Results of Operation – Significant developments after September 30, 2021 that may affect our future results of operations***" on page 306, no circumstances have arisen since September 30, 2021, the date of the Restated Financial Statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect the value of our consolidated assets or our ability to pay our material liabilities within the next 12 months.

# GOVERNMENT AND OTHER APPROVALS

*Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. Set out below is an indicative list of all material approvals, licenses, registrations and permits obtained by our Company which are necessary for undertaking our business. Except as mentioned in "**Other Regulatory and Statutory Disclosures – Authority for the Offer**", no further material approvals from any governmental or regulatory authority or any other entity are required to undertake the Offer. Additionally, unless otherwise stated herein, these approvals, consents, licenses, registrations and permits are valid as on the date of this Draft Red Herring Prospectus. Certain approvals, licenses, registrations and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures. For further details in connection with the regulatory and legal framework applicable to our Company, see "**Key Industry Regulations and Policies**" beginning on page 184.*

## I. MATERIAL APPROVALS OBTAINED IN RELATION TO THE OFFER

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "***Other Regulatory and Statutory Disclosures – Authority for the Offer***" on page 312.

## II. MATERIAL APPROVALS OBTAINED IN RELATION TO OUR BUSINESS

Our Company is required to obtain approvals and licenses issued by central and state authorities under various rules and regulations in order to continue our general business activities in India. The following approvals pertaining to our business have been received by our Company as on the date of this Draft Red Herring Prospectus.

### A. Tax Related approvals

1. The PAN of our Company is AACCC3883C.
2. The tax deduction account number of our Company is MRTC02142A
3. The goods and services tax registration number of our Company is 09AACCC3883C1ZR for its operations in Uttar Pradesh, 24AACCC3883C1ZZ for its operations in Gujarat and 29AACCC3883C1ZP for its operations in Karnataka.

### B. Labour related approvals

1. Under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, as amended, our Company has been allotted EPF establishment code number U.P.44294
2. Under the Employees' State Insurance Act, 1948, as amended, our Company has been allotted ESIC code numbers for its operations in Gujarat, Karnataka, Maharashtra and Uttar Pradesh

### C. Approvals in relation to our business operations

1. Registration certificate of shop or commercial establishment issued by the Labour Department, Uttar Pradesh in relation to our delivery centers located at Noida, Meerut and Bareilly, Uttar Pradesh, India.
2. Registration certificate of establishment issued by the Government of Karnataka, Department of Labour in relation to our delivery centers located at Bengaluru and Mangaluru, Karnataka, India.
3. Registration certificate of shop or commercial establishment issued by the Vadodara Municipal Corporation in relation to our delivery centers located at Vadodara, Gujarat, India.
4. Registration certificate of shop or commercial establishment issued by the Labour Department, Maharashtra, in relation to our delivery center located at Mumbai, Maharashtra, India.
5. No objection certificate issued by the fire department of the local municipal corporations of the respective states where our delivery centres are located.

### D. Importer-Exporter Code

1. Certificate of Importer-Exporter Code issued by the Ministry of Commerce and Industry, Directorate General of Foreign Trade.

## E. Intellectual Property

We do not have registered trademarks. We are in the process of registering the following trademarks in India, being:

i. “COGENT” under class 38;

ii. “COGENTESERVICES” under classes 9, 35, 38, 41 and 42; and

iii. “ COGENT ” under classes 9, 35, 38, 41 and 42.

For risks associated with intellectual property, please see, “***Risk Factors – The inability to identify, obtain and retain intellectual property rights could harm our business. Further, we may be subject to intellectual property infringement claims or other allegations by third parties, and any failure to protect our intellectual property could harm our business and competitive position***”, on page 47.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

*Corporate Approvals*

Our Board has, pursuant to the resolution passed at its meeting held on February 4, 2022 approved this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

Our Board has authorised the Offer by resolutions dated December 30, 2021 and January 13, 2022. Further, our Board has taken on record the consent for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated February 4, 2022.

Our Shareholders have authorised the Fresh Issue, pursuant to a special resolution passed on December 31, 2021 under Section 62 (1) (c) of the Companies Act 2013.

*Approvals from the Selling Shareholders*

Each of the Selling Shareholders has, severally and not jointly, confirmed and authorised the transfer of its respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

| Name of the Selling Shareholder^ | Date of consent letter | Date of board resolution/corporate authorization, if applicable | Maximum number of Offered Shares (up to) |
|---|---|---|---|
| Abhinav Singh | January 24, 2022 | N.A. | 1,539,318 |
| Arunabh Singh | January 24, 2022 | N.A. | 1,539,318 |
| Gaurav Abrol | January 24, 2022 | N.A. | 1,539,318 |
| Pranjal Kumar | January 24, 2022 | N.A. | 1,539,318 |
| Boomerang Technology LLP | January 24, 2022 | January 13, 2022 | 1,839,418 |
| TSSR Technology LLP | January 24, 2022 | January 13, 2022 | 1,471,607 |
| **Total** | | | **9,468,297** |

*^Each Selling Shareholder, severally and not jointly, confirms that, as required under Regulation 8 of the SEBI ICDR Regulations, they have held the Equity Shares proposed to be offered and sold by them in the Offer for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus. Therefore, the Equity Shares that will be offered by it in the Offer for Sale are eligible to be offered for sale in the Offer.*

*In-principle Listing Approvals*

Our Company has received in-principle approvals from the BSE and NSE for the listing of our Equity Shares pursuant to their letters dated [●] and [●], respectively.

### Prohibition by the SEBI, the RBI or Governmental Authorities

None of our Company, our Promoters, members of Promoter Group, our Directors, persons in control of our Company or of the Corporate Promoters, and the Selling Shareholders are prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority or court.

Neither our Promoters nor our Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

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

Our Individual Promoters or Directors have not been declared as Fugitive Economic Offenders.

Neither our Company nor our Directors or Promoters have been declared as a Wilful Defaulter or a Fraudulent Borrower, as defined under the SEBI ICDR Regulations.

**Directors associated with the Securities Market**

Except for Deepak Singhal, who is associated as an independent director with Equirus Capital Private Limited, none of our Directors are associated with the securities market in any manner. Further, there has been no action initiated by SEBI against the Directors of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

**Compliance with the Companies (Significant Beneficial Owners) Rules, 2018**

Our Company, our Promoters, member of Promoter Group and each of the Selling Shareholders, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them, as on the date of this Draft Red Herring Prospectus.

**Eligibility for the Offer**

Our Company is eligible for the Offer in accordance with the eligibility criteria provided in Regulation 6 (1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- our Company has net tangible assets of at least ₹ 30.00 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held as monetary assets;

- our Company has an average operating profit of at least ₹ 150.00 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

- our Company has a net worth of at least ₹ 10.00 million in each of the three preceding full years (of 12 months each), calculated on a restated and consolidated basis; and

- there has been no change of name of our Company at any time during the last one year immediately preceding the date of filing of this Draft Red Herring Prospectus.

Set forth below are our Company's operating profit, net tangible assets, monetary assets, monetary assets as a percentage of our net tangible assets and net worth, derived from our Restated Financial Statements included in this Draft Red Herring Prospectus.

(*₹ in million, unless otherwise stated*)

| Particulars | Financial year ended as on | | |
|---|---|---|---|
| | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Net tangible assets | 619.72 | 417.41 | 320.08 |
| Operating profit | 318.05 | 168.06 | 91.50 |
| Net Worth (total Equity) | 647.02 | 451.18 | 358.93 |
| Monetary Assets | 75.08 | 53.45 | 59.92 |
| Monetary assets, as a % of net tangible assets | 12.12 | 12.81 | 18.72 |

*Notes*

*(a) Net assets represent aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Statements, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as defined in the Regulation 2(1)(hh) of the SEBI ICDR Regulations. Restated net tangible assets is the sum of all net assets of the Company, as applicable excluding intangible assets as defined in Indian Accounting Standard 38 (Ind AS 38) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 (the "Act") and in accordance with Regulation 2(1)(gg) of the SEBI ICDR Regulations*

*(b) Monetary assets represent the sum of cash and bank balances including deposits with banks and interest accrued thereon*

*(c) Pre-tax operating (loss)/profit is defined as (loss)/profit before finance costs, other income and tax expense*

*(d) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Statements, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

Our Company has operating profits in each of the Financial Years 2021, 2020 and 2019 in terms of our Restated Financial Statements.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7 (1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with Regulation 49 (1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulation 5 of the SEBI ICDR Regulations.

**DISCLAIMER CLAUSE OF THE SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLMs, DAM CAPITAL ADVISORS LIMITED (*FORMERLY IDFC SECURITIES LIMITED*) AND IIFL SECURITIES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs, DAM CAPITAL ADVISORS LIMITED (*FORMERLY IDFC SECURITIES LIMITED*) AND IIFL SECURITIES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 4, 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMs, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.**

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

**Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs**

Our Company, our Directors, the Selling Shareholders and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.cogenteservices.com, or any website of affiliate of our Company, any of the Group Companies or any of the Selling Shareholders, would be doing so at his or her own risk. It is clarified that neither the Selling Shareholders, nor their respective directors, affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those specifically made or undertaken by such Selling Shareholder in relation to itself and/or the Equity Shares offered by it through the Offer for Sale.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Group Companies, the Selling Shareholders and their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

**Disclaimer in respect of Jurisdiction**

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), systemically important NBFCs or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, NBFC-SIs and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi, India 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 SEBI for its observations. 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 offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of any of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

**Eligibility and Transfer Restrictions**

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

***Equity Shares offered and Sold in this Offer***

Each purchaser that is acquiring the Equity Shares offered pursuant to this Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to this Offer, will be deemed to have acknowledged, represented to and agreed with our Company, the Selling Shareholders and the BRLMs that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorized to consummate the purchase of the Equity Shares offered pursuant to this Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to this Offer have not been and will not be registered under the U.S. Securities Act and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser is purchasing the Equity Shares offered pursuant to this Offer in an 'offshore transaction' meeting the requirements of Rule 903 of Regulation S;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to this Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

7. the purchaser is not acquiring the Equity Shares as a result of any "directed selling efforts" (within the meaning of Rule 902(c) under the U.S. Securities Act);

8. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   **THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN AN 'OFFSHORE TRANSACTION' COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT.**

10. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that our Company, the Selling Shareholders, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, the Selling Shareholders and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

**European Economic Area**

In relation to each European Economic Area State that has implemented the Prospectus Directive (Directive 2003/71/EC) and amendments thereto, including Directive 2010/73/EU and to the extent applicable, Prospectus Regulation (EU) 2017/1129 (each, a "**Relevant Member State**"), an offer to the public of any Equity Shares may be made at any time under the following exemptions under the Prospectus Regulations, if they have been implemented in that Relevant Member State:

a. to any legal entity which is a qualified investor as defined under the Prospectus Regulations;

b. to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Directive), subject to obtaining the prior consent of the BRLMs; or

c. in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Equity Shares shall result in a requirement for our Company, the Selling Shareholders or any BRLM to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 23 of the Prospectus Directive.

For the purposes of this paragraph, the expression an "offer to the public" in relation to the Equity Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares, and the expression "Prospectus Directive" means Regulation (EU) 2017/1129.

**United Kingdom**

No Equity Shares have been offered or will be offered pursuant to the Offer to the public in the United Kingdom prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the Financial Conduct Authority is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus Amendment etc. (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Equity Shares at any time:

a. to any legal entity which is a qualified investor as defined under the UK Prospectus Regulation;

b. to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of BRLMs for any such offer; or

c. in any other circumstances falling within Section 86 of the FSMA,

provided that no such offer of Equity Shares shall result in a requirement for our Company, the Selling Shareholders or any BRLM to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

**Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.**

**Disclaimer Clause of the BSE**

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to us shall be included in the Red Herring Prospectus prior to filing with the RoC.

**Disclaimer Clause of NSE**

As required, a copy of this Draft Red Herring Prospectus shall be submitted to NSE. The disclaimer clause as intimated by NSE to us shall be included in the Red Herring Prospectus prior to filing with the RoC.

**Listing**

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Offer and [●] is the Designated Stock Exchange, with which the Basis of Allotment will be finalised for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Each of the Selling Shareholders, severally and not jointly, confirms that it shall extend reasonable support, documentation and co-operation, as required or requested by our Company and/or the BRLMs in relation to its respective Offered Shares for the completion of listing of the Equity Shares at the Stock Exchanges. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Offer within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period. However, the respective Selling Shareholders shall not be liable to pay and/ or reimburse any expenses towards refund or any interest thereon in respect to Allotment of their respective proportion of the Offered Shares or otherwise, unless the failure or default or delay, as the case may be, is solely on account of such Selling Shareholder and such liability shall be limited to the extent of their respective Offered Shares.

**Impersonation**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013, which is reproduced below:

*"Any person who –*

*(a)* *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*

*(b)* *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

*(c)* *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under section 447."*

The liability prescribed under Section 447 of the Companies Act 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

**Consents**

Consents in writing of: (a) the Selling Shareholders, our Directors, Company Secretary and the Compliance Officer, the legal counsels, the bankers to our Company, industry sources, the BRLMs and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Bankers to the Offer/Escrow Bank, Monitoring Agency, Public Offer Account Bank(s), Sponsor Bank and Refund Bank to act in their respective capacities, will be obtained. Further, such consents shall not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus and the Prospectus with the SEBI.

Our Company has also received consent of our Joint Statutory Auditors, Walker Chandiok & Co LLP, Chartered Accountants and A A A M & Co LLP, Chartered Accountants. For details, see "***General Information*** – ***Experts***" on page 80.

**Performance *vis-à-vis* Objects – Public or Rights Issues during the Last Five Years**

There have been no public issues, including any rights issues (as defined under the SEBI ICDR Regulations) to the public undertaken by our Company during the five years preceding the date of this Draft Red Herring Prospectus.

**Commission or Brokerage on Previous Issues in the Last Five Years**

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

**Capital Issues in the Preceding Three Years**

Except as disclosed in '***Capital Structure***' on page 83, our Company has not made any capital issuances during the three years preceding the date of this Draft Red Herring Prospectus.

**Performance *vis-à-vis* Objects – Public/ rights issue of the listed Promoters and subsidiaries of our Company**

None of our Corporate Promoters are listed on any stock exchange. Further, our Company does not have any subsidiary as on the date of this Draft Red Herring Prospectus.

**Price Information of past issues handled by the BRLMs**

**<u>DAM Capital</u>**

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by DAM Capital.*

| Sr. No. | Issue name | Issue size (₹ millions) | Issue price (₹) | Listing date | Opening price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing |
|---|---|---|---|---|---|---|---|---|
| 1 | Indian Railway Finance Corporation Limited(1) | 46,333.79 | 26.00 | January 29, 2021 | 24.90 | -5.19%, [+6.56%] | -18.65%, [+9.02%] | -11.15%, [+15.49%] |
| 2. | Laxmi Organic Industries Limited(1) | 6,000.00 | 130.00 | March 25, 2021 | 155.50 | +37.85%, [+0.11%] | +71.96%, [+10.11%] | +294.50%, [+21.45%] |
| 3. | Glenmark Life Sciences Limited(2) | 15,136.00 | 720.00 | August 6, 2021 | 751.10 | -6.38%, [+7.10%] | -12.94%, [+10.12%] | -20.67%, [+8.45%] |
| 4. | Windlas Biotech Limited(2) | 4,015.35 | 460.00 | August 16, 2021 | 439.00 | -18.02%, [+4.79%] | -34.42%, [+9.18%] | Not applicable |
| 5. | Krsnaa Diagnostics Limited(1) | 12,133.35 | 954.00* | August 16, 2021 | 1,005.55 | -9.42%, [+4.93%] | -27.73%, [+9.30%] | Not applicable |
| 6. | Go Fashion (India) Limited(1) | 10,136.09 | 690.00 | November 30, 2021 | 1,310.00 | +59.75%, [+1.36%] | Not applicable | Not applicable |
| 7. | Star Health and Allied Insurance Company Limited(1) | 60,186.84 | 900.00@ | December 10, 2021 | 845.00 | -14.78%, [+1.72%] | Not applicable | Not applicable |
| 8. | C.E. Info Systems Limited(2) | 10,396.06 | 1033.00 | December 21, 2021 | 1,581.00 | +70.21%, [+6.71%] | Not applicable | Not applicable |
| 9. | Metro Brands Limited(2) | 13,675.05 | 500.00 | December 22, 2021 | 436.00 | +21.77%, [+4.45%] | Not applicable | Not applicable |
| 10. | CMS Info Systems Limited(2) | 11,000.00 | 216.00 | December 31, 2021 | 218.50 | +21.99%, [-1.81%] | Not applicable | Not applicable |

*Source: www.nseindia.com and www.bseindia.com*
**A discount of INR 93 per equity share was provided to eligible employees bidding in the employee reservation portion.*
*@ A discount of INR 80 per equity share was provided to eligible employees bidding in the employee reservation portion.*
*(1) NSE was the designated stock exchange for the said issue.*
*(2) BSE was the designated stock exchange for the said issue.*

***Notes:***

*(a) Issue size derived from prospectus / basis of allotment advertisement, as applicable*
*(b) Price on NSE or BSE is considered for the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable*
*(c) % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.*
*(d) Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered*
*(e) The Nifty 50 or S&P BSE SENSEX index is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable*
*(f) Not applicable – Period not completed*

2. *Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by DAM Capital.*

| Financial Year | Total no. of IPOs | Total funds raised (₹ in millions) | Nos. of IPOs trading at discount on as on 30th calendar days from listing date | | | Nos. of IPOs trading at premium on as on 30th calendar days from listing date | | | Nos. of IPOs trading at discount as on 180th calendar days from listing date | | | Nos. of IPOs trading at premium as on 180th calendar days from listing date | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% |
| 2021-22 | 8 | 136,678.74 | - | - | 4 | 2 | - | 2 | - | - | 1 | - | - | - |
| 2020-21 | 3 | 56,770.65 | - | - | 1 | - | 1 | 1 | - | - | 1 | 1 | 1 | - |
| 2019-20 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

*Source: www.nseindia.com & www.bseindia.com*

***Notes:***

*a. The information is as on the date of this offer document*
*b. The information for each of the financial years is based on issues listed during such financial year.*
*c. Since 30 or 180 calendar days from listing date has not elapsed for few issues, hence data for same is not available*

**IIFL**

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IIFL.*

| Sr. No. | Issue Name | Issue Size (in Rs. Mn) | Issue Price (Rs.) | Designated Stock Exchange as disclosed in the Red Herring Prospectus filed | Listing Date | Opening Price on Listing Date | +/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing | +/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing | +/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing |
|---|---|---|---|---|---|---|---|---|---|
| 1 | Chemplast Sanmar Limited | 38,500.00 | 541.00 | NSE | August 24, 2021 | 550.00 | +2.06%,[+5.55%] | +12.94%,[+6.86%] | N.A. |
| 2 | Sansera Engineering Limited | 12,825.20 | 744.00 (1) | BSE | September 24, 2021 | 811.35 | +0.30%,[+1.29%] | +1.57%,[-5.19%] | N.A. |
| 3 | Aditya Birla Sun Life AMC Ltd | 27,682.56 | 712.00 | NSE | October 11, 2021 | 715.00 | -11.36%,[+0.55%] | -23.85%,[-0.74%] | N.A. |
| 4 | PB Fintech Ltd. | 57,097.15 | 980.00 | NSE | November 15, 2021 | 1,150.00 | +14.86%,[-4.33%] | N.A. | N.A. |
| 5 | SJS Enterprises Ltd. | 8,000.00 | 542.00 | NSE | November 15, 2021 | 542.00 | -24.99%,[-4.33%] | N.A. | N.A. |
| 6 | Sapphire Foods India Limited | 20,732.53 | 1,180.00 | NSE | November 18, 2021 | 1,350.00 | +3.69%,[-4.39%] | N.A. | N.A. |
| 7 | Star Health and Allied Insurance Company Limited | 60,186.84 | 900.00 (2) | NSE | December 10, 2021 | 845.00 | -14.78%,[+1.72%] | N.A. | N.A. |
| 8 | Anand Rathi Wealth Limited | 6,593.75 | 550.00 (3) | BSE | December 14, 2021 | 602.05 | +12.38%,[+5.22%] | N.A. | N.A. |
| 9 | Rategain Travel Technologies Limited | 13,357.35 | 425.00 (4) | NSE | December 17, 2021 | 360.00 | +11.99%,[+7.48%] | N.A. | N.A. |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 10 | Data Patterns (India) Limited | 5,882.24 | 585.00 | NSE | December 24, 2021 | 856.05 | +29.70%,[+3.61%] | N.A. | N.A. |

*Source: www.nseindia.com; www.bseindia.com, as applicable*

*(1) A discount of INR 36 per equity share was offered to eligible employees bidding in the employee reservation portion*

*(2) A discount of INR 80 Per Equity Share was offered to eligible employees bidding in the employee reservation portion*

*(3) A discount of INR 25 Per Equity Share was offered to eligible employees bidding in the employee reservation portion*

*(4) A discount of INR 40 Per Equity Share was offered to eligible employees bidding in the employee reservation portion*

*Note: Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.*

2. *Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IIFL.*

| Financial Year | Total No. of IPO's | Total Funds Raised (in Rs. Mn) | No. of IPOs trading at discount – 30th calendar days from listing | | | No. of IPOs trading at premium – 30th calendar days from listing | | | No. of IPOs trading at discount – 180th calendar days from listing | | | No. of IPOs trading at premium – 180th calendar days from listing | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2019–20 | 5 | 65,827.61 | - | - | 2 | - | 1 | 2 | 1 | 1 | 1 | - | - | 2 |
| 2020-21 | 8 | 47,017.65 | - | - | 4 | 2 | 1 | 1 | - | 1 | - | 3 | 3 | 1 |
| 2021-22 | 16 | 3,27,058.00 | - | - | 5 | - | 4 | 7 | - | - | - | 2 | - | - |

*Source: www.nseindia.com; www.bseindia.com, as applicable*

*Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.*

*NA means Not Applicable*.

**Track record of past issues handled by the BRLMs**

For details regarding the track record of the BRLMs, as specified in circular no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please see the websites of the BRLMs, as set forth in the table below:

| Sr. No | Name of the BRLM | Website |
|---|---|---|
| 1. | DAM Capital Advisors Limited (*formerly IDFC Securities Limited*) | www.damcapital.in |
| 2. | IIFL Securities Limited | www.iiflcap.com |

**Stock Market Data of the Equity Shares**

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares

**Mechanism for Redressal of Investor Grievances**

SEBI, by way of its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("**March 2021 Circular**"), has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Per the March 2021 Circular, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

In terms of circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, issued by SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

| Scenario | Compensation amount | Compensation period |
|---|---|---|
| Delayed unblock for cancelled / withdrawn / deleted applications | ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher | From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock |
| Blocking of multiple amounts for the same Bid made through the UPI Mechanism | 1. Instantly revoke the blocked funds other than the original application amount and<br>2. ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher | From the date on which multiple amounts were blocked till the date of actual unblock |
| Blocking more amount than the Bid Amount | 1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and<br>2. ₹ 100 per day or 15% per annum of the difference amount, whichever is higher | From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock |
| Delayed unblock for non – Allotted/ partially Allotted applications | ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher | From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock |

For helpline details of the Lead Managers pursuant to March 2021 Circular, see "***General Information***" beginning on page 74.

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLM shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares pursuant to the Offer, or such other period as may be prescribed under applicable law to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances in relation to the Bidding process, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with their obligations under applicable SEBI ICDR Regulations.

Investors can contact the Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations or non-receipt of funds by electronic mode.

**Disposal of Investor Grievances by our Company**

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus and as on date, there are no investor complaints pending.

We estimate that the average time required by our Company and/ or the Registrar to the Offer for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Niharika Agarwal as the Company Secretary and Compliance Officer and she may be contacted in case of any pre-Offer or post-Offer related problems, at the address set forth hereunder.

**Niharika Agarwal**
C-100, Sector 63, Noida
Gautam Buddha Nagar 201 301
Uttar Pradesh, India
**Telephone:** +91 120 483 2550
**E-mail:** cs@cogenteservices.com

The Selling Shareholders have authorised the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of their respective portion of the Offered Shares.

Our Company has obtained authentication on the SCORES and shall comply with the circular no. CIR/OIAE/1/2013, dated April 17, 2013 and circular no. CIR/OIAE/1/2014 dated December 18, 2014, issued by SEBI, in relation to redressal of investor grievances through SCORES.

Further, our Board has constituted a Stakeholders' Relationship Committee, which is responsible for redressal of grievances of the security holders of our Company. For more information, see "***Our Management***" beginning on page 192.

**Stock Market Data of the Equity Shares**

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

**Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

The Company has not sought any exemption from complying with any provisions of securities laws from SEBI.

## TERMS OF THE OFFER

The Equity Shares being offered and Allotted in the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the abridged prospectus and other terms and conditions as may be incorporated in the CAN (for Anchor Investors), Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities, issued from time to time, by SEBI, the Government of India, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as maybe prescribed by SEBI, the Government of India, the Stock Exchange, the RoC, the RBI and/or other authorities while granting approval for the Offer.

### Ranking of Equity Shares

The Equity Shares being offered and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI Listing Regulations, SEBI ICDR Regulations, SCRA read with SCRR, the Memorandum of Association and the Articles of Association and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of rights to receive dividends and other corporate benefits, if any, declared by our Company after the date of transfer in accordance with applicable law. For more information, see "***Main Provisions of the Articles of Association***" beginning on page 353.

### Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders, as per the provisions of the Companies Act 2013, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the Government of India in this respect. Any dividends declared, after the date of Allotment (including pursuant to the transfer of Equity Shares in the Offer for Sale) in this Offer, will be payable to the Allottees who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For more information, see "***Dividend Policy***" and "***Main Provisions of the Articles of Association***" beginning on pages 215 and 353, respectively.

### Face Value and Price Band

The face value of each Equity Share is ₹ 2 and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share. At any given point in time there will be only one denomination for the Equity Shares.

The Price Band, the minimum Bid Lot will be decided by our Company and the Selling Shareholders in consultation with the BRLMs, and published by our Company in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date, in, and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

### Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and each of the Selling Shareholders in the manner specified in '***Objects of the Offer – Offer related expenses***' on page 103.

**Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders will have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting powers, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting;
- right to receive offers for rights shares and be allotted bonus shares, if announced;
- right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "***Main Provisions of the Articles of Association***" on page 353.

**Allotment only in Dematerialised Form**

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form.

In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated December 27, 2021 among NSDL, our Company and the Registrar to the Offer; and
- Tripartite Agreement dated January 5, 2022 among CDSL, our Company and Registrar to the Offer.

**Market Lot and Trading Lot**

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share, subject to a minimum Allotment of [●] Equity Shares. For the method of determination of Basis of Allotment, see "***Offer Procedure***" beginning on page 334.

**Jurisdiction**

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in New Delhi, India**.**

**Joint Holders**

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

**Nomination Facility to Bidders**

In accordance with Section 72 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. 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 or alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, as amended, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- 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 dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participants.

**Bid/Offer Period**

| | |
|---|---|
| **BID/OFFER OPENS ON*** | [●] |
| **BID/OFFER CLOSES ON**#** | [●] |

* *Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

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

# *UPI Mandate end date and time shall be 12.00 pm on [●].*

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

| | |
|---|---|
| **BID/OFFER CLOSING DATE** | [●] |
| **FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE** | On or about [●] |
| **INITIATION OF REFUNDS FOR ANCHOR INVESTORS/ UNBLOCKING OF FUNDS FROM ASBA ACCOUNT*** | On or about [●] |
| **CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS** | On or about [●] |
| **COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE** | On or about [●] |

* *In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. Further, Bidders shall be entitled to compensation in the manner specified in the circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

**The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company or any of the Selling Shareholders or the BRLMs.**

**Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date or such period as may be prescribed, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholders, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, issued by SEBI, our Company shall within four days from the closure of the Offer, refund the**

**subscription amount received in case of non receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholders, severally and not jointly, shall extend reasonable support, documentation and co-operation required or requested by our Company and/or the BRLMs, in relation to its respective portion of the Offered Shares, for the completion of the listing of the Equity Shares at the Stock Exchanges.**

**In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/Offer Closing Date or such period as may be prescribed, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.**

**SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.**

**Submission of Bids (other than Bids from Anchor Investors):**

| **Bid/Offer Period (except the Bid/Offer Closing Date)** | |
|---|---|
| Submission and Revision in Bids | Only between 10.00 a.m. and 5.00 p.m. IST |
| **Bid/Offer Closing Date** | |
| Submission and Revision in Bids | Only between 10.00 a.m. and 3.00 p.m. IST |

**On the Bid/Offer Closing Date, the Bids shall be uploaded until:**

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investors.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Investors after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted on the Stock Exchange platform only during Working Days, during the Bid/ Offer Period. Further, as per letter no. list/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company and the Selling Shareholders in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price may move up or down to the extent of 20% of the Floor

Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 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/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

**Minimum Subscription**

On the date of closure of the Offer, if our Company does not receive (i) minimum subscription of 90% of the Fresh Issue and (ii) a subscription in the Offer equivalent to at least the minimum number of securities as specified under Rule 19 (2) (b) (iii) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid/ Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/ Offer Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days, our Company and the Selling Shareholder, to the extent applicable, shall pay interest at the rate of 15% per annum including the circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, issued by SEBI.

In the event of under subscription in the Offer, the Equity Shares will in the first instance be Allotted towards complete subscription under the Fresh Issue, and thereafter, under the Offer for Sale in a pro-rata manner, proportionate to the number of Equity Shares respectively offered by each Selling Shareholder.

Further, in terms of Regulation 49 (1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

Each of the Selling Shareholders shall reimburse, in proportion to the portion of its respective Offered Shares, any expenses and interest incurred by our Company on behalf of such Selling Shareholder for any delays in making refunds as required under the Companies Act and any other applicable law. Provided that no Selling Shareholder shall be responsible or liable for payment of any expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder and any expenses and interest shall be paid to the extent of its respective portion of the Offered Shares.

**Arrangements for Disposal of Odd Lots**

Since the Equity Shares will be traded in dematerialised form only, and the market lot for the Equity Shares will be one Equity Share, there are no arrangements for disposal of odd lots.

**New Financial Instruments**

Our Company is not issuing any new financial instruments through this Offer.

**Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of pre-Offer Equity Share capital of our Company, lock-in of our Promoters' contribution and Anchor Investor lock-in, as detailed in *'**Capital Structure**'* on page 83 and except as provided in our Articles as detailed in '***Main Provisions of the Articles of Association***' on page 353, there are no restrictions on transfers and transmission of shares/debentures and on their consolidation or splitting.

**Withdrawal of the Offer**

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed.

Our Company and the Selling Shareholders, in consultation with the BRLMs, reserves the right not to proceed with the Fresh Issue and each of the Selling Shareholders, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be.

If our Company and the Selling Shareholders, in consultation with the BRLMs, withdraw the Offer after the Bid/ Offer Closing Date and thereafter determine that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within six Working Days of the Bid/ Offer Closing Date or such other time period as prescribed under applicable law; and (ii) the final RoC approval of the Prospectus after it is filed and/ or submitted with the RoC and the Stock Exchanges. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

## OFFER STRUCTURE

Initial public offering of up to [●] Equity Shares of face value of ₹ 2 each, for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] million comprising a Fresh Issue of [●] Equity Shares, aggregating up to ₹ 1,500 million by our Company and an Offer for Sale of up to 9,468,297 Equity Shares, aggregating up to ₹ [●] million by the Selling Shareholders.

Our Company may, in consultation with the BRLMs, consider a Pre-IPO Placement of Equity Shares aggregating up to ₹ 300 million, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, it will be at an issue price to be decided by our Company and the Selling Shareholders in consultation with the BRLMs and the Fresh Issue size will be reduced to the extent of the quantum of such Pre-IPO Placement undertaken, subject to the Offer (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) complying with rule 19(2)(b) of the SCRR.

In terms of Rule 19 (2) (b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations.

| Particulars | QIBs(1) | Non-Institutional Bidders | Retail Individual Investors |
|---|---|---|---|
| Number of Equity Shares available for Allotment or allocation*(2) | Not more than [●] Equity Shares | Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and RII | Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders |
| Percentage of Offer Size available for Allotment or allocation | Not more than 50% of the Offer being available for allocation to QIB Bidders. However, up to 5% of the QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs | Not less than 15% of the Offer or the Offer less allocation to QIB Bidders and RII | Not less than 35% of the Offer or the Offer less allocation to QIB Bidders and Non-Institutional Bidders |
| Basis of Allotment if respective category is oversubscribed* | Proportionate as follows (excluding the Anchor Investor Portion):<br><br>a) at least [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and<br><br>b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.<br><br>Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual | Proportionate | The allotment to each RII 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 further details, see "***Offer Procedure***" beginning on page 334. |

| Particulars | QIBs[1] | Non-Institutional Bidders | Retail Individual Investors |
|---|---|---|---|
| | Funds at or above the Anchor Investor Allocation Price. | | |
| Mode of Bid | Through ASBA Process only (except in case of Anchor Investors) | | |
| Minimum Bid | Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000. | Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000. | [●] Equity Shares and in multiples of [●] Equity Shares thereafter |
| Maximum Bid | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, subject to applicable limits | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, (excluding the QIB Portion) subject to limits applicable to the Bidder | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000 |
| Mode of Allotment | Compulsorily in dematerialised form | | |
| Bid Lot | [●] Equity Shares and in multiples of [●] Equity Shares thereafter | | |
| Allotment Lot | [●] Equity Shares and in multiples of one Equity Share thereafter | | |
| Trading Lot | One Equity Share | | |
| Who can apply[3] | Public financial institutions of the Companies Act, scheduled commercial banks, multilateral and bilateral development financial institutions, Mutual Funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹ 250 million, pension funds with minimum corpus of ₹ 250 million, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs | Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI. | Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta) |
| Terms of Payment | **In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[4]<br>**In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors), or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form | | |

* *Assuming full subscription in the Offer.*

(1) *Our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100.00 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million or part thereof will be permitted, subject to minimum allotment of ₹ 50.00 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100.00 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company and the Selling Shareholders in consultation with the BRLMs.*

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate*

*basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RII in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.*

(3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor pay-in date as indicated in the CAN.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to 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 Managers and the Designated Stock Exchange, on a proportionate basis.

## OFFER 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, 2013, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, 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 Offer; (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 Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 as amended from time to time, including pursuant to circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"), with effect from July 1, 2019, by SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. Further, as per the SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors ("**UPI Phase III**"), as may be prescribed by SEBI. Accordingly, The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular has come into force for initial public offers opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus.*

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. 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.*

*The BRLMs shall be the nodal entity for any issues arising out of public issuance process.*

*Our Company, the Selling Shareholders, the BRLMs and the members of the Syndicate 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 and the Red Herring Prospects. Bidders are advised* *to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.*

**Book Building Procedure**

The Offer is being made in terms of Rules 19 (2) (b) of the SCRR through the Book Building Process in accordance with Regulation 6 (1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. The Offer will be in accordance with Rule 19 (2) (b) of the SCRR.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, 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 RIIs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days 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 RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI

Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in shall be advertised in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered Office is located), on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the Retail Individual Investors using the UPI.

Pursuant to the UPI Circulars, 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 Working 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.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

**Electronic registration of Bids**

a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment.

**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 Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

| Category | Colour of Bid cum Application Form* |
|---|---|
| Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis^ | White |
| Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis | Blue |
| Anchor Investors^^ | White |

**Excluding the electronic Bid cum Application Form.*
*^Electronic Bid cum Application Form will be made available for download on the website of the BSE (*www.bseindia.com*) and NSE (www.nseindia.com).*
*^^Bid cum Application Forms for Anchor Investors were made available at the offices of the BRLMs.*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. For RIIs using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. For ASBA Forms (other than RIBs) 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. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID / Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For RIIs Bidding using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs, for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, issued by SEBI. 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, RIIs Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, the processing fees for applications made by RIIs using the UPI

Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, issued by SEBI.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act and, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**Participation by Promoters and members of the Promoter Group of our Company, BRLMs, the Syndicate Members and their associates and affiliates**

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any persons related to the BRLMs can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLMs;

(ii) insurance companies promoted by entities which are associate of the BRLMs;

(iii) AIFs sponsored by the entities which are associate of the BRLMs; or

(iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs.

Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

For the purposes of the above, a QIB who has the following rights shall be deemed to be a person related to our Promoters or Promoter Group:

(i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;

(ii) veto rights; or

(iii) right to appoint any nominee director on the Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

**Bids by Mutual Funds**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and Selling Shareholders, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

**In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.**

**No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.**

**Bids by Eligible NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("**FCNR**") accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms should authorise their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Non-debt Instrument Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

For details of restrictions on investment by NRIs, see "***Restrictions on Foreign Ownership of Indian Securities***" on page 352.

**Bids by HUFs**

Bids by Hindu Undivided Families or HUFs, 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 as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs may be considered at par with Bids from individuals.

**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% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100% under the automatic route). While the aggregate limit could have been decreased by the concerned Indian companies to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, 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 offshore derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as “**MIM Structure**”), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;

- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

**Bids by SEBI registered VCFs, AIFs and FVCIs**

The SEBI VCF Regulations, amongst others, prescribe the investment restrictions on VCFs, registered with SEBI. The SEBI AIF Regulations, amongst others, prescribe the investment restrictions on AIFs. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

**Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.**

**Bids by Limited Liability Partnerships**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLMs, 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 the RBI, certified copies of (i) the certificate of registration issued by the 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 and the Selling Shareholders, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company.

**Bids by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

**Bids by Insurance Companies**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;
(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

**Bids by Provident Funds/Pension Funds**

In case of Bids made by provident funds/pension funds with minimum corpus of ₹ 250 million, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLMs reserve 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 by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and Selling Shareholders in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and Selling Shareholders in consultation with the BRLMs, may deem fit.

**Bids by Anchor Investors**

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below:

(a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company and Selling Shareholders may finalise allocation to the Anchor Investors and the basis of such allocation will be on a discretionary basis by the Company, in consultation with the BRLMs, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

   (i) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million;

   (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and

   (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

(j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) shall apply in the Offer under the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

**Bids by Systemically Important Non-Banking Financial Companies**

In case of Bids made by NBFC-SI registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the NBFC-SI, are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

**The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.**

**In accordance with RBI regulations, OCBs cannot participate in the Offer.**

**General Instructions**

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) and PAN 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 relevant Bidding Centre (except in case of electronic Bids) within the prescribed time;

6. RIIs Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for RIIs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

8. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

9. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum

Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

12. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, 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 beneficial 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;

13. 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;

14. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

15. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

16. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

17. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

18. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for RIIs bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for RIIs bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for RIIs bidding through UPI mechanism) and PAN available in the Depository database;

19. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form 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);

20. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the 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 at the time of submission of the Bid. In case of RIIs Bidding 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;

21. Ensure that the Demographic Details are updated, true and correct in all respects;

22. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID

for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

23. Bidders (except RIIs Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIIs, once the Sponsor Bank issues the Mandate Request, the RIIs would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

24. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a RII Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RII Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

25. RIIs bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

26. RIIs using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

27. Bids by Eligible NRIs HUFs and any individuals, corporate bodies and family offices which are recategorised as Category II FPI and registered with SEBI for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer; and

28. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

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 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is , issued by SEBI, liable to be rejected.

***Don'ts:***

1. Do not Bid for lower than the minimum Bid Lot;

2. Do not submit a Bid using UPI ID, if you are not a RII;

3. Do not Bid for a Bid Amount exceeding ₹ 200,000 for Bids by Retail Individual Investors;

4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

5. Do not Bid/revise the Bid amount to less than the floor price or higher than the cap price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA account;

11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

12. 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;

13. 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);

14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Red Herring Prospectus;

15. Do not Bid for Equity Shares more than specified by the respective Stock Exchanges for each category;

16. In case of ASBA Bidders (other than RIIs using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. If you are RII and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

19. Anchor Investors should not bid through the ASBA process;

20. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

21. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

22. Do not submit the GIR number instead of the PAN;

23. Anchor Investors should submit Anchor Investor Application Form only to the BRLMs;

24. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

25. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Offer Closing Date;

26. 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. Retail Individual Investors can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

27. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are RII and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a RII Bidding through the UPI Mechanism. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIIs using the UPI Mechanism;

31. RIIs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in the SEBI website is liable to be rejected; and

32. Do not submit more than one Bid cum Application Form for each UPI ID in case of RIIs Bidding using the UPI Mechanism.

33. Do not Bid if you are an OCB.

**The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

For helpline details of the BRLMs pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "***General Information – Book Running Lead Managers***" on page 75.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "***General Information – Company Secretary and Compliance Officer***" on page 74.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and press release dated June 25, 2021.**

**Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchanges, along with the BRLMs and the Registrar to the Offer, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

**Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the Offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to Bidders other than to the RIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities Allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The Allotment of Equity Shares to each RII shall not be less than the minimum Bid lot, subject to the availability of shares in RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

**Payment into Escrow Account**

Our Company and the Selling Shareholders, in consultation with the BRLMs, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

**Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered Office is located). In the pre-Offer advertisement, our Company shall state the Bid/Offer Opening Date and the Bid/Offer

Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

**Signing of the Underwriting Agreement and Filing with the RoC**

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement after the finalisation of the Offer Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer 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, 2013, which is reproduced below:

"*Any person who:*

*(a)* *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

*(b)* *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

*(c)* *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under Section 447.*"

The liability prescribed under Section 447 of the Companies Act, 2013, for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5.00 million or with both.

**Undertakings by our Company**

Our Company undertakes the following:

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- if Allotment is not made within the prescribed timelines under applicable laws, the application monies will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws for the delayed period;
- all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/Offer Closing Date or within such other time period prescribed by SEBI;
- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to

Allotment, the reason thereof shall be given by our Company as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

- that if our Company withdraws the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event our Company subsequently decide to proceed with the Offer;

- except for Equity Shares to be allotted pursuant to the Offer and the Pre-IPO Placement, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts/ refunded on account of non-listing, under-subscription, etc.; and

- adequate arrangements shall be made to collect all Bid cum Application Forms from Bidders.

**Undertakings by the Selling Shareholders**

Each of the Selling Shareholder, severally and not jointly, specifically undertakes and/or confirms the following in respect to itself as a Selling Shareholder and its respective portion of the Offered Shares:

(i) that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;

(ii) it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;

(iii) its respective portion of the Offered Shares are free and clear of encumbrances, and defect to good, valid and marketable title, and shall be transferred pursuant to the Offer, free and clear of any encumbrances;

(iv) it shall deposit its respective portion of the Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;

(v) it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

(vi) it will take all such steps as may be required to ensure that its respective portion of the Offered Shares are available for transfer in the Offer for Sale;

(vii) its respective portion of the Offered Shares are fully paid and are in dematerialized form;

(viii) it will provide assistance to the Company, as may be reasonably required and necessary in accordance with applicable laws, for the completion of the necessary formalities in relation to its respective portion of the Offered Shares; and

(ix) it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from all the Stock Exchanges in accordance with applicable law.

**Utilisation of Offer Proceeds**

Our Board certifies that:

(i) 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;

(ii) details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(iii) details of all unutilised 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 unutilised monies have been invested.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made.

The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Circular**"), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Circular and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Circular; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI and RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT, all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy. It is not clear from the press note whether or not an issuance of the Equity Shares to Restricted Investors will also require a prior approval of the Government of India and each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required and such approval has been obtained, the Bidder was required to intimate the Company and the Registrar about such approval within the Offer Period.

As per the existing policy of the Government, OCBs cannot participate in this Offer.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "***Offer Procedure – Bids by Eligible NRIs***" and "***Offer Procedure – Bids by FPIs***" on pages 339 and 339.

**The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.**

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act and, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

## SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

*Capitalised terms used in this section have the same meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below.*

## PART A OF THE ARTICLES OF ASSOCIATION

**Constitution of the Company**

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.

**Public Company**

Article 6 provides that, "Company is a Public Company Limited by Shares within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly, 'Public Company' means a Company which:

a. is not a private company; and
b. as a minimum paid-up share capital as may be prescribed.

Provided that a company which is a subsidiary of the Company, not being a private company, shall be deemed to be public company even where such subsidiary company continues to be a private company in its articles."

**Share capital and variation of rights**

Article 9 provides that, "The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules 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 Rules; and

(b) Preference share capital."

Article 18 provides that, "Subject to the provision of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act."

Article 19 provides that,

"(i) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to persons who, at the date of offer, are holders of equity Shares of the Company, in proportion, as nearly as circumstances admit, to the paid-up share capital on those Shares by sending a letter of offer subject to the following conditions:

(a) the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than 15 (fifteen) days, or such lesser number of days as may be prescribed under the Act, and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
(b) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person and the notice referred to in (a) shall contain a statement of this right, *provided that* the Board may decline, without assigning any reason therefore, to allot any Shares to any Person in whose favour any Member may renounce the Shares offered to him; and
(c) after expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Members and the Company.
(ii) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or

(iii) A further issue of shares may be made to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (i) or (ii), 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."

Article 23 provides that, "Debentures, debenture-stock or other Securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the Company in General Meeting by a Special Resolution and subject to the provisions of the Act."

**Capitalization of Profits**

Article 74 provides that,

"(i) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve-
(a) That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve account, or to the credit of the profit and loss account, or otherwise available for distribution; and
(b) That such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
(B) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportion aforesaid;
(C) partly in the way specified in sub clause (A) and partly in that specified in sub-clause(B);

(iii) A Securities premium account and a capital redemption reserve account may, for the purpose of this regulation, be applied in the paying up of unissued shares to be issued to the members of the Company as fully paid bonus shares;
(iv) The Board shall give effect to the resolution passed by the Company in pursuance of this Article."

Article 75 provides that,

"(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall-

(a) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
(b) Generally, do all acts and things required to give effect thereto.

(ii) The Board shall have powers-

(a) To make such provisions, by the issue of fractional certificate or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
(b) To authorize any person to enter, on behalf of all members entitled thereto, into an agreement with the Company providing for allotment of them respectively, credited as fully paid-up, of any further shares to which they may be the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members."

**Buy-back of Shares**

Article 76 provides that, "Notwithstanding anything contained in these article 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 specified securities."

**Commission**

Article 15 provides that,
"(i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other."

**Lien**

Article 24 provides that,
"(i) The Company shall have a first and paramount lien-

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that shares;
(b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company; and
(c) upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect.

Provided that the Board may at any time declare any shares to be wholly or in part exempt from the provision of this clause.

(ii) The Company's lien, if any, on a shares shall extend to all dividends payable and bonuses declared from time to time in respect of such shares for any money owing to the Company. Fully paid up Shares shall be free from all liens and that in the case of partly paid shares, the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such Shares.

(iii) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien."

Articles 25 provides that, "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 in presently payable; or
(b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency."

Article 26 provides that,

"(i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

(iv) The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale."

Article 27 provides that,

"(i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale."

**Calls on Shares**

Article 30 provides that,

"(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(iii) 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

(iv) A call may be revoked or postponed at the discretion of the Board."

Article 33 provides that, "The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.."

Article 34 provides that,

"(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part."

Article 35 provides that, "(i) 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 regulations, be deemed to be a call duty made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified."

Article 36 provides that, "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 world, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the Member paying the sum in advance. Provided that the money paid in advance of calls, shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced.
(c) The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable."

Article 40 provides that, "The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company."

**Transfer of Shares**

Article 41 provides that,

“(i) The instrument of transfer of any share in the Company shall be in writing and all provisions of the Act and statutory modifications thereof shall be duly complied with in respect of all transfer of shares and registrations thereof. The instrument of transfer shall be executed by or on behalf of both the transferor and transferee.
(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee entered in the register of members in respect thereof.”

Article 42 provides that, “The Board may, subject to the right of appeal conferred by the Act, decline to register-
(a) The transfer of a share, not being a fully paid share, to a person to whom they do not approve; or
(b) Any transfer of shares on which the Company has a lien.”

Article 43 provides that, “In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless:
(a) The instrument of transfer is in the form as prescribed in rules made under the Act
(b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
(c) the instrument of transfer is in respect of only one class of shares.”

Article 44 provides that, “On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.”

Article 45 provides that, “A common form of transfer shall be used in case of transfer of Shares.”

Article 46 provides that, “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 documents.”

Article 47 provides that, “The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.”

**Transmission of Shares**

Article 48 provides that,

“(i) On the death of the member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.

(ii) Nothing in clause(i) shall release the estate of a deceased joint holder from any liability in respect of nay share which had been jointly held by him with other persons.”

Article 49 provides that,
“(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-

(a) To be registered himself as holder of shares;
(b) To make such transfer of shares as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

(iii) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.”

Article 51 provides that, “A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company."

**Forfeiture of Shares**

Article 54 provides that, "If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment 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."

Article 55 provides that, "The notice aforesaid shall-
(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of 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."

Article 56 provides that, "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."

Article 60 provides that,
"(i) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit."

Article 61 provides that,
"(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(ii) 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 realisation. 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.

(iii) The liability of such person shall cease if and when the Company shall have received the payment in full of all such monies in respect of the shares."

**Shares and Share Certificates**

Article 10 provides that,
"(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscriber to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such period as the condition of issue shall be provided-

(a) one or more certificates for all his shares without payment of any charges; or
(b) several certificates in marketable lots, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every such certificate shall be under the seal of the Company, if any, and 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.

Provided that in case the Company has a common seal it shall be affixed in the presence of the persons required to sign the certificate."

Article 11 provides that, “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 any of several joint holders shall be sufficient delivery to all such holders. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository.

Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.”

Article 12 provides that, “If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees 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 not further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares. Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulations and requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other act or rules applicable in this behalf.”

Article 13 provides that, “The provisions of the foregoing Articles relating to issue of certificates (Article 10, 11 and 12) shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.”

**General Meetings**

Article 77 provides that, “All general meeting other than annual general meeting shall be called extraordinary general meeting.”

Article 78 provides that,
“(i) The Board may, whatever it thinks fit, call an extraordinary general meeting.”

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any Director any two members of the Company may call an extraordinary general meeting in the same manner, as nearly possible, as that in which such a meeting may be called by the Board.”

**Proceedings at Shareholders’ Meetings**

Article 79 provides that,
“(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
(ii) The quorum for a general meeting shall be as provided in the Act.

(iii) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.”

Article 80 provides that, “The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.”

Article 81 provides that, “If there is no such Chairperson, or he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as the Chairperson of the meeting, the Directors shall present choose one of their members to be Chairperson of the meeting.”

Article 82 provides that, “If at any meeting no Director is willing to act as the Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the member present shall choose one of their members to be Chairperson of the meeting.”

Article 83 provides that, "On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote."

Article 84 provides that,

"(i) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
(ii) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting –

(a) is, or could reasonably be regarded, as defamatory of any person; or

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the Company

(iii) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.

(iv) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein."

Article 85 provides that,

"(i) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:
(a) be kept at the registered office of the Company; and

(b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.

(ii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost."

Article 86 provides that, "The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision."

**Voting Rights**

Article 88 provides that,

"(i)Subject to any rights or restriction for the time being attached to any class or classes of shares-

(a) On a show of hands, every member present in person shall have one vote; and
(b) On a poll, the voting rights of the members shall be in the proportion of his share. in the paid-up equity share capital of the Company."

Article 90 provides that, “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.”

Article 91 provides that, “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 show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.

Article 93 provides that, “Any business other than that upon which a poll has been demanded may be proceed with, pending the taking of the poll.”

Article 94 provides that, “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 or in regard to which the Company has exercised any right of lien.”

**Proxy**

Article 98 provides that,
“(i) 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.

(ii) the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in case of a poll, not less than 24 hours before the time appointed for taking of the poll; and in default the instrument of proxy shall not be treated as valid.”

Article 99 provides that, “An instrument appointing a proxy shall be in the form as prescribed in rules made there under Act.”

Article 100 provides that, “A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding with 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 the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company as its office before the commencement of the meeting or adjourned meeting at which the proxy is used.”

**Board of Directors**

Article 101 provides that, “Unless otherwise determined by the Company in general meeting, The Company shall have minimum three Directors and maximum fifteen Directors and following shall be the first Directors of the Company:

1. Mr. Abhinav Singh
2. Mr. Gaurav Abrol
3. Mr. Pranjal Kumar
4. Mr. Arunabh Singh
5. Mr. Sachin Malik”

Article 102 provides that,

“(i) Shri Abhinav Singh shall be a director not liable to retire by rotation. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

(ii) The same 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."

Article 103 provides that,
"(i) The remuneration of the Directors shall, so far as it consists as a monthly payment, be deemed to accrue from day to day.

(ii) 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.

(iii) In addition to the remuneration payable to them in pursuance to the Act, the Directors may be paid at travelling, hotel and other expenses properly incurred by them-

(a) In attending and returning from meeting of the Board of Directors or any committee thereof or general meeting of the Company; or
(b) In connection with the business of the Company."

Article 104 provides that, "The Board may pay all expenses incurred in getting up and registering the Company."

Article 105 provides that, "All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts of monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine."

Article 106 provides that, "Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose."

Article 107 provides that,

"(i) 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 Director and additional director together shall not any time exceed the maximum strength fixed by the Board by the Articles."

(ii) 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 provision of the Act."

Article 108 provides that,

"(i) 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. 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.
(ii) 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.

(iii) 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."

Article 109 provides that,
"(i) 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.

(ii) 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**

Article 111 provides that,
"(i)The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.

(iii) The quorum for a Board meeting shall be as provided in the Act.
(iv) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law."

Article 112 provides that,

"(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote."

Article 115 provides that,
"(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committee consisting of such member or members of its body a sit thinks fit.
(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

(iii) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law."

Article 116 provides that,
" (i) A committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

(ii) 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 member to be Chairperson of the meeting."

**Powers of the Directors**

Article 110 provides that, "The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made."

**Dividend and Reserves**
Article 126 provides that, "The Company in general meeting may declare the dividend, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend."

Article 128 provides that,
"(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 for

which the profit 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, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve."

Article 130 provides that,

"(i) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the company.
(ii) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares."

Article 136 provides that, "Where a dividend has been declared by the Company but has not been paid or claimed within 30 (thirty) days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within 7 (seven) days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'."

Article 137 provides that, "Any money transferred to the 'Unpaid Dividend Account' of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company along with the interest accrued, if any, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law."

**Accounts**

Article 138 provides that,

"(i) The Board shall from time to time determine whether and to what extend and at what times and places and under what conditions and regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the member not being Director.
(ii) No Member (not being a Director) shall have any right of inspecting any nooks of account or document of the Company in general meeting."

**Winding Up**

Article 139 provides that, "Subject to the provisions of the Act and rules made thereunder-

(i) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
(ii) For the purpose aforesaid, the liquidator may set such values as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributors if he considers necessary, but so that no member shall be compelled to accept any shares or other securities wherein there is any liability."

**Indemnity and Insurance**

Article 140 provides that,

"(i) 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.

(ii) 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.

(iii) 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."

**General Power**

Article 141 provides that, "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."

## SECTION IX – OTHER INFORMATION

## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Red Herring Prospectus) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus and filed with the RoC, and also the documents for inspection referred to hereunder may be inspected at our Registered Office, from 10.00 am to 4.00 pm on Working Days and on the website of the Company at www.cogenteservices.com/investors from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer 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 other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable laws.

***Material Contracts to the Offer***

1. Offer Agreement dated February 4, 2022 entered into among our Company, the Selling Shareholders and the BRLMs.

2. Registrar Agreement dated February 1, 2022 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.

3. Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Offer.

4. Share Escrow Agreement dated [●] entered into among the Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated [●] entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer.

6. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriters.

7. Monitoring Agency Agreement dated [●] entered into among our Company and the Monitoring Agency.

***Material Documents***

1. Certified copies of our Memorandum of Association and Articles of Association, as amended.

2. Certificate of incorporation dated June 15, 2004 and a fresh certificate of incorporation dated January 11, 2022 upon conversion into a public company.

3. Resolutions of the Board of Directors of our Company, dated December 30, 2021 and January 13, 2022, approving the Offer and other related matters.

4. Resolution of our Shareholders dated December 31, 2021 approving the Fresh Issue and other related matters.

5. Resolution of the Board of Directors of our Company, dated January 13, 2022, appointing Abhinav Singh as the Managing Director of our Company

6. Resolution of the Board of Directors of our Company, dated February 4, 2022 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

7. Consent letters from Abhinav Singh, Arunabh Singh, Pranjal Kumar and Gaurav Abrol, for participation in the Offer for Sale, dated January 24, 2022.

8. Consent letter and authorization by Boomerang for participation in the Offer for Sale, dated January 24,

2022 and January 13, 2022, respectively.

9. Consent letter and authorization by TSSR for participation in the Offer for Sale, dated January 24, 2022 and January 13, 2022, respectively.

10. Copies of annual reports for the last three Financial Years, i.e., Financial Years 2021, 2020, 2019.

11. ESOP Plan.

12. Statement of special tax benefits dated February 4, 2022, from the Joint Statutory Auditors included in this Draft Red Herring Prospectus.

13. The examination report of the Joint Statutory Auditors dated January 28, 2022 on the Restated Financial Statements.

14. Consents dated Feburary 4, 2022 from A A A M & Co LLP, Chartered Accountants and Walker Chandiok & Co LLP, Chartered Accountants, respectively, to include their name as required under Section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2 (38) of the Companies Act, to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their (i) examination report, dated January 28, 2022, on our Restated Financial Statements; (ii) their report dated Feburary 4, 2022, on the statement of special tax benefits with respect to our Company and its shareholders included in this Draft Red Herring Prospectus, and (iii) in the case of A A A M & Co LLP, Chartered Accountants, their capacity as the independent chartered accountants of our Company and the certificates issued by them in respect thereof.

15. Consents of our Directors, Bankers to our Company, the BRLMs, Registrar to the Offer, legal counsels, lenders to the Company, Company Secretary and Compliance Officer of our Company, as referred to act, in their respective capacities.

16. Consent letter dated February 3, 2022 from Zinnov to use their report titled "*Customer Experience Management (CXM) Market Analysis*".

17. Report titled "*Customer Experience Management (CXM) Market Analysis*", issued on February 3, 2022, by Zinnov.

18. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.

19. Tripartite Agreement dated December 27, 2021 among our Company, NSDL and the Registrar to the Offer.

20. Tripartite Agreement dated January 5, 2022 among our Company, CDSL and the Registrar to the Offer.

21. Due diligence certificate to SEBI from the BRLMs, dated February 4, 2022.

22. SEBI final observation letter number [●] dated [●].

## DECLARATION

I hereby declare and certify that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the GoI or the guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines notified thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

**Abhinav Singh**
***Chairman and Managing Director***

**Date: February 4, 2022**

**Place: Noida**

## DECLARATION

I hereby declare and certify that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the GoI or the guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines notified thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

**Gaurav Abrol**
***Chief Executive Officer and Executive Director***

**Date: February 4, 2022**

**Place: Noida**

## DECLARATION

I hereby declare and certify that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the GoI or the guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines notified thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

______________________

**Pranjal Kumar**
***Chief of Corporate Affairs and Executive Director***

**Date: February 4, 2022**

**Place: Noida**

## DECLARATION

I hereby declare and certify that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the GoI or the guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines notified thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

_________________________

**Ajay Shankar**
***Non-Executive Independent Director***

**Date: February 4, 2022**

**Place: Noida**

## DECLARATION

I hereby declare and certify that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the GoI or the guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines notified thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

______________________________

**Deepak Singhal**
***Non-Executive Independent Director***

**Date: February 4, 2022**

**Place: Mumbai**

## DECLARATION

I hereby declare and certify that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the GoI or the guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines notified thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

________________________

**Swasti Aggarwal**
***Non-Executive Independent Director***

**Date: February 4, 2022**

**Place: Noida**

## DECLARATION

I hereby declare and certify that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the GoI or the guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines notified thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY**

______________________________

**Jaspreet Singh Arora**
***Chief Financial Officer***

**Date: February 4, 2022**

**Place: Noida**

## DECLARATION BY BOOMERANG TECHNOLOGY LLP

Boomerang Technology LLP, hereby confirms that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself as a Selling Shareholder and the Equity Shares offered by it through the Offer for Sale, are true and correct. Boomerang Technology LLP assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

**FOR AND ON BEHALF OF BOOMERANG TECHNOLOGY LLP**

___________________________________

**(Authorised Signatory)**

**Name: Pranjal Kumar**

**Designation: Designated Partner**

**Date: February 4, 2022**

**Place: Noida**

**DECLARATION BY TSSR TECHNOLOGY LLP**

TSSR Technology LLP, hereby confirms that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself as a Selling Shareholder and the Equity Shares offered by it through the Offer for Sale, are true and correct. TSSR Technology LLP assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

**FOR AND ON BEHALF OF TSSR TECHNOLOGY LLP**

________________________________

**Name: Pranjal Kumar**

**Designation: (Authorised Signatory)**

**Date: February 4, 2022**

**Place: Noida**

**DECLARATION BY ABHINAV SINGH**

I, Abhinav Singh, hereby confirm that all statements and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to myself as a Selling Shareholder and the Equity Shares offered by me through the Offer for Sale, are true and correct. I assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

______________________________

**Name: Abhinav Singh**

**Date: February 4, 2022**

**Place: Noida**

## DECLARATION BY ARUNABH SINGH

I, Arunabh Singh, hereby confirm that all statements and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to myself as a Selling Shareholder and the Equity Shares offered by me through the Offer for Sale, are true and correct. I assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

__________________________________

**Name: Arunabh Singh**

**Date: February 4, 2022**

**Place: Noida**

## DECLARATION BY GAURAV ABROL

I, Gaurav Abrol, hereby confirm that all statements and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to myself as a Selling Shareholder and the Equity Shares offered by me through the Offer for Sale, are true and correct. I assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

__________________________________

**Name: Gaurav Abrol**

**Date: February 4, 2022**

**Place: Noida**

**DECLARATION BY PRANJAL KUMAR**

I, Pranjal Kumar, hereby confirm that all statements and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to myself as a Selling Shareholder and the Equity Shares offered by me through the Offer for Sale, are true and correct. I assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

__________________________________

**Name: Pranjal Kumar**

**Date: February 4, 2022**

**Place: Noida**