(Please scan this QR Code to view the Red Herring Prospectus)

**Red Herring Prospectus**
*Dated : September 22, 2026*
*(Please read Section 26 and 32 of the Companies Act, 2013)*
*(This Red Herring Prospectus will be updated upon filing with the RoC)*
***100% Book Built Offer***

# EVENTIONS LIMITED

**(Formerly known as "Eventions Private Limited")**
**CIN: U92190HR2020PLC091592**

| REGISTERED OFFICE AND CORPORATE OFFICE | CONTACT PERSON | TELEPHONE AND EMAIL | WEBSITE |
|---|---|---|---|
| Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003<br>- | **Ms. Misha Dhawan**<br>Company Secretary & Compliance Officer | Tel: - 9871822880<br>Email: - compliance@eventions.in | www.eventions.in |

**PROMOTERS OF OUR COMPANY: MR. CRISTOO ARORA, MR. RAVI RAJAK AND MRS. KIRAT AHLUWALIA**

**DETAILS OF THE ISSUE**

| TYPE | FRESH ISSUE SIZE | OFFER FOR SALE SIZE | TOTAL ISSUE SIZE | ELIGIBILITY |
|---|---|---|---|---|
| Fresh Issue | Upto 32,30,400* Equity Shares of face value of INR 10 each aggregating upto INR [●] Lakhs | Nil | Upto 32,30,400* Equity Shares of face value of INR 10 each aggregating upto INR [●] Lakhs | The Issue is being made in terms of Regulation 229(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For further details, see "Other Regulatory and Statutory Disclosures – Eligibility for the Issue" on page 282 For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Investors and Individual Investors, see "Issue Structure" on page 305 |

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of each Equity Share is INR 10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated under "Basis for Issue Price" beginning on page 103 of this Red Herring Prospectus, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 23 of this Red Herring Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Emerge Platform of NSE in terms of Chapter IX of the SEBI ICDR Regulations, 2018. Our Company has received an approval letter dated June 02, 2026, from NSE for using its name in the Red Herring Prospectus for listing of our shares on the Emerge Platform of NSE. For the purpose of this Issue, NSE shall be the Designated Stock Exchange.

**BOOK RUNNING LEAD MANAGER**

| NAME AND LOGO | CONTACT PERSON | EMAIL & TELEPHONE |
|---|---|---|
| Corporate Professionals<br>**Corporate Professionals Capital Private Limited** | **Mr. Manoj Kumar / Ms. Ruchika Sharma** | Tel: 011-40622248<br>Email: mb@indiacp.com |

**REGISTRAR TO THE ISSUE**

| NAME AND LOGO | CONTACT PERSON | EMAIL & TELEPHONE |
|---|---|---|
| MudraRTA<br>**Mudra RTA Ventures Private Limited** | **Mr. Akshay Tanwar** | Tel: +91- 9958808069<br>Email: ipo@mudrarta.com |

**BID/ ISSUE PERIOD**

| Anchor Portion Issue Opens/Closes on(1) | Bid/ Issue Opens on | Bid/ Issue Closes on(2)(3) |
|---|---|---|
| **Tuesday, September 29, 2026** | **Wednesday, September 30, 2026** | **Monday, October 05, 2026** |

**Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment.*
*(1) Our Company in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be One Working Day prior to the Bid/Issue Opening Date.*
*(2) Our Company in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations.*
*(3) The UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.*

(Please scan this QR Code to view the Red Herring Prospectus)

**Red Herring Prospectus**
*Dated : September 22, 2026*
*(Please read Section 26 and 32 of the Companies Act, 2013)*
*(This Red Herring Prospectus will be updated upon filing with the RoC)*
***100% Book Built Issue***

# EVENTIONS LIMITED

*Our Company was incorporated on December 15, 2020, under the name of 'Eventions Private Limited', as a private limited Company under the provisions of the Companies Act, 2013, pursuant to a Certificate of Incorporation issued by Registrar of Companies, Central Registration Centre. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extra-ordinary General Meeting held on February 17, 2026 and the name of our Company was changed from "Eventions Private Limited" to "Eventions Limited" vide fresh certificate of incorporation dated February 26, 2026 issued by the Registrar of Companies, Central Processing Centre. The Corporate identification number of our Company is U92190HR2020PLC091592. For details of the change in name and registered office of our Company, please refer to the chapter titled "History and Certain Other Corporate Matters" beginning on page no. 158 of this Red Herring Prospectus.*

**Corporate Identification Number:** U92190HR2020PLC091592
**Registered and Corporate Office**: Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003
**Website:** www.eventions.in, **E-mail:** compliance@eventions.in; **Tel**: 9871822880
**Company Secretary and Compliance Officer**: Ms. Misha Dhawan

**OUR PROMOTERS: MR. CRISTOO ARORA, MR. RAVI RAJAK AND MRS. KIRAT AHLUWALIA**

**INITIAL PUBLIC ISSUE OF UP TO 32,30,400* EQUITY SHARES OF FACE VALUE OF INR 10 EACH ("EQUITY SHARES") OF EVENTIONS LIMITED ("OUR COMPANY" OR "THE COMPANY") FOR CASH AT A PRICE OF INR [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF INR [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UPTO INR [●] LAKHS ("THE ISSUE"). THE ISSUE INCLUDES 1,62,000 * EQUITY SHARES OF FACE VALUE OF INR 10 EACH FOR CASH AT AN ISSUE PRICE OF INR [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF INR [●]/- PER EQUITY SHARE AGGREGATING TO INR [●] WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 30,68,400* EQUITY SHARES OF FACE VALUE OF INR 10 EACH AT AN ISSUE PRICE OF INR [●] PER EQUITY SHARE AGGREGATING UPTO INR [●] IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.51% AND 25.18 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ENGLISH EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND HINDI EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI BEING THE REGIONAL LANGUAGE OF HARYANA, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO NSE FOR THE PURPOSES OF UPLOADING ON ITS WEBSITE IN ACCORDANCE WITH SEBI ICDR REGULATIONS.**

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

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company in consultation with the Book Running Lead Manager may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"), of which 40% shall be reserved as follows: 33.33% of the Anchor Investor Portion shall be available for allocation to domestic Mutual Funds, and 6.67% of Anchor Investor Portion shall be available for allocation for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension 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 ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one third of such portion is reserved for applicants with application size of more than 2 lots and up to such lots equivalent to not more than INR 10,00,000; and (b) two-third of such portion is reserved for applicants with application size of more than INR 10,00,000 provided that the unsubscribed portion in either of such sub-categories will be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 310 of this Red Herring Prospectus.

**ELIGIBLE INVESTORS**

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 310 of this Red Herring Prospectus.

**RISKS IN RELATION TO FIRST ISSUE**

This being the first public issue of the Equity Shares of our Company, there has been no formal market for our Equity Shares. The face value of each Equity Share is INR 10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the BRLM, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated under "Basis for Issue Price" beginning on page 103 of this Red Herring Prospectus, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 23 of this Red Herring Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Emerge Platform of NSE in terms of Chapter IX of the SEBI ICDR Regulations, 2018. Our Company has received 'in-principle' approval letter dated June 02, 2026 from NSE for using its name in the Red Herring Prospectus for listing of our shares on the Emerge Platform of NSE. For the purpose of this Issue, NSE shall be the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents that will be available for inspection from the date of the Red Herring Prospectus until the Bid/Issue Closing Date, please refer the section titled "Material Contracts and Documents for Inspection" on page 384 of this Red Herring Prospectus.

| BOOK RUNNING LEAD MANAGER | REGISTRAR TO THE ISSUE |
|---|---|
| **Corporate Professionals Capital Private Limited**<br>D-28, South Extension Part-1, New Delhi-110049, India<br>Tel: 011-40622248;<br>Email: eventions.ipo@indiacp.com, Investor grievance Email: mb@indiacp.com<br>Website: www.corporateprofessionals.com<br>Contact person: Mr. Manoj Kumar / Ms. Ruchika Sharma,<br>SEBI Registration No.: INM000011435<br>CIN: U74899DL2000PTC104508 | **Mudra RTA Ventures Private Limited**<br>CIN: U70200DL2022PTC401399<br>SEBI Registration No.: INR000004413<br>Address: B-117, 3rd Floor, DDA Sheds, Okhla Industrial Area Phase-1, New Delhi -110020<br>Tel: +91- 9958808069<br>Email: ipo@mudrarta.com<br>Investor Grievance Email: investor@mudrarta.com<br>Website: www.mudrarta.com<br>Contact person: Mr. Akshay Tanwar |

**BID/ ISSUE PERIOD**

| Anchor portion Opens/Closes on(1) | Bid/Issue Opens on | Bid/Issue Closes on(2)(3) |
|---|---|---|
| **Tuesday, September 29, 2026** | **Wednesday, September 30, 2026** | **Monday, October 05, 2026** |

*(1) Our Company in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.*
*(2) Our Company in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations.*
*(3) The UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.*

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## INDEX

# SECTION – I GENERAL
## DEFINITIONS AND ABBREVIATIONS

*This 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, clarification, direction or policies shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarifications, modifications, replacements or reenactments thereto, as amended, from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this 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 "Main Provisions of the Articles of Association", "Statement of Special Tax Benefits", "Industry Overview", "Key Industry Regulations and Policies", "Financial Statements", "Outstanding Litigation and Other Material Developments", will have the meaning ascribed to such terms in these respective sections.*

### General Terms

| Terms | Description |
|---|---|
| "our Company" or "the Company" | Eventions Limited, a public limited company incorporated under the Companies Act, 2013 and having its Registered Office at Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003 |
| "we", "us" or "our" | Unless the context otherwise indicates or implies, refers to our Company. |
| "you", "your" or "yours" | Prospective investors in this Issue |

### Company-related and Conventional terms

| Terms | Description |
|---|---|
| AOA/ Articles/ Articles of Association | Articles of Association of our Company, as amended, from time to time. |
| Audit Committee | The Committee of the Board of Directors constituted as the Company's Audit Committee by Section 177 of the Companies Act, 2013 as described in the chapter titled "Our Management" beginning on page 170 of this Red Herring Prospectus |
| Auditor of our Company/ Peer Reviewed Auditor/ Statutory Auditor | The Statutory Auditors of our Company M/s Sanjeev Sharma & Associates, Chartered Accountants having peer review certificate no. 022581 as mentioned in the section titled "General Information" beginning on page no. 59 of this Red Herring Prospectus |
| Board of Directors/ the Board/ our Board | The Board of Directors of our Company. |
| Chief Executive Officer / CEO | The Chief Executive Officer of our Company, being Mr. Ravi Rajak |
| Chief Financial Officer/ CFO | The Chief Financial Officer of our Company, being Mr. Cristoo Arora |
| Companies Act/ Act | The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable |
| Company Secretary and Compliance Officer | The Company Secretary & Compliance Officer of our Company being Ms. Misha Dhawan |
| Committee (s) | Duly constituted committee(s) of our Board of Directors |
| Depositories | National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). |
| Depositories Act | The Depositories Act, 1996, as amended from time to time |
| Director(s) / our Directors | The Director(s) of our Company, unless otherwise specified |
| DP/ Depository Participant | A depository participant as defined under the Depositories Act |
| DP ID | Depository's Participant's Identity Number |

| | |
|---|---|
| Equity Shareholders/ Shareholders | Persons/ Entities holding Equity Shares of our Company |
| Equity Shares | Equity Shares of the Company of face value of INR 10 unless otherwise specified in the context thereof. |
| Executive Directors | Executive Directors means the Whole-time Directors of our Company. |
| Fugitive economic offender | Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018. |
| Group Companies | Group company identified, if any, in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations and the Materiality Policy. |
| Independent Director | An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see "Our Management" on page 170 of this Red Herring Prospectus. |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| IPO Committee | The IPO committee of our Board, constituted to facilitate the process of the Issue, and as described in "Our Management" on page 170 of this Red Herring Prospectus. |
| ISIN | International Securities Identification Number. The company's ISIN is INE20M201019 |
| Key Management Personnel/ KMP | Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations and the Companies Act, 2013. For details, see section titled "Our Management" on page 170 of this Red Herring Prospectus |
| LLP | Limited Liability Partnership |
| MOA/ Memorandum/ Memorandum of Association | Memorandum of Association of Eventions Limited as amended from time to time. |
| Materiality Policy | The policy adopted by the Board in its meeting dated September 22, 2026 for identification of (a) material outstanding litigation; (b) Group Companies; and (c) outstanding dues to material creditors by our Company, in accordance with the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time. |
| Non-Executive Directors | Non-executive directors on our Board. For details, see section titled "Our Management" on page 170 of this Red Herring Prospectus. |
| Nomination and Remuneration Committee | The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled "Our Management" beginning on page 170 of this Red Herring Prospectus. |
| NRIs / Non-Resident Indians | A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs. |
| Promoter(s) | Shall mean promoter of our Company i.e. Mr. Cristoo Arora, Mr. Ravi Rajak and Mrs. Kirat Ahluwalia. For further details, please refer to the section titled "Our Promoter & Promoter Group" beginning on page 164 of this Red Herring Prospectus. |
| Promoter Group | The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section "Our Promoter and Promoter Group" beginning on page 164 of this Red Herring Prospectus. |
| Proforma Financial Statements | The proforma financial information of our Company and our Subsidiaries, comprising the proforma consolidated balance sheet as at March 31, 2026 and the proforma statement of profit and loss for the financial year ended March 31, 2026 read with the notes to the proforma consolidated financial information, prepared to illustrate the impact of the significant business acquisition of our subsidiary i.e., Gantu Online Private Limited, which has been prepared as if the acquisition of Gantu Online Private Limited had taken place on April 1, 2025 and included in "Proforma Financial Information" on page 223 of this Red Herring Prospectus. |
| Registered Office | The Registered Office of our Company situated at Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003. |
| Reserve Bank of India/ RBI | The Reserve Bank of India is constituted under the RBI Act. |
| Restated Financial Statements | The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for the year ended as at March 31, 2026, March 31, 2025 and March 31, 2024 and the restated statements of profit and loss and the |

| | |
|---|---|
| | restated cash flows for the year ended as at March 31, 2026, March 31, 2025 and March 31, 2024 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto. |
| RoC/ Registrar of Companies | Unless specified otherwise refers to Registrar of Companies, Haryana |
| SEBI Act/ SEBI | Securities and Exchange Board of India Act, 1992, as amended from time to time. |
| SEBI (ICDR) Regulations /ICDR Regulation/ Regulation | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI (Venture Capital) Regulations | Securities Exchange Board of India (Venture Capital) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations. |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time |
| SEBI ICDR Master Circular | SEBI master circular no. SEBI/HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 09, 2026 |
| SEBI PIT Regulations/ Insider Trading Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions, notifications and clarifications issued by SEBI from time to time. |
| SEBI (PFUTP) Regulations / PFUTP Regulations | Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003 |
| SEBI RTA Master Circular | SEBI master circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 |
| SEBI SBEB Regulations | Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 |
| SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR) | The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Takeover Regulations or SEBI (SAST) Regulations/ SEBI Takeover Regulations/ Takeover Regulations/ Takeover Code | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time. |
| Stakeholders' Relationship Committee | Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled "Our Management" beginning on page 170 of this Red Herring Prospectus. |
| Stock Exchange | Unless the context requires otherwise, refers to NSE Emerge |
| Shareholders | Shareholders of our Company from time to time. |
| Our Subsidiary Company/ Subsidiary | Gantu Online Private Limited |
| Subscriber to MOA | Initial Subscribers to MOA being Mr. Cristoo Arora and Mr. Ravi Rajak |

**Issue Related Terms**

| Terms | Description |
|---|---|
| Abridged Prospectus | Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf |
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to a bidder as proof of registration of the Application. |

| | |
|---|---|
| Allotment/ Allot/ Allotted | Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful bidders. |
| Allotment Advice | A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange. |
| Allottee (s) | A successful bidders to whom the Equity Shares are allotted. |
| Anchor Investor(s) | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI (ICDR) Regulations and the Red Herring Prospectus and who has Bid for an amount of at least INR 200 lakhs |
| Anchor Investor Allocation Price | The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers during the Anchor Investor Bid/ Issue Period. |
| Anchor Investor Application Form | The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus. |
| Anchor Investor Bid/ Issue Period | One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed |
| Anchor Investor Issue Price | The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Managers |
| Anchor Investor Portion | Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. W.e.f. December 1, 2025, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, of the Anchor Investor Portion, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds. |
| Application Supported by Block Amount (ASBA) | An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism. |
| ASBA Account | A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Individual Investor Bidding through the UPI Mechanism. |
| ASBA Bidder | Any prospective investor(s) / Bidder (s) in this Issue who apply(ies) through the ASBA process except Anchor Investor. |
| ASBA Form/ Bid cum Application | An application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus or the Prospectus. |
| Banker to the Issue Agreement | Agreement dated September 21, 2026 entered into amongst the Company, Book Running Lead Manager, the Registrar, and the Banker to the Issue. |
| Bankers to the Issue/ Public Issue Bank/ Sponsor Bank | Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being Kotak Mahindra Bank Limited. |
| Basis of Allotment | The basis on which the Equity Shares will be Allotted to successful bidders under the issue and is described in the chapter titled "Issue Procedure" beginning on page 310 of this Red Herring Prospectus. |
| Bid | An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the |

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| | Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly. |
| Bid Amount | The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Individual Bidder and mentioned in the Bid cum Application Form and payable by the Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue |
| Bid Lot | [●] equity shares and in multiples of [●] equity shares thereafter. |
| Bid/ Issue Closing Date | Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be advertised in all editions of Business Standard, an English language national daily newspaper with wide circulation and in all editions of Business Standard a Hindi language national daily newspaper (Hindi also being the regional language of Haryana, where our Registered Office is located). Our Company in consultation with the BRLM, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date, in accordance with the SEBI ICDR Regulations. In case of any revision, the revised Bid/ Issue Closing Date will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the website of the BRLM and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), and shall also be notified in an advertisement in the same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations. |
| Bid/ Issue Opening Date | Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be advertised in all editions of Business Standard, an English language national daily newspaper with wide circulation and in all editions of Business Standard a Hindi language national daily newspaper (Hindi also being the regional language of Haryana, where our Registered Office is located). |
| Bid/ Issue Period | Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders. |
| Bidder/ Applicant | Any prospective investor who makes a bid pursuant to the terms of the Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor. |
| Bidding | The process of making a Bid. |
| Bidding/ Collection Centres | Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centres for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs. |
| Book Building Process/ Book Building Method | Book building process, as provided in Part A of Schedule XIII of the SEBI (ICDR) Regulations, in terms of which the Issue is being made. |
| Broker Centres | Broker Centres notified by the Stock Exchanges, where the investors can submit the Bid cum Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange. |
| Business Day | Monday to Friday (except public holidays). |
| CAN or Confirmation of Allocation Note | The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange. |
| Cap Price | The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted. |
| Client Id | Client Identification Number maintained with one of the Depositories in relation to Demat account |

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| Collecting Depository Participants or CDPs | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI. |
| Collecting Registrar and Share Transfer Agent | 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 SEBI. |
| Controlling Branches of the SCSBs | Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange. |
| Cut Off Price | The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price. |
| Demographic Details | The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, Occupation and Bank Account details. |
| Depositor/ Depositories | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |
| Designated CDP Locations | Such locations of the CDPs where Applicant can submit the Bid-cum-Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com |
| Designated Date | The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account(s) or the Refund Account(s), as applicable, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer. |
| Designated Intermediaries/ Collecting Agent | An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity). |
| Designated RTA Locations | Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e., www.nseindia.com |
| Designated Stock Exchange | NSE Emerge |
| DP ID | Depository's Participant's Identity Number |
| DP/ Depository Participant | A depository participant as defined under the Depositories Act, 1996 |
| Draft Red Herring Prospectus | Draft Red Herring Prospectus dated March 31, 2026 issued in accordance with Sections 26 & 32 of the Companies Act, 2013 |
| Electronic Transfer of Funds | Refunds through NACH, NEFT, Direct Credit or RTGS as applicable. |
| Eligible NRI | A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares. |
| Eligible QFIs | QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depositary participants. |
| Escrow Account(s) | The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid. |
| FII/ Foreign Institutional Investors | Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India. |

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| First Bidder/ Applicant/ Bidders | Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names |
| Floor Price | The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted |
| Foreign Venture Capital Investors | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000. |
| Fraudulent Borrower | Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI (ICDR) Regulations |
| FPI/ Foreign Portfolio Investor | A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended. |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| General Corporate Purposes | Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the Issue Document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the Issue Document. |
| General Information Document (GID) | The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers. |
| Individual Investors /(II)/ Individual Bidders | Individual Applicants, who have applied for the Equity Shares for a minimum application size of two lots wherein amount exceeds more than INR 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs). |
| Individual Investor Portion | Portion of the Issue being not less than 35% of the Net Issue consisting of [●] Equity Shares which shall be available for allocation to Individual Bidders (subject to valid Bids being received at or above the Issue Price), which shall not be less than the minimum Bid Lot subject to availability in the Individual Investor Portion, and the remaining Equity Shares to be Allotted on a proportionate basis. |
| Issue Agreement | The Issue Agreement dated March 28, 2026, between our Company and Book Running Lead Manager, Corporate Professionals Capital Private Limited. |
| Issue Price | The Price at which the Equity Shares are being issued by our Company under this Red Herring Prospectus being INR [●] per Equity share. |
| Issue Proceeds | Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled "Objects of the Issue" beginning on page 87 of this Red Herring Prospectus |
| Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO | The Initial Public Issue of upto 32,30,400*/- Equity shares of INR 10 each at issue price of INR [●]/- per Equity share, including a premium of INR [●]/- per equity share aggregating to INR [●] lakhs<br>*(*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment)* |
| Listing Agreement | The Equity Listing Agreement to be signed between our Company and the Stock Exchange |
| Lot Size | Lot Size for the Issue being [●] |
| Mandate Request | Mandate Request means a request initiated on the II by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment. |
| Market Maker | The Market Maker to the Issue, in this case being, Aftertrade Broking Private Limited. |
| Market Maker Reservation Portion | The reserved portion of 1,62,000* Equity Shares of INR 10 each at an Issue price of INR [●] each is aggregating to INR [●] Lakhs to be subscribed by Market Maker in this issue. |

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| | *(*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment)* |
| Market Making Agreement | The Market Making Agreement dated September 22, 2026 between our Company, Book Running Lead Manager and Market Maker, Aftertrade Broking Private Limited |
| 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 Issue Price. |
| Mutual Funds | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time. |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of 30,68,400 * equity Shares of INR 10 each at a price of INR [●] per Equity Share (the "Issue Price"), including a share premium of INR [●] per equity share aggregating to INR [●] Lakhs.<br>*(*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment)* |
| Net Proceeds | The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled "Objects of the Issue" beginning on page 87 of this Red Herring Prospectus. |
| Net QIB Portion | The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors |
| Non- Resident | A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs |
| Non-Institutional Bidders | All Bidders (other than QIBs or Individual Investors) who have Bid for Equity Shares for more than 2 bid lots (but not including NRIs other than Eligible NRIs)) |
| Non-Institutional Portion | The portion of the Issue being not less than 15% of the Issue, consisting of [●] Equity Shares, which shall be available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price. |
| Other Investor | These include individual applicants other than individual investors and includes corporate bodies or institutions irrespective of the number of specified securities applied for. |
| Overseas Corporate Body/ OCB | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. |
| Pay-in-Period | The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date. |
| Payment through electronic transfer of funds | Payment through NECS, NEFT or Direct Credit, as applicable |
| Person/ Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Price Band | Price Band of a minimum price (Floor Price) of INR [●] and the maximum price (Cap Price) of INR [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Issue Opening Date. |
| Pricing Date | The date on which our Company in consultation with the BRLM, will finalize the Issue Price. |
| Prospectus | The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information. |

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| Public Issue Account | The bank account opened with the Public Issue Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date. |
| Public Issue Account Bank | Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account(s) will be opened |
| QIB Category/ QIB Portion | 50% of the Net Issue, consisting of upto [●] Equity Shares aggregating to INR [●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors). |
| Qualified Institutional Buyers/ QIBs/ QIB Bidders | Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations. |
| Red Herring Prospectus / RHP | The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date |
| Refund Account | The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made. |
| Refund Bank/ Refund Banker | Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being Kotak Mahindra Bank Limited. |
| Refund through electronic transfer of funds | Refunds through NECS, direct credit, RTGS or NEFT, as applicable. |
| Registered Broker | The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids |
| Registrar Agreement | The agreement dated March 26, 2026, entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue. |
| Registrar and Share Transfer Agents or RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI. |
| Registrar/ Registrar to the Issue/ RTA/ RTI | Registrar to the Issue, in this case being Mudra RTA Ventures Private Limited. |
| Regulation S | Regulation S under the U.S. Securities Act of 1933, as amended from time to time. |
| Reservation Portion | The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018. |
| Reserved Category/ Categories | Categories of persons eligible for making application under reservation portion. |
| Revision Form | Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Individual Investors and Eligible Employees can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. |
| Securities Law | Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board. |
| SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI (Venture Capital) Regulations | Securities Exchange Board of India (Venture Capital) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations. |

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| SEBI Act/ SEBI | Securities and Exchange Board of India Act, 1992, as amended from time to time. |
| SEBI Insider Trading Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR) | The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Takeover Regulations or SEBI (SAST) Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time. |
| Self-Certified Syndicate Bank(s) / SCSB(s) | Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or at such other website as may be prescribed by SEBI from time to time. |
| SME Exchange | Emerge Platform of NSE |
| Specified Locations | Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time. |
| Specified Securities | Equity shares offered through this Red Herring Prospectus. |
| Sponsor Bank | Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Individual Investors into the UPI. |
| Sub Syndicate Member | A SEBI Registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue. |
| Syndicate | Includes the BRLM, Syndicate Members and Sub Syndicate Members. |
| Syndicate ASBA Bidding Locations | Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi |
| Syndicate Members/ Members of the Syndicate | Intermediaries registered with SEBI eligible to act as a syndicate member, in this case being Aftertrade Broking Private Limited. |
| Systemically Important Non Banking Financial Company | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations. |
| Transaction Registration Slip/ TRS | The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application. |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended |
| Underwriters | The BRLM (Underwriter I) and MNM Stock Broking Private Limited (Underwriter II) who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time. |
| Underwriting Agreement | The Agreement September 22, 2026 entered between the Underwriters, BRLM and our Company. |
| UPI | UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account |
| UPI Circulars | SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular |

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| | number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the notice issued by BSE having reference no. 20220722- 30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard |
| UPI ID | ID created on the UPI for single-window mobile payment system developed by the NPCI |
| UPI Mandate Request/ Mandate Request | A request (intimating the II by way of notification on the UPI application and by way of a SMS directing the II to such UPI application) to the II by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment. |
| UPI Mechanism | The mechanism that was used by an II to make a Bid in the Issue in accordance with the UPI Circulars on Streamlining of Public Issues |
| UPI PIN | Password to authenticate UPI transaction |
| Venture Capital Fund/ VCF | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India. |
| WACA | Weighted average cost of acquisition. |
| Wilful Defaulter(s) | Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI (ICDR) Regulations, 2018. |
| Working Day | In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI. |

**Technical and Industry Related Terms**

| Terms | Description |
|---|---|
| AI | Artificial Intelligence |
| CBD | Central Business District |
| CMPB | City MICE Promotion Bureau |
| CPI | Consumer Price Index |
| DPIIT | Department for Promotion of Industry and Internal Trade |
| EU | European Union |
| FDI | Foreign Direct Investment |
| FY | Financial Year |
| G20 | Group of Twenty |
| GDP | Gross Domestic Product |
| GST | Goods and Services Tax |
| ICCA | International Congress and Convention Association |
| IICC | India International Convention and Expo Centre |
| IMEX | International Meetings Exhibition |
| iMICE | Incredible MICE India |
| IPL | Indian Premier League |
| LNG | Liquefied Natural Gas |
| MICE | Meetings, Incentives, Conferences and Exhibitions |
| NCR | National Capital Region |
| NHAI | National Highways Authority of India |
| NOC | No Objection Certificate |
| OPEC+ | Organization of the Petroleum Exporting Countries Plus |
| PCO | Professional Conference Organizer |
| PEO | Professional Exhibition Organizer |

| | |
|---|---|
| PPP | Public Private Partnership |
| Q2 / Q3 / Q4 | Quarter 2 / Quarter 3 / Quarter 4 |
| SPV | Special Purpose Vehicle |
| SWOT | Strengths, Weaknesses, Opportunities, Threats |
| US | United States |
| UT | Union Territory |
| WEF | World Economic Forum |
| WEO | World Economic Outlook |
| YoY | Year on Year |

**Abbreviations**

| Abbreviation | Full Form |
|---|---|
| A/c | Account |
| ACS | Associate Company Secretary |
| ADT-1 | Information to the Registrar by company for appointment of auditor |
| ADT-3 | Notice of resignation by the auditor |
| AGM | Annual General Meeting |
| AIF | Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended. |
| Amt. | Amount |
| AOA | Articles of Association |
| AOC-4 | Form for filing financial statement and other documents with the Registrar |
| Approx | Approximately |
| AS / Accounting Standard | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| ASBA | Applications Supported by Blocked Amount |
| ASMT-10 | Notice for intimating discrepancies in the return after scrutiny |
| AY | Assessment Year |
| B2B | Business to Business |
| B2C | Business to Consumer |
| B. A | Bachelor of Arts |
| BBMP | Bruhat Bengaluru Mahanagara Palike |
| B. Com | Bachelor of Commerce |
| B. E | Bachelor of Engineering |
| BG/LC | Bank Guarantee / Letter of Credit |
| BIFR | Board for Industrial and Financial Reconstruction |
| BIS | Bureau of Indian Standards |
| Bn | Billion |
| BNS | Bharatiya Nyaya Sanhita, 2023 |
| BNSS | Bharatiya Nagarik Suraksha Sanhita, 2023 |
| BRLM | Book Running Lead Manager |
| BSA | Bharatiya Sakshya Adhiniyam, 2023 |
| B. Sc | Bachelor of Science |
| BSE | BSE Limited |
| B. Tech | Bachelor of Technology |
| CA | Chartered Accountant |
| CAGR | Compounded Annual Growth Rate |
| CAIIB | Certified Associate of the Indian Institute of Bankers |
| CAN | Confirmation of Allocation Note |
| CB | Controlling Branch |
| CC | Cash Credit |
| CDN | Content Delivery Network |
| CDSL | Central Depository Services (India) Limited |
| CEFR | Common European Framework of Reference for Languages |
| CENVAT | Central Value Added Tax |
| CFO | Chief Financial Officer |
| CGST | Central Goods and Services Tax |
| CHG-1 | Application for registration of creation, modification of charge (other than those related to debentures) including particulars of modification of charge by Asset |

| | |
|---|---|
| | Reconstruction Company in terms of Securitization and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 (SARFAESI) |
| CIN | Corporate Identification Number |
| CIT | Commissioner of Income Tax |
| Client ID | Client identification number of the Bidder's beneficiary account |
| CLPR Act | Child Labour (Prohibition and Regulation) Act, 1986 |
| CMD | Chairman and Managing Director |
| CMP | Current Market Price |
| Companies Act, 1956 | Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder. |
| Companies Act, 2013 | Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended. |
| COVID-19 | Coronavirus Disease 2019 |
| CPA | Consumer Protection Act, 2019 |
| C.P.C. | Code of Civil Procedure, 1908 |
| CrPC | Code of Criminal Procedure, 1973 |
| CS | Company Secretary |
| CS & CO | Company Secretary & Compliance Officer |
| CSIO | Central Scientific Instruments Organisation |
| CSR | Corporate Social Responsibility |
| CST | Central Sales Tax |
| CWA/ICWA | Cost and Works Accountant |
| CWIP | Capital Work in Progress |
| D/E | Debt-to-equity |
| DELF | Diplome d'Etudes en Langue Francaise |
| DGST | Delhi Goods and Services Tax |
| DIN | Director Identification Number |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India |
| DIR-12 | Particulars of appointment of directors and the key managerial personnel and the changes among them |
| DPT-3 | Return of Deposits |
| DRC-01 | Summary of Show Cause Notice |
| DRC-07 | Summary of the order |
| DSCR | Debt Service Coverage Ratio |
| DSE | Designated Stock Exchange |
| EBIT | Earnings Before Interest and Taxes |
| EBITDA | Earnings Before Interest, Taxes, Depreciation & Amortization |
| ECS | Electronic Clearing System |
| EGM /EOGM | Extraordinary General Meeting |
| EMI | Equated Monthly Installment |
| EPF | Employees' Provident Fund |
| EPFA | Employee's Provident Funds and Miscellaneous Provisions Act,1952 |
| EPS | Earnings Per Share |
| ESI | Employees' State Insurance |
| ESIC | Employee's State Insurance Corporation |
| ESOP | Employee Stock Option Plan |
| ETA | Electronic Transaction Aggregator |
| EXIM/ EXIM Policy | Export–Import Policy |
| FBT | Fringe Benefit Tax |
| FCFE | Free Cash Flow to Equity |
| FC-GPR | Foreign Currency - Gross Provisional Return (RBI Form) |
| FCNR Account | Foreign Currency Non-Resident (Bank) account established in accordance with the provisions of FEMA |
| FCS | Fellow of the Institute of Company Secretaries of India |
| FDI | Foreign Direct Investment |
| FEMA | Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under. |

| | |
|---|---|
| FEMA | Foreign Exchange Management Act, 1999, including the rules and regulations thereunder |
| FEMA Rules | Foreign Exchange Management (Non-debt Instruments) Rules, 2019 |
| FIIs | Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India. |
| Finance Act | Finance Act, 1994 |
| FIPB | Foreign Investment Promotion Board |
| FIR | First Information Report |
| FIs | Financial Institutions |
| FIT | Free Independent Traveller / Free Independent Travel |
| FMCG | Fast-Moving Consumer Goods |
| FPIs | Foreign Portfolio Investor" means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992 |
| Fraudulent Borrower | A fraudulent borrower as defined in Regulation 2(1) (lll) of the SEBI (ICDR) Regulations. |
| FTA | Foreign Trade Agreement |
| FTP | Foreign Trade Policy |
| Fugitive Economic Offende | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| FV | Face Value |
| FVCI | Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000. |
| FY / Fiscal/Financial Year | Period of twelve months ended March 31 of that particular year, unless otherwise stated |
| GDP | Gross Domestic Product |
| GFCF | Gross Fixed Capital Formation |
| GIR Number | General Index Registry Number |
| GNL-1 | Form for filing an application with Registrar of Companies |
| GoI/Government | Government of India |
| GST | Goods and Services Tax |
| GSTR-1 | Details of outward supplies of goods or services |
| GSTR-3B | Details of Outward Supplies and inward supplies liable to reverse charge |
| GVA | Gross Value Added |
| HGST | Haryana Goods and Services Tax |
| HNI | High Net Worth Individual |
| HSL | Hem Securities Limited |
| HUF | Hindu Undivided Family |
| IANA ID | Internet Assigned Numbers Authority |
| IBC | The Insolvency and Bankruptcy Code, 2016 |
| ICAI | The Institute of Chartered Accountants of India |
| ICPB | India Convention Promotion Bureau |
| ICSI | The Institute of Company Secretaries of India |
| ICWAI | The Institute of Cost Accountants of India |
| IFRS | International Financial Reporting Standards |
| IIP | Index of Industrial Production |
| IMF | International Monetary Fund |
| INC-20A | Declaration for commencement of business |
| Ind AS | Indian Accounting Standards as referred to in and notified by the Ind AS Rules |
| Ind AS Rules | The Companies (Indian Accounting Standard) Rules, 2015 |
| Indian GAAP | Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016 |
| INR / ₹/ Rupees | Indian Rupees, the legal currency of the Republic of India |
| IPO | Initial Public Offer |
| IPR | Intellectual Property Right |
| IR Code | Industrial Relations Code, 2020 |

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| IRDA | Insurance Regulatory and Development Authority |
| IRDAI | Insurance Regulatory and Development Authority of India |
| ISIN | International Securities Identification Number |
| ISO | International Organization for Standardization |
| IST | Indian Standard Time |
| IT Act | The Information Technology Act, 2000 |
| I.T. Act | Income Tax Act, 1961, as amended from time to time |
| IT Authorities | Income Tax Authorities |
| IT Rules | Income Tax Rules, 1962, as amended, except as stated otherwise |
| JV/ Joint Venture | A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities. |
| KMC Act | Kolkata Municipal Corporation Act, 1980; later also used for Karnataka Municipal Corporations Act, 1976 |
| KMP | Key Managerial Personnel |
| KPI | Key Performance Indicator(s) |
| LAP | Loan Against Property |
| LIN | Labour Identification Number |
| LLB | Bachelor of Law |
| LLP | Limited Liability Partnership |
| Ltd. | Limited |
| M. A | Master of Arts |
| MAPIN | Market Participants and Investors Database |
| MAT | Minimum Alternate Tax |
| M. B. A | Master of Business Administration |
| MCA | Ministry of Corporate Affairs, Government of India |
| M. Com | Master of Commerce |
| M. E | Master of Engineering |
| Merchant Banker | Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| MGT-14 | Filing of Resolutions and agreements to the Registrar |
| MGT-7A | Abridged Annual Return for OPCs and Small Companies |
| MICR | Magnetic Ink Character Recognition |
| Mn | Million |
| MoF | Ministry of Finance, Government of India |
| MoU | Memorandum of Understanding |
| MSME | Micro, Small and Medium Enterprises |
| MSMED Act | Micro, Small and Medium Enterprises Development Act, 2006 |
| MSTD | Maharashtra Goods and Services Tax Department |
| M. Tech | Masters of Technology |
| NA | Not Applicable |
| NACH | National Automated Clearing House |
| NAV | Net Asset Value |
| NCLT | National Company Law Tribunal |
| NCT | National Capital Territory |
| NDAs | Non-disclosure agreements |
| NDI Rules | Non-Debt Instruments Rules |
| NECS | National Electronic Clearing System |
| NEFT | National Electronic Funds Transfer |
| Networth | The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account |
| NI Act | Negotiable Instruments Act, 1881 |
| NOC | No Objection Certificate |
| NPV | Net Present Value |
| NRE Account | Non Resident External Account |
| NRIs | Non-Resident Indians |
| NRO Account | Non Resident Ordinary Account |
| NSDL | National Securities Depository Limited |
| NSE | National Stock Exchange of India Limited |

| | |
|---|---|
| OCB or Overseas Corporate Body | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue. |
| OPC | One Person Company |
| P.A | Per Annum |
| PAC | Persons Acting in Concert |
| PAN | Permanent Account Number |
| PAS-3 | Return of allotment |
| PAS-6 | Reconciliation of Share Capital Audit Report (Half-yearly) |
| PAT | Profit After Tax |
| PBO | Present Value of Defined Benefit Obligation |
| PBT | Profit Before Tax |
| PCS | Practicing Company Secretary |
| P/E Ratio | Price/Earnings Ratio |
| PF | Provident Fund |
| PFCE | Private Final Consumption Expenditure |
| PG | Post Graduate |
| PGDBA | Post Graduate Diploma in Business Administration |
| PLI | Postal Life Insurance |
| PLR | Prime Lending Rate |
| P.O. | Purchase Order |
| POA | Power of Attorney |
| PPE | Property, plant and equipment |
| PSU | Public Sector Undertaking(s) |
| Pvt. | Private |
| QA | Quality Assurance |
| Q.C. | Quality Control |
| QR | Quick Response |
| RBI | The Reserve Bank of India |
| R&D | Research & Development |
| Registration Act | Registration Act, 1908 |
| RFS | Restated Financial Statements |
| RoC | Registrar of Companies |
| ROCE | Return on Capital Employed |
| ROE | Return on Equity |
| ROI | Return on Investment |
| RONW | Return on Net Worth |
| Rs./ Rupees/ INR/ ₹ | Indian Rupees |
| RTGS | Real Time Gross Settlement |
| SAE | Standard on Assurance Engagements |
| SCRA | Securities Contracts (Regulation) Act, 1956, as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended from time to time |
| SCSB | Self-Certified syndicate Banks |
| SDK | Software Development Kit |
| Sec | Section |
| SM | Syndicate Member |
| SME | Small and Medium Enterprises |
| SOGA | Sale of Goods Act, 1930 |
| SPDI Rules | Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 |
| SPV | Special Purpose Vehicle |
| SQC | Standard on Quality Control |
| STT | Securities Transaction Tax |
| Sub-Account | Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals. |

| | |
|---|---|
| T+3 | Three days from T day / transaction day |
| T+6 | Six days from T day / transaction day |
| TAN | Tax Deduction Account Number |
| T day | Closure of Bidding period / transaction day |
| TDS | Tax Deducted at Source |
| TFT | Trade-for-Trade |
| TIN | Taxpayers Identification Number |
| TM Act | Trade Marks Act, 1999 |
| TPA | Transfer of Property Act, 1882 |
| Trade Marks Act | Trade Marks Act, 1999 |
| TRS | Transaction Registration Slip |
| UAE | United Arab Emirates |
| UAT | User Acceptance Testing |
| UDIN | Unique Document Identification Number |
| UIN | Unique identification number |
| U.N. | United Nations |
| USD/ US$/ $ | United States Dollar, the official currency of the Unites States of America |
| U.S. GAAP | Generally Accepted Accounting Principles in the United States of America |
| U.S. Securities Act | United States Securities Act of 1933 |
| US/United States | United States of America |
| VAR | Value-at-Risk |
| VAT | Value Added Tax |
| VCF/ Venture Capital Fund | Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India. |
| WDV | Written Down Value |
| w.e.f. | With effect from |
| Wilful Defaulter(s) | Company or person categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorized as such and as defined under Regulation 2(1)(lll) of the SEBI (ICDR) Regulations, 2018 |
| WTD | Whole Time Director |

*The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.*

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

## Certain Convention

All references in the Red Herring Prospectus to "India" are to the Republic of India. All references in the Red Herring Prospectus to the "U.S.", "USA" or "United States" are to the United States of America.

In this Red Herring Prospectus, the terms "we", "us", "our", the "Our Company", "the Company", and, unless the context otherwise indicates or implies, refers to Eventions Limited. In this Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word "Lac / Lakh" means "one hundred thousand", the word "million (mn)" means "Ten Lac / Lakh", the word "Crore" means "ten million" and the word "billion (bn)" means "one hundred crore". In this Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal, and all percentage figures have been rounded off to two decimal places. 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.

## Financial Data

Unless stated otherwise, throughout this Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Red Herring Prospectus is derived from our restated financial statements prepared for the financial years ended 31st March 2026, 2025 and 2024 in accordance with Indian GAAP, the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 included under Section titled ***"Financial Information"*** beginning on page 191 of this Red Herring Prospectus. Our financial year commences on April 1 of every year and ends on March 31st of every next year.

There are significant differences between Indian GAAP, the International Financial Reporting Standards ("IFRS") and the Generally Accepted Accounting Principles in the United States of America ("**U.S. GAAP**"). Accordingly, the degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in ***"Risk Factors"***, ***"Our Business"***, ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** and elsewhere in the Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Statutory Auditor, set out in section titled ***"Financial Information"*** beginning on page 191 of this Red Herring Prospectus.

As on the date of this Red Herring Prospectus, we have one Subsidiary Company for details refer chapter titled ***"History and Certain Other Corporate Matters"*** beginning on page of this Red Herring Prospectus. For additional definitions used in this Red Herring Prospectus, see the section ***"Definitions and Abbreviations"*** on page 2 of this Red Herring Prospectus. In the section titled ***"Main Provisions of the Articles of Association"***, on page 349 of the Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

## Currency of Financial Presentation

All references to "Rupees" or "INR" or "₹" or "₹" are to Indian Rupees, the official currency of the Republic of India and "USD" or "US$" are to United States Dollar, the official currency of the United States. Except where specified, including in the section titled ***"Industry Overview"*** throughout the Red Herring Prospectus all figures have been expressed in Lakhs.

Our Company has presented certain numerical information in this Red Herring Prospectus in "Lakhs" units. One Lakh represents 1,00,000. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal place.

## Exchange Rates

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

Unless otherwise particularly stated in the Red Herring prospectus, the following table set forth, for period indicated, information with respect to the exchange rate between the Rupee and other foreign currencies:

| Currency | Exchange Rate as on | | |
|---|---|---|---|
| | March 31, 2026* | March 31, 2025* | March 31, 2024* |
| 1 USD | 94.65 | 85.58 | 83.37 |

** In the event that any of the aforementioned date is a public holiday, the previous calendar day not being a public holiday has been considered.*

*Source: RBI / Financial Benchmark India Private Limited (www.fbil.org.in)*

*Note: Exchange rate is rounded off to two decimal points.*

## Industry And Market Data

Unless stated otherwise, industry and market data and forecast used throughout the Red Herring Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources. The data used in these sources may have been reclassified by us for the purposes of presentation. 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 chapter titled ***"Risk Factors"*** beginning from page no. 23.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled ***"Basis for Issue Price"*** on page 103 of the Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

## FORWARD LOOKING STATEMENTS

This Red Herring Prospectus includes certain "forward-looking statements". We have included statements in the Red Herring Prospectus which contain words or phrases such as "will", "aim", "is likely to result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions, that are "forward-looking statements". These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying 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. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic, business and market conditions in India and globally, particularly those affecting discretionary corporate spending on events;
2. Our ability to maintain and expand relationships with corporate clients and other key stakeholders;
3. Volatility in demand for event management and MICE services due to macroeconomic conditions or unforeseen disruptions;
4. Our ability to successfully conceptualize, execute and deliver large-scale events within timelines and budgeted costs;
5. Our dependence on third-party vendors, venues, logistics providers and service partners, and any disruption in such arrangements;
6. Intense competition from organized and unorganized players in the event management and MICE industry;
7. Our ability to attract, retain and train skilled personnel, creative professionals and key managerial personnel;
8. Any failure to adapt to evolving client preferences, technological advancements and industry trends;
9. Our ability to manage growth effectively, including scaling operations across geographies;
10. Changes in regulatory framework, permissions, licenses and approvals required for conducting events in various jurisdictions;
11. Political developments, geopolitical tensions, war-like situations, travel restrictions or public policy changes that may impact events, tourism and large gatherings;
12. Occurrence of pandemics, health crises, natural disasters or other force majeure events that may lead to cancellation or postponement of events;
13. Our ability to manage working capital requirements, including advances to vendors and collection cycles from clients;
14. Any adverse outcome of legal or regulatory proceedings involving our Company, Promoters, Directors or Group Companies;
15. Fluctuations in inflation, interest rates, foreign exchange rates and other financial market conditions;
16. Any downgrade in India's sovereign credit rating or adverse changes in the financial markets;
17. Our ability to successfully implement our business strategies, including expansion into new service lines or geographies;
18. Conflicts of interest with our Promoters or related parties;
19. Failure to obtain or renew necessary registrations, approvals, or licenses in a timely manner;
20. Environmental, social or reputational risks that may impact our brand and client relationships; and
21. Other factors described in the sections titled "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 23, 128 and 246 respectively, of this Red Herring Prospectus.

For further discussion of factors that could cause our actual results to differ, see the Section titled ***"Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on page 23, 128 and 246 respectively of the Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of our future performance. Neither our Company / nor our Directors nor the Book Running Lead Manager, nor any of its affiliates, have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Book Running Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange.

## SECTION II – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Potential investors should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition.*

*If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Financial Information", "Objects of the Issue", "Capital Structure", "Our Management" and "Our Promoters and Promoter Group" on 117, 103, 220, 176, 78, 63, 156 and 151 respectively as well as the other financial and statistical information contained in this Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved.*

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

*The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*This Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved.*

***Materiality***

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

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

### Internal Risks

**1. Our Company derives a significant portion of its revenues from a limited number of customers, a substantial proportion of which comprises repeat engagements, and any reduction, delay, or discontinuation of business from such customers could materially affect our revenues and profitability.**

A significant portion of our revenue is derived from a limited number of customers, many of whom engage us on a repeat basis for event management services, MICE programs, conferences, exhibitions and corporate activations. As of March 31, 2026, our top 1 customer contributed approximately 42.72 %, our top 3 customer contributed approximately 54.40%, our top 5 customers together contributed around 64.57%, and our top 10 customers accounted for about 84.59 % of our total revenue from operations. The following table provides details of our revenue concentration from top customers:

| Particulars | As on March 31, 2026 | As on March 31, 2025 | As on March 31, 2024 |
|---|---|---|---|
| Top 1 (in %) | 42.72 | 54.82 | 63.21 |
| Top 3 (in %) | 54.40 | 82.37 | 77.03 |
| Top 5 (in %) | 64.57 | 90.34 | 86.17 |
| Top 10 (in %) | 84.59 | 96.67 | 92.59 |

While our long-standing relationships with key customers have contributed significantly to our growth and business stability, such customer concentration, coupled with dependence on repeat engagements, exposes us to a considerable degree of dependency risk. Our engagements with customers are typically project-based and are not governed by long-term contractual commitments. Accordingly, our customers are not obligated to provide us with future business and may reduce, delay or discontinue their engagements with us at any time. Repeat business from customers depends on various factors including their marketing and event budgets, internal business priorities, satisfaction with our services, competitive pricing, and availability of alternative service providers. Any reduction in repeat engagements, loss of key customers, or inability to secure continued business from existing customers may lead to increased client acquisition costs, reduced revenue visibility, and volatility in our order flow. Additionally, any default or financial distress on the part of a major customer could adversely impact our working capital position and profitability. Our dependence on a limited number of customers may also restrict our pricing flexibility and bargaining power.

Further, our business performance is dependent on our ability to secure continued engagements from existing customers and renew business relationships with key clients. Any significant change in the number of customers renewed or discontinued during any financial period may adversely impact our revenue generation and operational performance.

There have been no instances during the last three financial years where the loss of one or more key customers has materially or adversely impacted our business operations. However, we cannot assure that such situations will not arise in the future. Any significant reduction in business from, or loss of, one or more of our key customers or repeat clients could materially and adversely affect our revenue, profitability, and overall business operations.

2. **Our PAT margins increased significantly in Fiscal 2025 and Fiscal 2026, and such increased profitability levels and dependence on a limited number of customers may not be sustainable in future periods.**

Our Profit After Tax ("PAT") increased from INR 328.65 lakhs in Fiscal 2024 to INR 512.59 lakhs in Fiscal 2025, representing an increase of 55.97%, while PAT Margin increased from 3.77% in Fiscal 2024 to 5.82% in Fiscal 2025. Further, our PAT increased to INR 772.01 lakhs, representing an increase of 50.61%, and our PAT Margin increased to 7.67% in Fiscal 2026. Similarly, our EBITDA Margin increased from 4.77% in Fiscal 2024 to 8.10% in Fiscal 2025 and further to 10.22% in Fiscal 2026.

Our business is characterised by a significant degree of customer concentration and we derive a substantial portion of our revenues from a limited number of customers. Our top 1 customer contributed 42.72%, 54.82% and 63.21% of our revenues for Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. Any loss of one or more of our major customers, reduction in repeat business, inability to renew engagements, reduction in scope of assignments, pricing pressures, delays in award of projects, or deterioration in relationships with such customers could materially affect our revenues, profitability, PAT margins and cash flows.

The increase in profitability during Fiscal 2025 and Fiscal 2026 was primarily attributable to favourable change in event mix, higher contribution from premium and international events, increased execution of higher ticket-size events and improved margin profile of engagements executed during the respective periods. During Fiscal 2026, the number of events having contract value of INR 50 lakhs and above increased from 31 events in Fiscal 2025 to 49 events in Fiscal 2026. Further, international events within such category increased from 16 events in

Fiscal 2025 to 23 events in Fiscal 2026, including a significant increase in long-haul international events from 9 events in Fiscal 2025 to 17 events in Fiscal 2026.

However, there can be no assurance that such favourable event mix, increased contribution from premium international events or improved margin profile will continue in future periods. Further, our recent profitability levels are partly dependent on continued business from a limited number of customers and continued execution of higher-value and premium assignments from such customers. There can be no assurance that such customers will continue to engage us at historical levels, provide similar volume of business, or maintain the same event profile and pricing dynamics in future periods.

Our profitability margins may fluctuate depending upon the nature, scale, location, pricing and mix of events executed during a particular period. Any reduction in high-margin assignments, adverse change in event mix, increase in execution costs, pricing pressures, competitive intensity or reduction in demand for premium events or loss of key customers / reduction in business from major customers may adversely affect our profitability and financial performance. Accordingly, there can be no assurance that the profitability margins achieved during Fiscal 2025 and Fiscal 2026 will be sustained in future periods.

3. **We intend to utilise a portion of the Net Proceeds towards investment in our subsidiary, Gantu Online Private Limited, which is at an early stage of operations with limited operating history and limited experience in the travel and FIT services business, and any underperformance of such subsidiary may adversely affect our business, financial condition and results of operations.**

Gantu Online Private Limited, which operates a travel booking platform and is engaged in providing FIT services including itinerary planning and travel booking, is at an early stage of operations, has limited operating history in the travel and FIT services business, and has generated limited revenues since commencement of operations. For the Financial Year ended March 31, 2025, Gantu Online Private Limited recorded revenue from operations of approximately INR 26.21 lakhs and for the financial year ended March 31, 2026, recorded revenue from operations of approximately INR 313.68 lakhs. Accordingly, there can be no assurance regarding the scalability, sustainability, profitability or future performance of the business of the subsidiary.

We intend to utilise a portion of the Net Proceeds towards investment in our subsidiary, Gantu Online Private Limited, and any underperformance of such subsidiary may adversely affect our business and financial results. We propose to utilise a portion of the Net Proceeds towards investment in the business of our subsidiary company, Gantu Online Private Limited, which operates a travel booking platform and is engaged in providing FIT services including itinerary planning and travel bookings. The proposed investment is intended to support the expansion of Gantu's business operations, including enhancement of its technology platform, marketing and customer acquisition initiatives, and strengthening of its operational capabilities in the travel services segment. Since the subsidiary is presently in a developing stage and operates in a highly competitive and rapidly evolving travel services industry, its business model and operational strategy remain subject to various risks and uncertainties, including customer acquisition challenges, technological disruptions, dependency on third-party service providers, changing consumer preferences, intense competition from established travel platforms, and inability to achieve anticipated growth or profitability. Further, the subsidiary has limited experience in scaling operations in the travel and FIT business segment.

While the Company has obtained indicative quotations for the proposed technology development and related services, as on the date of this Red Herring Prospectus, no binding orders or definitive agreements have been entered into in relation to such deployment of funds. Accordingly, the actual deployment of funds may be subject to changes in scope, timelines, vendor selection and commercial terms. Any delay in finalisation of vendors, execution of agreements, or implementation of the proposed technology initiatives, or any underperformance of Gantu's business, may adversely affect the expected benefits from such investment, and consequently impact our business, financial condition and results of operations.

Accordingly, we propose to utilise approximately INR 140.00 lakhs from the Net Proceeds towards investment in Gantu Online Private Limited. The investment in the subsidiary will be in the form of debt. The Company shall comply with the provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in relation to the utilisation and monitoring of the Net Proceeds. For further details in relation to this object, please see the section titled "Objects of the Issue" beginning on page 87 of this Red Herring Prospectus.

4. **Conflict of interest may arise as certain promoter group entities are engaged or may be engaged in a similar line of business as our Company.**

One of our promoter group entities, Eventions (a proprietorship concern owned by our Promoter, Mr. Cristoo Arora), is engaged in a line of business similar to that of our Company. Accordingly, there exists a potential for real or perceived conflict of interest between the business activities of our Company and such promoter group entity, particularly in relation to allocation of business opportunities, client relationships, and utilisation of resources.

While our Company has entered into a non-compete agreement dated March 30, 2026, with M/s Eventions for an indefinite term. The non-compete agreement shall become effective from June 01, 2026 or upon raising of invoices for the certain activities specified in agreement, whichever is later to restrict engagement in competing activities during the term of such arrangement, there can be no assurance that such measures will be adequate to fully eliminate the possibility of conflicts of interest. Further, any breach of the non-compete obligations or divergence in business interests may adversely affect our business operations, client relationships and financial performance. The key terms of the Non-Compete Agreement are as follows:

- M/s Eventions has agreed that from the Effective Date and thereafter, it shall not, directly or indirectly, engage in or undertake any business activities that are similar to or in competition with the business of the Company;
- M/s Eventions has further undertaken to divert all such business opportunities, which it is restricted from undertaking, to the Company; and
- In the event of any breach of the non-compete obligations, the Company shall be entitled to recover liquidated damages equivalent to three times the revenue generated from such competing business.

Our Promoters and Directors may also be involved in other business interests from time to time, which may give rise to situations involving conflict of interest. Although our Company has adopted corporate governance practices and internal controls to address such situations, we cannot assure that such measures will be effective in all circumstances. Any actual or perceived conflict of interest may adversely affect our business, results of operations and financial condition.

5. **Our revenue is significantly derived from our MICE services, and any adverse changes in demand for such services may impact our business, results of operations and financial condition.**

Our Company offers a range of services including Meetings, Incentives, Conferences and Exhibitions ("MICE"), corporate events, and Free Independent Traveller ("FIT") services. However, a substantial portion of our revenue in recent periods has been derived from the MICE segment. For the financial years ended March 31, 2026, 2025 and 2024, revenue from MICE services contributed approximately 91.29 %, 91.77% and 87.39% of our total revenue, respectively.

The revenue bifurcation of the company for last three financial years as per the restated financial Statement are as follows:

***(INR in Lakhs)***

| S. No | Particulars | March 31, 2026 | | Mar 31, 2025 | | Mar 31, 2024 | |
|---|---|---|---|---|---|---|---|
| | | Revenue earned (INR in lakhs) | % of total revenue | Revenue earned (INR in lakhs) | % of total revenue | Revenue earned (INR in lakhs) | % of total revenue |
| 1. | Mice | 9,104.93 | 91.29% | 8,032.59 | 91.77% | 7,565.50 | 87.39% |
| 2. | Events | 857.89 | 8.60% | 649.90 | 7.42% | 1,011.73 | 11.69% |
| 3. | FIT & Others | 11.14 | 0.11% | 70.48 | 0.81% | 79.52 | 0.92% |
| **Total** | | 9,973.96 | **100%** | **8,752.97** | **100%** | **8,656.75** | **100%** |

Accordingly, our business performance is significantly dependent on demand for MICE services, which in turn is influenced by factors such as corporate travel budgets, marketing and promotional expenditure, economic conditions, and client-specific requirements. Any reduction in demand for MICE services, or inability of the Company to effectively execute such assignments, may adversely affect our revenues and profitability.

While our Company continues to diversify its service offerings across events, brand activations and other engagement formats, there can be no assurance that such diversification will be sufficient to mitigate risks arising from concentration in the MICE segment in the future.

6. **We have significant working capital requirements for our smooth day to day operations of business and discontinuance or our inability to acquire adequate working capital timely and on favourable terms may have an adverse effect on our operations, profitability and growth prospects**

Our business is working capital intensive in nature. The table below sets forth our working capital for the Financial Years 2026, 2025 and 2024, as stated below:

| S. No. | Particulars | As at Financial 2026 | As at Financial 2025 | As at Financial 2024 |
|---|---|---|---|---|
| I | **Current Assets** | | | |
| 1 | **Financial assets** | | | |
| | (a) Trade receivables | 2,987.09 | 985.68 | 1255.29 |
| | (b) Short term loans & advances | 1,411.55 | 1133.64 | 1192.42 |
| | (c) Others current assets | 297.53 | 1.73 | 7.31 |
| | **Total current assets (A)** | **4,696.18** | **2,121.05** | **2,455.02** |
| II | **Current Liabilities** | | | |
| 1 | **Financial liabilities** | | | |
| | a) Trade payables | 357.51 | 213.61 | 442.71 |
| | b) Other current liabilities | 1,823.80 | 786.22 | 1616.03 |
| | c) Short term provisions | 115.41 | 28.15 | 4.15 |
| | **Total current liabilities (B)** | **2,296.72** | **1027.97** | **2062.88** |
| III | **Working capital requirements (A-B)** | **2399.46** | **1,093.07** | **392.13** |
| IV | **Funding Pattern** | | | |
| | Short-term borrowings | 803.14 | 282.01 | 92.66 |
| | Internal accruals | 1596.32 | 811.06 | 299.47 |
| | **Total Means of Finance** | **2,399.46** | **1,093.07** | **392.13** |

Our working capital requirements may further increase with the growth in our scale of operations, number of concurrent projects and expansion of our business.

Any delay in realisation of receivables, failure of clients to make timely payments, or inability to recover advances from vendors may result in liquidity constraints. Additionally, if we are unable to arrange additional working capital through internal accruals, bank facilities or other sources of funding on commercially acceptable terms, it may affect our ability to meet operational expenses, honour our obligations and pursue growth opportunities. Further, any significant increase in working capital requirements, deterioration in receivables cycle, or constraints in availability of funds may adversely affect our business operations, cash flows, financial condition and results of operations. For further details, please refer to the section titled "Objects of the Issue" beginning on page 87 of this Red Herring Prospectus.

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

Our Company has entered into various transactions with our Directors, Promoters, and Promoter Group members as detailed below

***(INR in Lakhs)***

| Particulars | Nature of Transaction | For the period ended March 31, 2026 | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|---|---|---|---|

| | | | | |
|---|---|---|---|---|
| Mr. Cristoo Arora | Directors Remuneration | 54.00 | 58.75 | 7.20 |
| Mr. Cristoo Arora | Loan Received | 87.00 | 459.55 | 520.03 |
| Mr. Cristoo Arora | Loan Repaid | 213.68 | 367.89 | 552.97 |
| Mr. Cristoo Arora | Imperest | 283.10 | | |
| Mr. Ravi Rajak | Directors Remuneration | 48.00 | 45.75 | 7.20 |
| Mr. Ravi Rajak | Loan Received | 12.80 | 56.00 | - |
| Mr. Ravi Rajak | Loan Repaid | 38.80 | 30.00 | - |
| Mr. Ravi Rajak | Imprest | 88.84 | - | - |
| Gantu Online Private Limited | Investment | 6.74 | | |
| Gantu Online Private Limited | Purchase/Services Received | 3.05 | | |
| Gantu Online Private Limited | Reimbursement of expenses | 94.93 | - | - |
| Mrs. Kirat | Capital Advance Repaid | 2.50 | | |
| Mrs. Kirat | Capital Advance | 0.00 | 2.50 | 2.50 |
| Mrs. Vincy Arora | Remuneration | 7.56 | 5.40 | 3.30 |
| Mrs. Misha Dhawan | Remuneration | 0.21 | - | - |

While our Company confirms that all such transactions have been conducted on arms-length basis and is in compliance with the Companies Act, 2013 and other applicable laws, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our company will enter into related party transactions also in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to "Note 26- Related Party Disclosures" under section titled "Financial Information" on page 191 of this Red Herring Prospectus.

8. **There have been some instances of delays in filing in the past with the Registrar of Companies (RoC) and further our Company has not complied with certain statutory provisions of the Companies Act, 2013 and rules framed thereunder. Such non-compliances/ lapses may attract penalties.**

In the past, there have been certain instances of delays in filing statutory forms which have been subsequently filed by payment of an additional fee. No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

The details of delayed filings are given as follows:

| Sr. No. | Form | Due Date | Filing Date | Delay Period |
|---|---|---|---|---|
| 1. | INC-20A | 13.06.2021 | 03.10.2022 | 477 days |
| 2. | ADT-1 | 14.12.2021 | 28.11.2022 | 349 days |
| 3. | MGT-7A | 29.01.2022 | 09.12.2022 | 314 days |
| 4. | AOC-4 | 29.12.2021 | 07.12.2022 | 343 days |
| 5. | MGT-7A | 29.11.2022 | 14.12.2022 | 15 days |
| 6. | AOC-4 | 29.10.2022 | 14.12.2022 | 46 days |
| 7. | ADT-3 | 29.09.2024 | 08.10.2024 | 9 days |
| 8. | ADT-1 | 14.10.2023 | 04.10.2024 | 355 days |
| 9. | AOC-4 | 29.10.2023 | 05.10.2024 | 342 days |
| 10. | MGT-7A | 29.11.2023 | 09.10.2024 | 315 days |
| 11. | AOC-4 | 29.10.2024 | 01.11.2024 | 3 days |
| 12. | CHG-1 | 11.04.2025 | 08.05.2025 | 27 days |
| 13. | DPT-3 | 30.06.2024 | 02.09.2025 | 429 days |
| 14. | DPT-3 | 30.06.2025 | 02.09.2025 | 64 days |
| 15. | MGT-14 | 28.10.2025 | 09.12.2025 | 42 days |
| 16. | PAS-3 | 28.10.2025 | 09.12.2025 | 42 days |
| 17. | PAS-3 | 28.10.2025 | 10.12.2025 | 43 days |
| 18. | PAS-6 | 29.11.2025 | 22.01.2026 | 55 days |
| 19. | DIR-12 | 29.09.2025 | 06.02.2026 | 130 days |

Further, the adjudication application has been filed with the ROC on March 31, 2026 vide GNL – 1 for the contravention of the provisions of Section 10A (1) of the Companies Act, 2013 since the commencement of business activities took place prior to such filing.

To mitigate the risk the Company, the Company has appointed the whole-time company secretary as compliance officer of the Company and has created a structured compliance calendar to ensure adherence to applicable laws, including the Companies Act. As the company grows, we cannot guarantee that deficiencies in our internal controls will not occur, or that we will be able to address or mitigate such issues in a timely or effective manner. There is a possibility that similar discrepancies or errors may arise in the future, which could lead to penalties under applicable laws. Such events could have an adverse impact on our business, reputation, and operational results.

**9. Our Promoter has previously been associated with a company which is under the process of striking off by the Registrar of Companies, which may attract regulatory scrutiny**

Our Promoter, Mr. Ravi Rajak, was previously associated as a director in Aadvik Traders Private Limited, from which he resigned with effect from April 22, 2023. As per the records available on the portal of the Ministry of Corporate Affairs, the said company is currently under the process of being struck off by the Registrar of Companies. The details of the same are as follow -

| S. No. | Name of Promoter(s) | Name of disassociating entity | Date of disassociation | Reason of disassociation |
|---|---|---|---|---|
| 1) | Ravi Rajak | Aadvik Traders Private Limited | April 22, 2023 | Resignation due to no major operations in the Company. |

Aadvik Traders Private Limited was incorporated for a limited purpose and had undertaken only minimal and short-term trading activities, primarily during the COVID-19 period. However, the entity did not carry on any sustained or material business operations and remained largely non-operational thereafter. Accordingly, considering the absence of any significant or continuing business activity and no intention to carry on operations going forward, Mr. Ravi Rajak tendered his resignation from the said entity.

Further, the strike-off process of Aadvik Traders Private Limited is voluntary in nature and, as on date, the status of the company on the records of the Registrar of Companies is reflected as "Under Process of Strike Off".

While our Promoter is no longer associated with such entity and the said company does not have any business or operational linkage with our Company, any adverse observations or regulatory actions, if any, in relation to such past association may attract scrutiny from regulatory authorities and could have an impact on the reputation of our Promoter and the Company.

**10. There have been certain qualifications and adverse observations in the past by our statutory auditors in relation to statutory compliances and accounting matters, which may attract regulatory scrutiny and could have an adverse impact on our financial condition and reputation.**

In the past, our statutory auditors have reported certain qualifications and adverse observations in their reports for the financial year ended March 31, 2024, primarily in relation to delays and non-compliances under applicable statutory laws and certain accounting matters.

These observations, inter alia, included (i) non-compliance with provisions relating to Employees' Provident Fund and Employees' State Insurance, (ii) cancellation of a Goods and Services Tax registration in the State of Kerala and non-provisioning of certain outstanding dues aggregating to INR 8.22 lakhs towards interest and other charges, and (iii) non-recognition of the financial impact of foreign exchange fluctuations on certain transactions in the financial statements.

| Period | Nature of Adverse Observation | Details of Adverse Observation | Company's Response to Adverse Observation | Impact on the Financial Statements and |
|---|---|---|---|---|

| | | | | Financial Position of the Company |
|---|---|---|---|---|
| Fiscal 2026 | NA | NA | NA | NA |
| Fiscal 2025 | NA | NA | NA | NA |
| Fiscal 2024 | Statutory Compliance Issues | ESI & Provident Fund Compliance: According to us, the company has yet to make compliances under the provisions of Employees Provident Fund and Employees State Insurance Act. The non – compliance of the same has impact on the financial statements of the company. | The company has initiated ESI & PF compliance and is in the process of making all necessary registrations and payments as on date of signing of restated financials | NA |
| | Statutory Compliance Issues | GST Compliance: The company having GST number in the Kerala state, on the basis of Suo motu the GST number was cancelled. There is an outstanding of Rs. 8.22 lacs towards Interest and other charges. The company has not provided for the provisions on the same. | The outstanding amount of Rs. 8.22 lacs towards GST interest and other charges has been duly accounted for in the books of the company and the necessary GST compliance has been completed | NA |
| | Forex | Forex: The company has foreign exchange transactions during the course of business. The financial impact of the foreign exchange fluctuations has not been recorded in the financial statements of the company. These transactions could impact the profit/loss of the company. | The foreign exchange transactions during the period have been duly accounted for in the financial statements of the company for FY 2023-24 and FY 2024-25. | NA |

Such qualifications indicate weaknesses in our internal controls, compliance systems and financial reporting processes during the relevant period. Any similar lapses in the future may expose us to regulatory actions, penalties, financial liabilities and reputational risks, which may adversely affect our business, financial condition and results of operations.

The Company has since taken corrective steps to address these observations, including completion of statutory registrations and compliances, accounting for previously unprovided liabilities, and recognition of foreign exchange fluctuations in the financial statements for subsequent periods. However, we cannot assure that such instances will not recur in the future or that our remedial measures will be sufficient to prevent all potential non-compliances.

11. **A portion of our revenue is recognised prior to invoicing in accordance with applicable accounting standards and is reflected as unbilled revenue in our financial statements. Any delay in billing or collection of such amounts may adversely affect our cash flows and financial condition.**

In the ordinary course of our business, certain event management and MICE assignments involve multiple stages such as conceptualisation, planning, vendor coordination, logistics arrangements and on-ground execution. Revenue from such assignments is recognised in accordance with Accounting Standard (AS) 9 – Revenue Recognition, based on the proportion of services completed or stage of completion of the assignment. As a result, revenue may be recognised prior to the issuance of invoices to clients, and such amounts are reflected as unbilled revenue in our financial statements.

| Particulars | FY 2026 | FY 2025 | FY 2024 |
|---|---|---|---|
| Total Revenue from Operations | 9,973.96 | 8,752.97 | 8,656.75 |
| Revenue Recognised but Not Yet Billed (Unbilled Revenue) | 2,050.25 | 793.69 | 461.76 |
| Unbilled Revenue as % of Revenue | 20.55% | 9.07% | 5.33% |

Unbilled revenue represents amounts that are contractually recoverable from clients but have not yet been invoiced as at the relevant reporting date due to contractual billing milestones, client confirmations, completion certifications or administrative procedures. There can be no assurance that all such unbilled revenue will be billed or realised within the expected timelines. In the ordinary course of business, these amounts are typically billed within 30-120 days after completion of the event, subject to client confirmations and administrative processing. The timing of billing may vary depending on the scale of the assignment and contractual terms agreed with the client. Any delays in obtaining client approvals, completion confirmations or billing milestones may result in delays in invoicing and collection of such amounts.

Further, if disputes arise with clients regarding the scope of services rendered, pricing adjustments, event deliverables or contractual terms, the realisation of such unbilled revenue may be delayed or may require revisions. Any material increases in unbilled revenue or delays in converting such amounts into billed receivables and cash collections may adversely affect our liquidity, working capital position, cash flows and financial condition. While we follow internal processes to monitor project completion, billing milestones and client confirmations in order to facilitate timely invoicing and collection, there can be no assurance that such measures will fully mitigate the risks associated with unbilled revenue in the future.

12. **Our Company has experienced negative cash flows in certain periods and sustained negative cash flows could adversely affect our business, financial condition and results of operations.**

Our Company has experienced negative net cash flows in certain periods based on our Restated Financial Information. The detailed break-up of our cash flows for the relevant periods is set out below:

***(Amount in INR Lakhs)***

| Particulars | As on March 31, 2026 | As on March 31, 2025 | As on March 31, 2024 |
|---|---|---|---|
| Net cash flows (used in)/generated from operating activities | (451.75) | (289.38) | 29.10 |
| Net cash flows (used in)/generated from investing activities | 35.55 | (83.94) | (172.95) |
| Net cash flows (used in)/generated from financing activities | 569.08 | 117.65 | 107.84 |
| Net increase/decrease in cash flows | 152.88 | (255.67) | (36.00) |

The negative cash flows experienced by the Company are primarily attributable to its working capital-intensive operations and delays in the timely realisation of receivables. The Company is often required to incur upfront expenses for execution of projects, while collections from clients are realised over a longer cycle. This timing mismatch between cash outflows and inflows has resulted in negative cash flows during certain periods Cash flows are an important indicator of a company's ability to generate funds from its operations to meet capital expenditure requirements, repay borrowings, and support future growth without relying on external financing.

If we are unable to generate sufficient cash flows from our operations in the future, we may be required to rely on additional borrowings or external sources of funding. Any inability to generate adequate cash flows or arrange alternative financing on commercially acceptable terms may adversely affect our liquidity, financial condition, and results of operations.

13. **We have certain outstanding litigation against our Company, an adverse outcome of which may adversely affect our business, reputation and results of operations.**

A summary of outstanding matters set out below includes details of civil proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, Directors, Promoters, Group Company and KMPs as at the date of this Red Herring Prospectus.

| Name of Entity | Criminal Proceedings | Tax Proceedings | Statutory or Regulatory Proceedings | Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action | Material Civil Litigations | Aggregate amount involved (₹ in Lakhs) |
|---|---|---|---|---|---|---|
| **Company** | | | | | | |
| By the Company | Nil | Nil | Nil | NA | Nil | Nil |
| Against the Company | Nil | 06 | Nil | NA | 01 | 83.03 |
| **Promoters** | | | | | | |
| By Promoter | Nil | Nil | Nil | Nil | Nil | Nil |
| Against Promoter | Nil | 10 | Nil | Nil | Nil | 188.11 |
| **Directors other than Promoters** | | | | | | |
| By our directors | Nil | Nil | Nil | NA | Nil | Nil |
| Against the Directors | Nil | Nil | Nil | NA | Nil | Nil |
| **Subsidiary Company** | | | | | | |
| By Subsidiary Company | Nil | Nil | Nil | NA | Nil | Nil |
| Against Subsidiary Company | Nil | 01 | Nil | NA | Nil | 2.44 |
| **KMPs** | | | | | | |
| By our KMPs | Nil | Nil | Nil | NA | Nil | Nil |
| Against the KMPs | Nil | Nil | Nil | NA | Nil | Nil |

The amounts claimed in these proceedings have been disclosed to the extent. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see "Outstanding Litigations and Material Developments" beginning on page 264 of this RHP.

**14. Our Company primarily operates based on purchase orders or event-specific work orders from clients rather than long-term contracts, and any reduction or delay in such orders may adversely affect our revenues and profitability.**

Our Company typically undertakes event management and MICE assignments based on purchase orders ("POs"), work orders, or event-specific agreements issued by clients. Such arrangements are project-based in nature and are consistent with prevailing industry practice, where engagements are generally linked to specific events rather than long-term contractual commitments. While we have established long-standing relationships with several clients, such relationships do not necessarily guarantee repeat business or continued engagement.

In the absence of long-term contracts, our clients are generally not obligated to issue future purchase orders and may cancel, postpone, or reduce the scope of events based on their internal business requirements, marketing budgets, or other operational considerations. As a result, our revenue visibility is dependent on the timely receipt of purchase orders and event confirmations from clients.

Any decline in the volume of purchase orders, delays in issuance of work orders, or cancellation or postponement of events may result in fluctuations in our order flow and could adversely affect our revenues, profitability, and overall financial performance. However, it is pertinent to note that during the last three Financial Years, our Company has not experienced any material instance of cancellation, postponement, or reduction in scope of purchase orders/events that has adversely impacted its business operations or financial performance. While we endeavour to maintain strong client relationships and deliver consistent service quality, there can be no assurance that we will continue to receive regular purchase orders from our existing clients in the future.

**15. Our business is operating under various laws which require us to obtain approvals from the concerned statutory/regulatory authorities in the ordinary course of business and our inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations could materially and adversely affect our business, prospects, results of operations and financial condition.**

Our business requires us to obtain and renew from time-to-time certain approvals, licenses, registrations and permits, some of which have expired and for which we have either made or are in the process of making an application for obtaining the approval or its renewal. Further, these approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by various authorities for operating our business activities may contain conditions, some of which could be onerous. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, it will have an adverse impact on our business operations.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. For further details, see "*Government and Other Approvals*" on page 272 of this Red Herring Prospectus. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected. We may be involved in any environmental legal proceedings in the course of our business due to non-compliances with terms and conditions of regulatory approvals or authorizations.

**16. There have been instances of delays in payment of statutory dues, i.e. ESIC,EPF, GST, Income Tax and TDS by the Company. In case of any delay in payment of statutory due in future by our Company, the Regulatory Authorities may impose monetary penalties on us or take certain punitive actions against our Company in relation to the same which may have adverse impact on our business, financial condition and results of operations.**

In the past, there have been some instances of delays in filing statutory forms with government authorities . While our Company has already regularised the aforesaid delays, however, there can be no assurance that the regulator may not initiate proceedings against us or that we will be able to sufficiently defend against any action initiated by regulators in relation to regulatory compliances for all instances and periods. Any adverse order passed or penalty imposed by regulators on us may adversely affect our business and the results of operations

Further, there have been certain instances of delays in filing of GST returns (including GSTR-1 and GSTR-3B) in certain states and periods, as well as delays in payment and filing of TDS returns for recent months. Such delays are primarily attributable to administrative and operational factors and are in the process of being regularised.

The details of delayed filings are given as follows:

| Particulars | Financial Year 2026 | | Financial Year 2025 | | Financial Year 2024 | |
|---|---|---|---|---|---|---|
| | Number of instances | Amount delayed (₹ in Lakh) | Number of instances | Amount delayed (₹ in Lakh) | Number of instances | Amount delayed (₹ in Lakh) |
| The Employees Provident Fund and Miscellaneous Provisions Act, 1952 | 12 | 7.34 | 18 | 3.55 | 30 | 2.31 |
| Employee State Insurance Act, 1948 | 12 | 0.19 | 18 | 0.44 | 30 | 0.34 |
| Income Tax Act, 1961 (TDS on Salary) | 13 | 13.68 | 18 | 38.80 | 15 | 10.03 |
| **Total** | 37 | 21.21 | 54 | 42.79 | 75 | 12.69 |

Further, there have been certain instances of delays in filing of GST returns for which we have faced interest and late fee also, the consolidated establishment wise details of interest and late fees paid up on due to delay filing in GST return for last three financial years is as disclosed below -

| State | Interest | Late Fee | Total |
|---|---|---|---|
| Haryana | 74.95 | 0.92 | **75.87** |
| Delhi | 2.76 | 0.06 | **2.82** |
| Maharashtra | 13.83 | 0.28 | **14.11** |
| Uttarakhand | 3.13 | 0.16 | **3.29** |
| Goa | 5.21 | 0.46 | **5.67** |
| Kerala | 14.99 | 0.59 | **15.58** |
| Rajasthan | 0.73 | 0.13 | **0.86** |
| Tamil Nadu | - | 0.06 | **0.06** |
| Telangana | 0.00 | 0.00 | **0.00** |
| Karnataka | 0.83 | 0.14 | **0.97** |
| West Bengal | - | - | **-** |
| **Total** | **116.45** | **2.79** | **119.24** |

Our Company has set internal deadlines and appointment of consultants to ensure that delays in payment of statutory dues will not occur. It cannot be assured, that there will not be such instances in the future, or our Company will not commit any further delays or defaults in relation to payment of statutory dues. The happening of such event may cause imposition of fine / penalty which may have adverse effect on the results of our operations and financial position.

17. **A significant portion of our revenue is derived from operations in certain geographical regions, particularly Haryana, and any adverse developments in these regions could adversely affect our business, financial condition and results of operations**

Our Company currently generates its revenue from operations within India. Based on our Restated Financial Information, a substantial portion of our revenue is concentrated in certain states, particularly Haryana, which contributed 71.15%, 68.93% and 61.80% of our revenue from operations for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 respectively.

The geographical distribution of our revenue from operations is set out below:

***(INR in Lakhs)***

| S. No. | State | For the period ended 31st March, 2026 | | For the period ended 31st March, 2025 | | For the period ended 31st March, 2024 | |
|---|---|---|---|---|---|---|---|
| | | Amount | % | Amount | % | Amount | % |
| 1. | Delhi | 623.81 | 6.25% | 342.44 | 3.91% | 172.14 | 1.99% |
| 2. | Goa | 657.59 | 6.59% | 247.43 | 2.83% | 127.94 | 1.48% |
| 3. | Haryana | 7,096.34 | 71.15% | 6,033.36 | 68.93% | 5,349.51 | 61.80% |
| 4. | Karnataka | - | 0.00% | 688.29 | 7.86% | 408.46 | 4.72% |
| 5. | Kerala | 396.70 | 3.98% | 678.12 | 7.75% | 442.49 | 5.11% |
| 6. | Maharashtra | 1,020.56 | 10.23% | 646.46 | 7.39% | 1,565.04 | 18.08% |
| 7. | Rajasthan | 114.91 | 1.15% | 26.31 | 0.30% | 200.17 | 2.31% |
| 8. | Tamil Nadu | - | 0.00% | 68.18 | 0.78% | 18.40 | 0.21% |
| 9. | Uttarakhand | 34.30 | 0.34% | - | 0.00% | 354.18 | 4.09% |
| 10. | West Bengal | - | 0.00% | 22.38 | 0.26% | 18.41 | 0.21% |
| 11. | Telangana | 29.74 | 0.30% | - | 0.00% | - | 0.00% |
| **Total** | | **9,973.96** | **100%** | **8,752.97** | **100%** | **8,656.75** | **100%** |

While our business is event-based in nature and not geographically restrictive, our revenues are recognized based on billing locations, which may not necessarily correspond to the actual location of execution of events. Accordingly, the geographical concentration reflected in our financial statements may not fully represent the spread of our operational activities. Further, expansion into new geographies may involve risks such as unfamiliar market conditions, local competition, logistical challenges, vendor availability, and regulatory differences across states, which may impact our ability to successfully scale operations in such regions.

While there have been no instances during the last three financial years that have materially impacted our operations due to such concentration, there can be no assurance that such circumstances will not arise in the future. Any inability to mitigate the risks arising from such geographic concentration may have an adverse effect on our business, financial condition and results of operations.

18. **Our primary brand name and logo 'EVENTIONS' is currently registered in the name of our Promoter and the transfer of such trademark in favour of our Company is pending registration, which may expose us to risks relating to ownership and enforcement of our intellectual property.**

The trademark 'EVENTIONS', which is integral to our brand identity and business operations, is presently registered in the name of our Promoter, Mr. Cristoo Arora. An assignment deed has been duly executed by the Promoter in favour of our Company on March 6, 2026, for transfer of the said trademark, and the application for recording such assignment with the relevant statutory authority has also been filed on March 31, 2026 and is currently under process. Pending completion of such transfer, the legal ownership of the trademark continues to vest with the Promoter.

While the Company has been granted rights to use the trademark and no third-party rights subsist in respect of the same, there can be no assurance that the assignment will be registered within the anticipated timelines or without any objections. Any delay in registration of the assignment or any unforeseen dispute may restrict our ability to fully enforce our rights in relation to the trademark.

Any inability to secure, maintain or protect our rights over the 'EVENTIONS' trademark may adversely affect our brand recognition, business operations and reputation, which could have a material adverse effect on our business, financial condition and results of operations

19. **The Company is dependent on third-party vendors for execution of its event management services, and a significant portion of its event-related expenses is concentrated among a limited number of such vendors. Any disruption in the availability, performance or pricing of such vendors may adversely affect its business, results of operations and financial condition.**

The Company relies extensively on a network of third-party vendors, including venue providers, travel partners, logistics service providers and other event-related vendors, for the execution of its MICE programs, corporate events and brand activations. The Company does not own significant event infrastructure and depends on such vendors for timely delivery and execution of services. Any delay, deficiency in service quality, non-performance, or failure by such vendors to meet contractual obligations may adversely impact the Company's ability to execute events, which could in turn affect its reputation, client relationships and financial performance.

Further, a significant portion of the Company's event management expenses is concentrated among a limited number of suppliers. For the financial years ended March 31, 2026, 2025 and 2024, the Company's top 10 suppliers accounted for approximately 44.51 %, 52.41% and 49.59% respectively, of its total expense for event management.

While the Company typically engages vendors on a project-to-project basis and does not have long-term exclusive arrangements with most of them, there can be no assurance that such vendors will continue to be available on commercially reasonable terms or at all. Any adverse change in the pricing, service quality, financial condition or availability of such vendors, or the Company's inability to maintain or expand its vendor network, may result in increased costs, execution delays or inability to deliver services in a timely manner, which could have an adverse effect on its business, results of operations and financial condition.

The Company seeks to mitigate such risks by maintaining relationships with multiple vendors across geographies and service categories and by periodically identifying alternate suppliers. However, there can be no assurance that such measures will be effective in addressing the risks arising from supplier concentration.

**20. Our business operations are dependent on information technology systems and digital communication platforms and any disruption, failure, inadequacy or security breach in such systems may adversely affect our operations, client servicing, financial performance and reputation.**

Our Company is dependent on information technology ("IT") systems, software applications and digital communication platforms for carrying out its day-to-day business operations, including client coordination, event planning and execution, vendor management, employee coordination, financial accounting, documentation, data storage and operational monitoring. The successful execution of events and MICE assignments requires efficient coordination and real-time communication among internal teams, clients, vendors and service providers, which is substantially facilitated through such IT systems and digital platforms. Our IT infrastructure and systems may be vulnerable to risks such as hardware or software failures, cyber-attacks, phishing attempts, ransomware attacks, viruses, unauthorised access, internet or network disruptions, power failures, data theft, human errors or other technological disruptions. Any such disruption may adversely affect our ability to coordinate and execute events efficiently, delay communication with clients or vendors, result in loss or leakage of confidential information, disrupt business continuity or adversely impact client experience and service quality.

Further, our business operations involve handling commercially sensitive and confidential information relating to clients, event planning, pricing arrangements, vendors and employees. Any failure to adequately safeguard such information or maintain the integrity and security of our systems may expose us to reputational harm, contractual disputes, legal claims, regulatory actions or loss of client confidence. While the Company has implemented internal controls, access restrictions, data backup mechanisms and other security measures for protection of its IT systems and operational data, there can be no assurance that such measures will be adequate to prevent all potential technological disruptions or cybersecurity incidents.

The Company has not experienced any material cybersecurity incident, data breach, technology disruption or system failure having an adverse impact on its business operations or financial performance during the last three Financial Years. However, there can be no assurance that such incidents will not occur in the future. Any material disruption, inadequacy or security compromise relating to our IT systems or digital communication infrastructure may adversely affect our business operations, execution capabilities, client relationships, financial condition and reputation.

**21. Any delay or default in payments from our clients may adversely affect our cash flows, working capital requirements and financial condition.**

Our business operations expose us to the risk of delays or defaults in payments by our clients. Our financial performance and cash flows are dependent, to a certain extent, on the timely receipt of payments from our clients, which primarily comprise corporate entities and institutions for whom we undertake event management, MICE programs, conferences, exhibitions and related assignments. Set out below are details of our trade receivables, trade receivables turnover ratio for the periods/years as indicated:

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Revenue from Operations | 9,973.96 | 8,752.97 | 8,656.75 |
| Trade receivable | 2,987.09 | 985.68 | 1,255.29 |
| Trade receivable turnover ratio | 5.02 | 7.81 | 9.99 |
| Bad Debt | 4.24 | 7.60 | 0.00 |
| % of Bad Debt to Trade Receivable | 0.14 | 0.77 | 0.00 |

In certain cases, we may incur significant costs in advance towards venue bookings, logistics arrangements, vendor payments and other event-related expenses prior to receiving full payment from clients. While we may obtain advances or milestone-based payments in some engagements, there can be no assurance that all payments from our clients will be received in a timely manner. Any delay or default in client payments may require us to deploy additional working capital resources to meet our operational and vendor obligations.

Further, if a client delays or defaults in making payment for services already rendered, or if an event assignment in which we have committed resources is postponed, modified or cancelled, it could adversely affect our liquidity, profitability and financial condition.

As per our restated financial statements, our trade receivables as at March 31, 2026, March 31, 2025 and March 31, 2024 were INR 2,987.09 Lakhs, INR 985.68 lakhs and INR 1,255.29 lakhs respectively, out of which receivables amounting to INR 218.99 lakhs, INR 57.49 lakhs and INR 11.28 lakhs respectively were outstanding for a period exceeding six months.

Any increase in delays or defaults in customer payments may require additional working capital deployment and may adversely affect our operating cash flows, financial condition and results of operations.

**22. Our operations involve on-ground execution and coordination of events across diverse venues, exposing us to potential operational, safety and reputational risks, which may adversely affect our business, results of operations and financial condition.**

The Company is engaged in the business of conceptualization, planning and execution of corporate events, MICE assignments, conferences, exhibitions and brand activations, which are conducted across multiple locations and involve coordination with various third-party vendors, contractors and service providers. Such events are often executed in dynamic environments involving large gatherings, temporary structures and multiple operational dependencies. Accordingly, risks such as fire, electrical faults, structural failures, crowd management issues, medical emergencies or other unforeseen incidents may arise during the course of such events, despite adherence to standard operating procedures and safety protocols.

While the Company undertakes planning, supervision and coordination responsibilities, the execution of various components of an event is dependent on third-party vendors and external agencies. Any failure, negligence or non-compliance on the part of such third parties may result in operational disruptions, accidents or other adverse incidents during events managed by us. The occurrence of any such incident could expose the Company to contractual disputes, claims alleging deficiency in services, regulatory scrutiny, reputational harm and potential financial liabilities. The Company seeks to mitigate these risks through vendor empanelment processes, contractual arrangements, adherence to internal standard operating procedures, coordination with relevant stakeholders, and obtaining necessary approvals from statutory authorities, where applicable. However, there can be no assurance that such measures will be adequate to prevent all risks or liabilities.

Further, our business is relationship-driven and substantially dependent on the reputation and market perception of the Company and its associated stakeholders. Any negative publicity, adverse media coverage, social media allegations, regulatory actions, litigation, customer grievances or reputational issues relating to the Company, its customers or any of their respective affiliates, irrespective of whether such matters are directly connected with our operations, may adversely affect our brand image, client confidence and ability to secure future business opportunities.

Further, any significant incident at an event managed by us, irrespective of the allocation of responsibilities, may adversely impact our reputation and client relationships, and could result in loss of future business opportunities or exclusion from preferred vendor panels. While the Company has not experienced any material claims or adverse event-related incidents impacting its operations during the last three financial years there can be no assurance that such events will not occur in the future.

**23. Our Registered Office is located on leased premises. There may or may not be assurance that we will be able to retain or renew such leases on the same or similar terms, or that we will find alternate locations for the existing offices on terms favourable to us, or at all.**

Our Company currently operates its registered office and corporate office from premises that have been taken on lease as mentioned below –

| Location of the property | Name of Lessor | Name of Lessee | Rent / Consideration | Tenure |
|---|---|---|---|---|
| Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003 | Mehta Wheels Private Limited | Eventions Limited | Rs 2,72,500 per month | February 01, 2026 to January 31, 2029 |

As we do not own these premises, our continued use of such properties depends on the renewal of the lease arrangements and continued cooperation of the respective lessors. Any non-renewal, early termination, or adverse modification of the terms of such lease agreements may require us to relocate our offices to alternative premises. Such relocation may involve additional costs, including increased rental expenditure, brokerage charges, fit-out costs, and potential operational disruptions during the transition period. Further, there can be no assurance that suitable alternative premises will be available on commercially acceptable terms or within the required timeframe. Any such disruption or increase in rental costs may affect our administrative efficiency.

However, the management maintains cordial relations with the lessors and there has been no instance of lease termination, non-renewal or operational disruption arising from leased premises during the last three financial years. Nevertheless, we cannot assure that such situations will not arise in the future.

**24. Our business is subject to seasonality and fluctuations, which may result in uneven revenues, cash flows and sub-optimal utilisation of resources during certain periods.**

The nature of our business, particularly in the Meetings, Incentives, Conferences and Exhibitions ("MICE") segment, is influenced by corporate budgeting cycles, marketing calendars, travel patterns and festive or financial year timelines. As a result, demand for our services is not uniform throughout the year and is typically characterised by periods of high activity followed by relatively lean periods. For instance, certain months may witness lower client activity and reduced bandwidth utilisation, whereas peak periods may result in high execution intensity and operational overutilisation.

Such seasonality may lead to uneven revenue recognition, variability in cash flows and temporary under-utilisation of manpower and other resources during off-peak periods, while also placing pressure on execution capabilities, vendor management and service quality during peak periods. In addition, any delays, rescheduling or cancellation of events by clients may further accentuate such fluctuations and impact our operating performance.

While the Company undertakes a diversified mix of assignments, including corporate events, brand activations, virtual and hybrid events and other engagement formats across the year, such diversification may not fully offset the impact of seasonality in all periods. Although the Company has not experienced any material adverse impact on its operations or financial performance due to seasonality during the last three financial years, there can be no assurance that such fluctuations will not adversely affect our business, results of operations and financial condition in the future.

**25. Our business is significantly dependent on maintaining high standards of service quality and client satisfaction, and any failure to meet client expectations may adversely affect our reputation, client relationships, business prospects and and may expose us to potential service deficiency claims.**

Our Company operates in the event management and MICE industry, where successful execution, service quality and client experience are critical determinants of repeat business and new client acquisition. Our relationships with corporate clients are largely driven by our ability to consistently deliver events in accordance with agreed specifications, timelines and quality standards. Any deficiency in service delivery, including delays in execution, logistical inefficiencies, inadequate coordination with vendors, or failure to meet client expectations, may result in client dissatisfaction, reputational harm and loss of repeat or referral business and may also expose us to customer complaints, contractual disputes or service deficiency claims. Although the Company has not received any material customer complaints relating to its services during the last three financial years, there can be no assurance that customer complaints or service-related grievances will not arise in the future.

Our operations involve coordination with multiple third-party vendors, agencies and service providers, and any shortcomings on their part may also impact the overall quality of event execution. While we maintain internal quality control processes, vendor selection protocols and contingency planning measures, including backup arrangements for critical elements of event execution, there can be no assurance that such measures will be sufficient to prevent all service-related issues. Further, our engagements are typically undertaken with corporate clients, where confidentiality obligations and non-disclosure arrangements are common. However, any perceived decline in service standards or client experience, even if not publicly reported, may adversely impact our client relationships, brand perception within the industry and ability to secure future mandates.

Any failure to maintain consistent service quality may adversely affect our ability to retain existing clients, attract new clients, participate in competitive bidding processes and sustain our growth. While the Company has not experienced any material adverse impact on its business, reputation or client relationships due to service quality issues during the last three financial years, there can be no assurance that such instances will not occur in the future.

**26. Our asset-light operating model involves significant reliance on third-party vendors, subcontractors and freelance professionals for event infrastructure, production and on-ground execution, and any failure or delay on their part may adversely affect our operations, project timelines and reputation.**

Our business model involves extensive reliance on a network of third-party vendors, subcontractors and freelance professionals for various components of event execution including stage fabrication, lighting and sound systems, audio-visual production, logistics, artist coordination, decor setup and on-ground operational support. These resources are generally engaged on a project-specific basis and may not have long-term contractual commitments with the Company. As a result, the quality, reliability, availability and pricing of such vendors directly impact our ability to execute events efficiently and within agreed timelines and budgets.

Any delay in delivery of equipment or services, shortage of manpower, equipment malfunction, non-performance, or non-compliance with agreed service standards by such vendors or subcontractors may disrupt event execution and adversely affect the overall quality and success of the event. Additionally, in large-scale events where multiple vendors are engaged simultaneously, coordination challenges or interdependency failures may arise, which may result in operational inefficiencies, increased costs, or client dissatisfaction. Further, fluctuations in vendor pricing, particularly for logistics, stage infrastructure and technical equipment, may lead to cost escalations which may not always be recoverable from clients and may therefore affect our margins. While we maintain a vetted network of vendors, conduct periodic performance evaluations and issue work orders specifying service standards, most of our vendor relationships are non-exclusive and short-term in nature, which may limit our ability to enforce performance obligations in certain situations.

Any material disruption in vendor performance or inability to secure reliable vendors in certain geographies or during peak demand periods could adversely affect our ability to execute projects successfully, which in turn may impact our reputation, client relationships and financial performance. While no major vendor default or execution failure attributable to third-party vendors has been reported during the last three financial years, we cannot assure that such situations will not arise in the future.

**27. The event management and MICE industry is highly competitive and fragmented, and our inability to maintain differentiation through service quality, innovation, and client retention may adversely affect our market position and profitability.**

We operate in an intensely competitive industry landscape comprising a large number of event firms, boutique agencies, and diversified marketing service providers. Several of these competitors possess greater financial resources, wider geographic presence, larger client portfolios, or longer operational experience than our Company. The market's low entry barriers and rising digital integration have resulted in increased competition, leading to aggressive pricing and higher client expectations. Such pressures can adversely affect our operating margins and working capital efficiency.

Additionally, the growing prominence of digital, hybrid, and experiential marketing platforms has altered client preferences, enabling newer entrants to compete using technology-driven offerings at competitive costs. Our ability to sustain growth and profitability depends on continuous innovation, creative excellence, and consistent client servicing. Any inability to adapt to evolving industry trends or to retain key clients in the face of competition could lead to revenue loss and reputational impact. While our in-house capabilities across both MICE and event management segments, along with long-standing corporate relationships, provide a competitive advantage, maintaining this edge requires ongoing investment in talent development, technology adoption, and marketing outreach. The Company continues to focus on strengthening its integrated service offerings and brand positioning to mitigate these competitive pressures.

**28. Our significant dependence on domestic corporate clients for MICE and event management assignments exposes us to demand risks arising from fluctuations in corporate travel, marketing and employee engagement expenditure.**

A substantial portion of our revenue is derived from domestic corporate clients who engage us for the planning and execution of Meetings, Incentives, Conferences, Exhibitions ("MICE"), corporate events, brand activations and related programs. Although certain events may be executed at international destinations based on client requirements, the underlying customer base and revenue generation remain primarily linked to domestic corporate demand. During the last three Financial Years, substantially all of our revenue from operations has been generated from domestic corporate clients. Accordingly, our business is significantly dependent on the spending patterns, budget allocations and event-related requirements of such domestic corporate customers.

Accordingly, our business performance is closely dependent on corporate spending patterns in areas such as marketing initiatives, dealer and distributor meets, employee engagement programs, incentive travel and corporate conferences. Any reduction in such expenditure due to economic slowdowns, cost rationalization measures, changes in corporate marketing strategies, or external disruptions such as travel restrictions, regulatory changes or public health emergencies may lead to a decline in the number or scale of events conducted and may adversely affect our revenue and profitability.

Further, as the domestic corporate sector constitutes our primary customer base, any industry-wide contraction in corporate event spending or reduced allocation towards physical events and conferences could result in lower order inflow and revenue concentration. While the Company continues to explore diversified formats including hybrid and destination events to broaden its service offerings, there can be no assurance that such initiatives will fully mitigate the impact of any slowdown in corporate event demand.

The Company has not experienced any material decline in demand for its services arising from such factors during the last three financial years; however, we cannot assure that such circumstances will not arise in the future.

**29. Our business performance is sensitive to macroeconomic conditions, geopolitical conflicts, including ongoing war situations, travel restrictions, and other external factors beyond our control**

The event management and MICE industry is inherently linked to overall economic stability, ease of travel and corporate spending. Adverse macroeconomic developments such as inflationary pressures, currency fluctuations, recessionary trends, or disruptions in financial markets may lead to deferment, downsizing or cancellation of corporate events, which could adversely impact our revenue and profitability.

Further, geopolitical tensions and ongoing war situations in various parts of the world, including armed conflicts, cross-border hostilities, imposition of sanctions, trade restrictions and related uncertainties, may adversely affect global and domestic economic conditions. Such developments may result in reduced business confidence, volatility in commodity prices, disruption of global supply chains and restrictions on international travel, all of which may have an adverse impact on our operations. Additionally, pandemic-related restrictions, public health concerns, or government-imposed travel limitations may affect the movement of people and goods, thereby impacting the execution of events and increasing operational complexities and costs. Such external factors may also lead to delays in project execution, higher logistics costs and reduced client spending on discretionary activities such as events and exhibitions.

While the Company has undertaken initiatives such as diversification into virtual and hybrid event formats to mitigate the impact of restrictions on physical events, there can be no assurance that such measures will be sufficient to offset the adverse impact of prolonged macroeconomic or geopolitical disruptions. The Company's international and destination-based events may be impacted by geopolitical developments, including conflicts or travel restrictions, which may require changes in event locations or timelines.

For instance, the Company had planned an event in March 2026 for a client in Paris, which was subsequently postponed due to the prevailing geopolitical tensions due to Middle East war. Further, the event is yet to be conducted as new dates are under finalisation. However, there can be no assurance that such mitigation measures will always be feasible or effective. The Company has not experienced any material adverse impact on its revenue from such factors during the last three financial years; however, we cannot assure that such conditions will not arise in the future or adversely affect our business, financial condition and results of operations.

**30. Cancellation, postponement or scaling down of events by clients may adversely affect our revenue, profitability and cash flows.**

Our business primarily involves the planning and execution of corporate events, conferences, exhibitions, brand activations and MICE programs. These engagements are typically scheduled for specific dates and involve advance planning, vendor coordination, and upfront commitments in respect of venues, logistics, and event infrastructure. Any cancellation, postponement, rescheduling, or scaling down of such events by clients due to changes in their internal priorities, budget constraints, economic conditions, travel restrictions, or unforeseen circumstances may adversely affect our revenue and profitability.

In certain cases, while we may incur upfront costs or commit resources for event preparation, the corresponding revenue may not be fully realized if the event is cancelled or significantly modified. Although we generally structure our contracts to include advance payments or cancellation clauses where feasible, such provisions may not always fully compensate for the costs incurred or the opportunity loss associated with such cancellations.

While the Company has not experienced any material financial loss arising from event cancellations during the last three financial years, we cannot assure that similar situations will not occur in the future. Any significant increase in event cancellations or postponements may adversely affect our financial condition and results of operations.

**31. Our execution of events across multiple domestic and international locations exposes us to logistical, regulatory and operational challenges that may affect timely project delivery.**

Our operations involve the execution of corporate events, conferences and MICE programs across multiple cities in India and, in certain cases, international destinations. Execution of projects across diverse geographies requires coordination with local vendors, venue operators, logistics providers and regulatory authorities, and may involve compliance with varying local laws, permits, and operational requirements.

Such multi-location execution may expose us to operational challenges including logistical delays, vendor availability constraints, transportation disruptions, regulatory approvals, or local infrastructure limitations. Any delay or failure in managing such operational complexities may adversely affect the quality or timely completion of events, which may result in client dissatisfaction, contractual disputes, reputational damage, or financial losses.

However, it is pertinent to note that during the last three Financial Years, our Company has not experienced any material instance of delay, disruption, regulatory issue, or operational failure in execution of events across multiple domestic or international locations that has adversely impacted its business operations or financial performance. Although we have developed operational processes and vendor networks to facilitate execution across multiple locations, we cannot assure that such risks will not arise in the future.

**32. Our future growth depends on our ability to successfully implement our expansion strategies and effectively utilize the Issue Proceeds.**

Our growth strategy includes expanding our operational capabilities, strengthening our presence in the MICE and corporate events segments, and investing in infrastructure and business development initiatives, including through our subsidiary. The successful implementation of these strategies depends on several factors including market demand, availability of skilled manpower, vendor partnerships, operational scalability, and efficient deployment of capital.

The proposed Issue Proceeds are intended to be utilized for purposes including business expansion, investment in subsidiary and working capital requirements as described in the chapter titled "Objects of the Issue." Any delay in the implementation of these plans, cost overruns, operational challenges, or inability to achieve the anticipated benefits from such investments may adversely affect our growth prospects and return on investment.

Further, expansion initiatives may expose us to new operational, financial and management challenges. If we are unable to effectively manage such expansion or achieve the expected business growth, our financial condition and results of operations may be adversely affected.

**33. Failure to adapt to evolving event formats, including digital and hybrid events, may affect our competitiveness and growth prospects.**

The event management industry is evolving rapidly with increasing adoption of technology-driven event formats, including virtual events, hybrid conferences, digital engagement platforms and immersive experiential marketing solutions. Clients are increasingly exploring technology-enabled alternatives to traditional physical events in order to enhance audience engagement, expand reach, and optimize costs.

Our ability to remain competitive depends on our capability to adapt to such changing industry trends, integrate digital tools into event experiences, and develop innovative event formats that meet evolving client expectations. If we are unable to effectively adopt or integrate such technologies or fail to respond to changing market trends, our services may become less competitive relative to those offered by technology-driven or digitally focused competitors.

Although we continue to explore and implement digital and hybrid event solutions as part of our service offerings, there can be no assurance that we will be able to keep pace with technological developments or changing client preferences in the future.

**34. Inadequate protection of client data, event information, or digital content may expose us to data privacy, confidentiality, regulatory and reputational risks.**

In the ordinary course of our business, we collect, process, and store certain confidential information relating to our corporate clients, event concepts, marketing strategies, creative content, vendor contracts, and personal data of event participants for purposes such as registration management, travel coordination, communication, and event execution. Such information may include client-specific business information, proprietary marketing material, participant contact details and other operational data required for the successful delivery of events. Further, our engagements with clients are typically governed by confidentiality and non-disclosure agreements (NDAs), which impose stringent obligations on the Company to safeguard such information.

Our operations also increasingly rely on digital systems and online platforms for event planning, data management, registration handling, virtual event hosting and client communication. As a result, our information technology systems may be exposed to risks such as cyber-attacks, unauthorized access, malware, phishing, data leakage, system failures or other security vulnerabilities. Any breach of our systems or compromise of confidential information could lead to potential legal claims, regulatory scrutiny, breach of contractual obligations under NDAs, reputational damage, and loss of client confidence, which may adversely affect our business, financial condition and results of operations.

Further, any failure to adequately safeguard such information or comply with applicable data protection or privacy regulations may expose the Company to penalties, litigation, or restrictions on business operations. Although we maintain password-protected systems, role-based access controls, internal data protection practices and confidentiality undertakings with employees and vendors as part of our information security framework, such measures may not be sufficient to prevent all potential breaches arising from technological vulnerabilities, cyber threats or human error.

While the Company has not experienced any material data breach, cyber incident or loss of confidential information during the last three financial years, there can be no assurance that such incidents will not occur in the future. Any such breach may adversely affect our reputation, client relationships and financial performance.

**35. The average cost of acquisition of Equity Shares by our Promoters may be lower than the issue price of Equity Share.**

The average cost of acquisition of Equity Shares held by our Promoters may be less than the Issue Price. The details of the average cost of acquisition of Equity Shares held our Promoters is set out below:

| S. No. | Name of Promoters | No. of Equity Shares held | Average Cost of Acquisition per equity share (in INR)* |
|---|---|---|---|
| 1. | Mr. Cristoo Arora | 43,82,629 | 0.62 |
| 2. | Mr. Ravi Rajak | 44,79,980 | 0.64 |
| 3. | Mrs. Kirat Ahluwalia | 36,450 | 0.56 |

**As certified by M/s Sanjeev Sharma & Associates, Chartered Accountants vide their certificate dated September 22, 2026, having UDIN 26091211VQSZXG5978*

For further details regarding the average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares of our Promoters in our Company, please see Chapter titled "Capital Structure" beginning on page no. 72 of this RHP.

**36. Our Company has issued Equity Shares in the last 12 months at a price which may be lower than the Issue Price.**

Our Company has issued Equity Shares in the preceding 12 months, which may have been issued at a price lower than the Issue Price proposed in this Issue. Such issuances were undertaken in accordance with applicable laws Investors should note that the Issue Price may be higher than the historical issuance price of Equity Shares. For further details, including the terms and pricing of such issuances, kindly refer to the chapter titled "Capital Structure" beginning on page no. 72 of this Red Herring Prospectus.

**37. Our Promoters and Promoter Group will continue to retain a majority shareholding in our Company after the Issue, which will enable them to exercise significant influence over our operations and key corporate decisions.**

Upon completion of the Issue, our Promoters and Promoter Group will collectively hold approximately 73.46% of our post-Issue paid-up equity share capital. As a result, they will continue to have the ability to exercise significant influence over matters requiring shareholders' approval, including the appointment and removal of directors, approval of significant corporate transactions, amendments to our constitutional documents, declaration of dividends, and other strategic decisions.

Given this level of shareholding, our Promoters and Promoter Group will be in a position to effectively influence the outcome of most resolutions that require approval of shareholders by a simple majority. Except in circumstances where they are required to abstain from voting under applicable law, such influence may allow them to determine or significantly influence the outcome of shareholder decisions.

This concentration of ownership may also have the effect of delaying, preventing, or discouraging a potential change in control of our Company, even if such a change in control could be beneficial to other shareholders. Consequently, the interests of our Promoters and Promoter Group may differ from those of our other shareholders, and they may take actions with which other shareholders may not agree.

**38. Our success depends on the continued services of our promoters, key managerial personnel and other skilled, creative and operational personnel, and our inability to attract, retain or effectively utilise such talent may adversely affect our business operations and growth.**

Our business operations are significantly dependent on the experience, industry relationships and managerial capabilities of our promoters, key managerial personnel and other skilled professionals involved in the conceptualisation, planning and execution of corporate events, conferences, exhibitions, brand activations and

MICE programs. The event management industry is inherently relationship-driven and requires a combination of creative, operational and managerial expertise to successfully deliver assignments. Our ability to maintain client relationships, develop innovative event concepts and ensure seamless on-ground execution is dependent on the continued availability and performance of such personnel.

We devote considerable time and resources towards recruiting, training and retaining skilled employees, including creative professionals, project managers and operational staff. However, the industry is highly competitive and may experience a shortage of skilled and experienced personnel. Further, attrition levels in this industry may be relatively high due to the project-based nature of work, demanding timelines and competition from other event management firms and marketing agencies. The attrition rate of last three financial year, is as mentioned below –

| Year | No. of permanent employees at the beginning of year/period | No. of permanent employees at closing of year/period | Average no. of permanent employees | Permanent Employees left during the year | Attrition Rate (in %) |
|---|---|---|---|---|---|
| 2023-24 | 23 | 35 | 29 | 6 | 20.69% |
| 2024-25 | 35 | 35 | 35 | 11 | 31.43% |
| 2025-26 | 35 | 35 | 35 | 17 | 48.57% |

Any loss of our promoters, key managerial personnel or other critical employees, or our inability to attract, train, retain or effectively utilise qualified personnel in a timely manner, may adversely affect our operational efficiency, service quality, client relationships and ability to execute projects successfully. This, in turn, may have an adverse impact on our business, financial condition and results of operations. The Company has not experienced any material disruption due to loss of key personnel during the last three financial years; however, we cannot assure that such circumstances will not arise in the future.

39. **Our business operations involve coordination with third-party transportation and travel service providers for execution of certain domestic and international events, and any disruption, delay or deficiency in such services may adversely affect event execution, client satisfaction and our reputation.**

In the ordinary course of our business, particularly in relation to MICE programs, destination events and international corporate engagements, we coordinate with third-party transportation, travel and logistics service providers for arrangements relating to air travel, local transportation, airport transfers and movement of attendees, employees, vendors and event-related materials. Such arrangements are generally event-specific and are dependent upon timely and efficient performance by such third-party service providers.

Any disruption, delay, cancellation, overbooking, operational failure, accident, service deficiency, labour unrest, adverse weather condition, geopolitical disturbance, regulatory restriction or non-availability of transportation services may adversely affect event schedules, attendee experience and overall execution timelines. Further, any deficiency or failure on the part of such third-party service providers may result in client dissatisfaction, reputational harm, contractual disputes, financial claims or loss of repeat business. Although the Company engages multiple transportation and travel service providers and undertakes operational coordination and contingency planning measures, there can be no assurance that disruptions or deficiencies relating to transportation and travel arrangements will not arise in the future.

While the Company has not experienced any material adverse impact on its business operations due to disruption or failure of third-party transportation or travel service providers during the last three financial, there can be no assurance that such instances will not occur in the future.

40. **Our Promoters, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses or normal remuneration or benefits, which may result in potential conflicts of interest.**

Our Promoters, Directors and Key Managerial Personnel are interested in our Company, other than to the extent of reimbursement of expenses incurred or normal remuneration or benefits, by virtue of their shareholding in our Company and dividend entitlement thereon. Further, they may also be interested in transactions entered into between our Company and themselves or entities in which they have a direct or indirect interest.

Such interests may give rise to actual or potential conflicts between their personal interests and the interests of our Company or its shareholders. While our Company undertakes related party transactions in the ordinary course of business and on an arm's length basis, and in compliance with applicable laws and corporate governance requirements, there can be no assurance that such conflicts will always be resolved in favour of our Company.

Any actual or perceived conflict of interest may adversely affect investor confidence, our corporate governance practices and consequently our business, financial condition and results of operations

**41. Our operations may be exposed to foreign exchange fluctuations arising from international event arrangements and related transactions.**

Certain assignments undertaken by our Company involve international events or overseas travel arrangements for clients, which may require payments to foreign vendors, service providers, or agencies in foreign currencies. Consequently, our operations may be exposed to fluctuations in foreign exchange rates. Our Company has incurred the following expenses in the foreign currency in last 3 years–

**(in INR Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Expenditure in foreign currency | 2,257.19 | 1,887.57 | 2,294.76 |
| **Total** | **2,257.19** | **1,887.57** | **2,294.76** |

Consequently, our operations may be exposed to fluctuations in foreign exchange rates. Any adverse movement in foreign currency exchange rates, particularly in respect of unhedged transactions, may increase the cost of services or result in foreign exchange losses, which may adversely affect our profitability and financial condition.

**(in INR Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Foreign exchange fluctuation expenses | 4.66 | 2.62 | 0.00 |
| **Total** | **4.66** | **2.62** | **0.00** |

While we endeavour to monitor exchange rate movements and manage such risks through appropriate commercial arrangements with clients and vendors, there can be no assurance that foreign exchange fluctuations will not adversely impact our financial performance. For further details, please refer to the section titled "Restated Financial Information" on page 191 of this Red Herring Prospectus.

**42. Our subsidiary has incurred losses in its initial year of operations, which may adversely affect our consolidated financial performance.**

Our subsidiary, Gantu Online Private Limited, has commenced operations during the FY 24-25 and has incurred losses in its first year of operations of INR 11.32 Lakhs and also reported loss for the FY 25-26 of INR 74.65 Lakhs. Generally, the businesses in their initial stages typically incur higher operational and establishment costs, including expenses related to infrastructure development, marketing, manpower deployment, and other administrative expenditures, while revenue generation may take time to stabilize. Although the management expects that the subsidiary's operations may improve as the business scales and operational efficiencies are achieved, there can be no assurance that the subsidiary will achieve profitability in the near future or sustain profitable operations thereafter. Any continued losses or underperformance of the subsidiary may adversely affect our consolidated financial results, cash flows, and overall financial condition.

**43. Our Promoters have extended personal guarantee in connection with some of our debt facilities to our company. There can be no assurance that such personal guarantee will be continued to be provided by our Promoters in future or can be called at any time, affecting the financial arrangements**

Certain borrowings of our Company are secured, inter alia, by personal guarantees provided by our. In the event of any default in repayment or breach of the terms and conditions of the relevant financing arrangements, the lenders may invoke such personal guarantees.

In the event any of default under any of the aforesaid facilities, there is a risk that the relevant lender for such facilities may require invoke our Promoters' guarantee(s) or require additional guarantees or collateral or may enforce its rights against our Promoters. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. In addition, our Promoters may be required to liquidate their respective shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. Accordingly, our business, the financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoters in connection with our Company's borrowings. For further details regarding our borrowings, please refer to the section titled "Financial Indebtedness" on page 243 of this Red Herring Prospectus.

**44. Certain unsecured loans availed by our Company are repayable on demand and may be recalled by the lenders at any time, which may adversely affect our liquidity and financial condition.**

Our Company has availed certain unsecured loans from lenders which, as per their terms, are repayable on demand. As of March 31, 2026, unsecured loans amounting to INR 223.76 lakhs were outstanding which are repayable on demand.

In the event that any lender demands immediate repayment of such loans, we may be required to arrange funds through internal accruals or seek alternate sources of financing. There can be no assurance that such alternative financing will be available on commercially reasonable terms or within the required timeframe. Any such repayment obligation or difficulty in arranging alternative funding may adversely affect our liquidity, working capital position, cash flows and financial condition.

For further details regarding our borrowings, please refer to the section titled **"Financial Indebtedness"** on page 243 of this Red Herring Prospectus.

**45. The Objects of the Issue for which funds are being raised are based on our management estimates and the same have not been appraised by any bank or financial institution or any independent agency**

The proposed utilisation of the Net Proceeds from the Issue, as described in the section titled "Objects of the Issue" beginning on page 87 of this Red Herring Prospectus, has not been appraised by any bank, financial institution or independent agency. The estimated costs and deployment of funds have been determined by our management based on internal assessments, business plans and experience in the industry.

Accordingly, the actual costs and timelines associated with the implementation of these objects may vary from the estimates set out in this Red Herring Prospectus due to various factors including changes in business requirements, market conditions, operational factors or other circumstances beyond our control. Any such variation between the estimated and actual utilisation of funds may result in delays in the implementation of our business plans or may require reallocation of funds among the objects of the Issue.

Further, investors will be required to rely on the judgment and discretion of our management with respect to the utilisation of the Net Proceeds. In the event that we are unable to deploy the Issue proceeds in a timely or efficient manner, it may adversely affect our business operations, financial condition and results of operations.

**46. Certain industry and market data included in this Red Herring Prospectus have not been independently verified by us.**

This Red Herring Prospectus contains certain industry, market and economic data relating to the event management and MICE sectors. Such information has been derived from publicly available sources, industry publications and other third-party reports that we believe to be reliable. However, we have not independently verified such data and cannot assure you of the accuracy, completeness or reliability of the information contained in such sources.

Industry publications and third-party reports generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance that such information is accurate, complete or up to date. Such data may also have been collected using different methodologies or assumptions and may not be directly comparable with similar statistics compiled for other industries or geographies.

Accordingly, investors should not place undue reliance on such industry or market data contained in this Red Herring Prospectus. Any reliance placed on such information is subject to the inherent limitations and uncertainties associated with third-party data sources.

**47. We have not identified any alternate source of funding for the Objects of the Issue, and any delay or shortfall in raising funds through the Issue may affect the implementation of our business plans.**

Our Company proposes to utilise the Net Proceeds from the Issue for the purposes described in the section titled "Objects of the Issue" beginning on page 87 of this Red Herring Prospectus. We have not identified any alternate source of financing for meeting these funding requirements.

Accordingly, any delay in raising funds through the Issue, or any shortfall in the Issue proceeds, may require us to defer, reduce, or modify our planned deployment of funds and may consequently affect the implementation schedule of the proposed objects. Such delays or modifications may adversely impact the execution of our business strategies, expansion plans and operational growth. Investors are therefore required to rely on our management's ability to successfully mobilize and deploy the funds within the proposed timelines.

**48. Certain key performance indicators of listed industry peers included in this Red Herring Prospectus are based on publicly available information and may not be directly comparable.**

Pursuant to the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, certain key performance indicators of selected listed industry peers have been disclosed in the section titled "Basis for Issue Price" beginning on page 103 of this Red Herring Prospectus. Such information has been sourced from publicly available data, including audited financial statements, annual reports, and filings available on the websites of the relevant stock exchanges.

While we believe these sources to be reliable, we have not independently verified the accuracy or completeness of such information. Further, different companies may adopt varying accounting policies, financial reporting standards, and methodologies for calculation of financial ratios and performance indicators. Accordingly, such data may not be strictly comparable with our Company's financial information and should not be relied upon as the sole basis for making investment decisions.

**49. Our ability to access external financing may be limited in the absence of a credit rating, and any unfavourable credit assessment in the future may adversely affect our business, financial condition and growth prospects.**

Our Company may, from time to time, require additional funding to support its business operations, working capital requirements and future growth plans. Access to such financing is generally influenced by various factors, including the Company's financial performance, market conditions and creditworthiness, which is often reflected through credit ratings assigned by recognised rating agencies.

As on date, the Company has not obtained any credit rating. In the event the Company seeks to obtain a credit rating in the future, there can be no assurance that it will receive a favourable rating. Any unfavourable rating or absence of a credit rating may result in higher cost of borrowing, restricted access to funding sources, or more stringent financing terms.

Accordingly, any limitations in accessing timely and cost-effective financing may adversely impact our ability to fund operations, pursue growth opportunities and may have an adverse effect on our business, results of operations and financial condition.

**50. If we fail to maintain an effective system of internal controls, we may not be able to effectively manage our operations or accurately report our financial results.**

Internal controls are processes and procedures designed to provide reasonable assurance regarding the reliability of financial reporting, safeguarding of assets, compliance with applicable laws and regulations, and prevention and detection of fraud. However, such controls may be subject to inherent limitations, including the possibility of human error, circumvention or override of controls, or collusion.

While our Company has not faced any material instances of failure of its internal control systems during the preceding three financial years, there can be no assurance that such instances will not occur in the future. Further, we cannot assure that the effectiveness of our internal control systems will be consistently maintained or that any identified deficiencies will be promptly and adequately addressed.

Any failure to maintain effective internal controls or to identify and remediate control deficiencies in a timely manner may adversely affect our business, results of operations and financial condition.

51. **A majority of our Directors do not have prior experience as directors of listed companies, which may affect our ability to effectively address the regulatory and governance requirements applicable to a listed entity.**

Our Board of Directors comprises executive and non-executive directors, a majority of whom are not, or have not previously been, directors of listed companies. Consequently, they may have limited familiarity with the enhanced regulatory, compliance, disclosure and corporate governance requirements applicable to listed entities in India.

This relative lack of experience may expose our Company to certain risks, including potential gaps in timely and accurate compliance with applicable laws and regulations, including those prescribed by the Securities and Exchange Board of India and stock exchanges. It may also increase the risk of inadvertent errors or delays in disclosures, filings and intimations required to be made as a listed company, which could result in regulatory actions, penalties or reputational impact.

Further, such inexperience may affect the Board's ability to effectively anticipate and address complexities associated with listed company operations, including investor expectations, corporate governance standards and continuous disclosure obligations. While the Company intends to adopt appropriate systems, processes and professional support to ensure compliance, there can be no assurance that these measures will fully mitigate the risks arising from such limited experience.

52. **Our employees may engage in misconduct or other improper activities, which could adversely affect our business and reputation.**

We rely significantly on our employees for the execution of our business operations, including client servicing, vendor coordination and event management. There is a risk that our employees may engage in misconduct, negligence, fraud or other improper activities, including violation of applicable laws, breach of internal policies or misuse of confidential or proprietary information. Such actions may result in financial losses, regulatory actions, reputational damage and loss of client confidence.

While our Company has not experienced any material instances of employee misconduct during the last three financial years, there can be no assurance that such instances will not occur in the future. We have implemented internal policies, codes of conduct and control mechanisms to mitigate such risks; however, these measures may not be sufficient to prevent all instances of misconduct.

Any failure to effectively monitor, detect or prevent such activities may adversely affect our business, results of operations and financial condition.

53. **Any variation in the utilisation of the Net Proceeds as disclosed in this Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.**

Our management will have broad discretion in the utilisation of the Net Proceeds, and investors will rely on our management's judgment regarding their application. The proposed deployment of the Net Proceeds is based on current management estimates, business plans and prevailing market conditions, which may be subject to change due to factors beyond our control, including changes in market conditions, competition, cost structures, interest rates or other external factors.

In accordance with Section 27 of the Companies Act, 2013, any variation in the utilisation of the Net Proceeds as disclosed in this Red Herring Prospectus would require prior approval of our shareholders by way of a special resolution. There can be no assurance that such approvals will be obtained in a timely manner or at all.

Any delay or inability to obtain the requisite approvals may restrict our flexibility in deploying the Net Proceeds or utilising unutilised funds in a manner that may be beneficial to the Company. This may adversely affect our ability to respond to changing business requirements and could have an adverse impact on our business, results of operations and financial condition.

**54. We have not paid any dividends in the past and our ability to pay dividends in the future will depend upon our future earnings, financial condition and other factors.**

Our Company has not declared or paid any dividends during the past financial years. We intend to utilise our future earnings, if any, primarily for business operations and growth, which may result in no dividends being declared in the near term.

The declaration and payment of dividends in the future will be at the discretion of our Board of Directors and will depend on various factors, including our financial performance, cash flows, working capital requirements, capital expenditure plans and any restrictions under financing arrangements. Consequently, returns to shareholders may primarily depend on appreciation in the value of our Equity Shares, which cannot be assured.

**External Risks**

**55. The Equity Shares have never been publicly traded, and the Issue may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and investors may be unable to resell the Equity Shares at or above the Issue Price.**

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, there will be liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian and global industry, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares. General or industry-specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of the Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

**56. The ability of Indian companies to raise foreign capital may be constrained by Indian law**.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under the Foreign Exchange Management Act (the "FEMA") and the rules thereunder. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

**57. There is no guarantee that our Equity Shares will be listed on the relevant stock exchange in a timely manner or at all.**

There is no guarantee that our Equity Shares will be listed on the relevant stock exchange in a timely manner or at all. In accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the relevant stock exchange within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure 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 the ability to dispose of Equity Shares.

58. **Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.**

We intend to utilize future earnings, if any, for business operations and growth, which may result in no dividends being declared in the near term. The decision to declare dividends will be at the discretion of our Board of Directors, considering factors such as our financial performance, condition, working capital needs, business outlook, and financing arrangements. Consequently, shareholder returns may primarily depend on the appreciation of our Equity Share value, which cannot be guaranteed.

59. **The requirements of being a publicly listed company may strain our resources. We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company.**

As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will 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 as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. Any further issuance of Equity Shares, or convertible securities or other equity-linked instruments by us may dilute investors' shareholding. We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future

60. **The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Issue Price and you may not be able to sell your Equity Shares at or above the Issue Price.**

The issue price is determined based on various factors (see the chapter "Basis for Issue Price" on page no. 103 of this Prospectus). It may not reflect the market price of our Equity Shares post-issue, which could fluctuate significantly and fall below the issue price. There is no assurance of selling Equity Shares at or above the issue price. Factors influencing share price include:

- Changes in financial metrics like earnings per share, net income, and revenue growth.
- Variations in revenue or earnings.
- Economic, legal, and regulatory conditions, both domestic and international, unrelated to our performance.

61. **A slowdown in economic growth in India or globally could adversely affect our business, results of operations, financial condition and prospects.**

Our performance and growth are dependent on the overall economic conditions in India as well as the global economic environment. Any slowdown or perceived slowdown in the Indian economy may adversely affect business sentiment, industrial production, consumer demand and investment activity, which in turn may negatively impact our business operations and growth prospects.

Further, the Indian economy is influenced by economic and market conditions in other countries. Global economic developments such as financial market volatility, geopolitical tensions, trade restrictions, sanctions, pandemics, fluctuations in commodity prices, and disruptions in global supply chains may adversely impact economic growth and financial stability across markets.

Additionally, factors such as increases in trade deficits, fluctuations in foreign exchange rates, sovereign debt rating downgrades, reduction in foreign exchange reserves or tightening of global liquidity conditions may adversely affect economic growth in India and globally. Any such adverse developments could lead to reduced demand for our products or services and may materially and adversely affect our business, financial condition, results of operations and prospects.

**62. Political instability or significant changes in Government policies could adversely affect economic conditions in India and our business.**

Our business operations are influenced by the overall political and economic environment in India. Any political instability or significant changes in Government policies, including those relating to taxation, fiscal policies, monetary policies, foreign investment regulations, trade policies, interest rates and exchange controls, may adversely affect the business environment in India.

Historically, the Government of India and various state governments have exercised considerable influence over the Indian economy as producers, consumers and regulators. In the past, the Government has imposed price controls, restricted expansion of businesses, regulated foreign exchange transactions and introduced various regulatory measures affecting businesses. Although economic liberalization policies have been pursued since the early 1990s, there can be no assurance that such policies will continue in the future.

Any reversal or significant modification of existing economic liberalization policies, introduction of restrictive regulations or political developments that adversely affect economic stability may disrupt business conditions in India. Such developments may adversely affect our business operations, financial condition, results of operations and prospects.

**63. Global economic conditions and financial instability in other countries may adversely affect the Indian economy and our business.**

The Indian economy and financial markets are influenced by economic and market conditions in other countries, particularly developed economies such as the United States and European nations, as well as emerging economies in Asia and other regions. Any financial instability, economic slowdown or recession in such economies could lead to reduced capital flows, increased volatility in financial markets and weakening of investor sentiment globally.

Geopolitical tensions, armed conflicts, sanctions imposed by governments, disruptions in international trade and other global developments may increase uncertainty in financial markets and adversely affect economic growth. Such events may also result in volatility in currency exchange rates, interest rates and commodity prices.
Any adverse global economic developments may impact the Indian economy through reduced exports, fluctuations in capital inflows, increased inflationary pressures or disruptions in supply chains. Consequently, such developments could materially and adversely affect our business, financial condition, results of operations and prospects.

If inflationary pressures persist or increase significantly, and if we are unable to effectively manage our costs or pass on the increased costs to our customers, our business, financial condition, results of operations and prospects could be adversely affected.

**64. Changes in applicable laws, regulations and government policies may adversely affect our business and results of operations.**

Our business operations are subject to various central, state and local laws and regulations in India, including those relating to taxation, corporate governance, labour laws, environmental regulations and other regulatory requirements. The regulatory framework governing businesses in India continues to evolve and may be subject to frequent changes.

Any changes in applicable laws, introduction of new regulations or changes in the interpretation or enforcement of existing laws may increase our compliance costs or restrict certain aspects of our business operations. Further, any adverse changes in tax laws, duties, levies, surcharges or other governmental charges imposed by regulatory authorities may adversely affect our profitability and financial performance.

In addition, regulatory authorities may from time to time introduce new compliance requirements, reporting obligations or regulatory approvals that may increase administrative burdens and operational costs. Our inability to comply with such requirements in a timely manner may adversely affect our business, financial condition and results of operations.

**65. Investors may be subject to Indian taxes arising out of capital gains on the sale of our 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 capital gain exceeding ₹ 1.25 lakh, realized on the sale of equity shares held for more than 12 months immediately preceding the date of transfer, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India. The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 01, 2020 and 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. The Finance Act, 2024, has, among others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, both resident as well as non-resident, and that such dividends likely be subject to tax deduction at source. 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 from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

**66. Significant differences exist between Indian GAAP and other accounting principles, such as Ind AS, IFRS and U.S. GAAP.**

Our Restated Financial Information has been prepared in accordance with Accounting Standards notified under the Companies Act, 2013 ("Indian GAAP"). These standards differ in certain respects from other generally accepted accounting principles, including Ind AS, IFRS and U.S. GAAP, which may be more familiar to certain investors.

Accordingly, financial information prepared under Indian GAAP may not be directly comparable with financial statements of companies reporting under other accounting frameworks. Investors should consider these differences while evaluating our financial performance and financial condition.

**67. Our Company may require additional equity or debt financing in the future to support its growth, and such financing may not be available on favourable terms or at all.**

Our Company may require additional capital in the future to fund its business expansion, working capital requirements and other strategic initiatives. Such funding may be sought through equity or debt financing.

However, there can be no assurance that additional funds will be available when required or on terms that are acceptable to us. Any equity financing may result in dilution of shareholding of our existing shareholders, while debt financing may involve additional financial covenants and obligations, which could impact our financial flexibility. Inability to raise adequate funds in a timely manner may adversely affect our growth plans, business operations and financial condition.

## SECTION III INTRODUCTION
## THE ISSUE

The Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on March 26, 2026 and by our Shareholders pursuant to a resolution passed at the EGM held on March 27, 2026, pursuant to Section 62(1)(c) of the Companies Act, 2013. This Issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to the section titled 'Issue Structure' beginning on page 305 of this Red Herring Prospectus.

| **PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS** | |
|---|---|
| **Particulars** | **Details of Equity Shares** |
| **Fresh Issue of Equity Shares Offered through Public Issue** | Upto 32,30,400* Equity Shares of face value of INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs |
| ***which includes: **** | |
| **Market Maker Reservation Portion** | 1,62,000* Equity Shares of face value of INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs |
| **Net Issue to the Public** | Upto 30,68,400* Equity Shares of face value of INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs |
| ***The Net Issue Comprises of*:*** | |
| **A. QIB portion** | Not more than [●] Equity Shares of face value of INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs |
| ***of which: **** | |
| **(a) Anchor Investor Portion** | Upto [●] Equity Shares of face value of INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs |
| **(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)** | Upto [●] Equity Shares of face value of INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs |
| ***of which: **** | |
| **(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)** | Upto [●] Equity Shares of face value of INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs |
| **(ii) Balance of QIB Portion for all QIBs including Mutual Funds** | Up to [●] Equity Shares of face value of INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs |
| **B. Non – institutional portion** | Not less than [●] Equity Shares of face value of INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs |
| ***of which:*** | |
| **i. one third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than INR 10 Lakhs;** | Upto [●] Equity Shares of face value INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs |
| **ii. two third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than INR 10 Lakhs** | Upto [●] Equity Shares of face value INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs |

| | |
|---|---|
| **C. Individual Investor Portions** | Not less than [●] Equity Shares of face value of INR 10 each fully paid up for cash at a price of INR [●] (including a Share premium of INR [●] per Equity Share) per share aggregating to INR [●] Lakhs. |
| **Pre-and Post-Issue Equity Shares:** | |
| **Equity Shares outstanding prior to the Issue** | 89,53,509 Equity Shares of INR 10 each |
| **Equity Shares outstanding after the Issue** | Upto [●] Equity Shares of INR 10 each |
| **Use of Net Proceeds by our Company** | Please see the chapter titled "Objects of the Issue" on page 87 of this Red Herring Prospectus for information about the use of Net Proceeds. |

**Subject to finalization of the Basis of Allotment*

- The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229(2) and Regulation 253(1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.

- In the event of oversubscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Individual Investor Portions, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Individual Investor shall not be less than the Minimum Application Size, and subject to availability of Equity Shares in the Individual Investor Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

- The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders provided (a) One third of the portion available to non-institutional investors shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than INR 10 lakhs;(b) Two-thirds of the portion available to non-institutional investors shall be reserved for applicants with an application size of more than INR 10 lakhs. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b) may be allocated to applicants in the other subcategory of non - institutional investors and not less than 35 % of the Net Issue shall be available for allocation to Individual Investor Bidders who applies for Minimum Application Size and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders.

- Our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI Regulation. Out of such portion (i) 33.33%shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

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

## SUMMARY OF OUR FINANCIAL INFORMATION

**Eventions Limited (Formerly known as Eventions Private Limited)**
**[CIN - U92190HR2020PLC091592]**
**Annexure-I**
**Restated Financial Statement**

**(Rs In Lakhs)**

| | Particulars | As at | | |
|---|---|---|---|---|
| | | March 31, 2026 | March 31, 2025 | March 31, 2024 |
| I | **EQUITY AND LIABILITIES** | | | |
| 1 | **Shareholders' funds** | | | |
| | Share capital | 895.35 | 1.00 | 1.00 |
| | Reserve and surplus | 918.03 | 984.63 | 472.04 |
| | | **1,813.38** | **985.63** | **473.04** |
| 2 | **Non current liabilities** | | | |
| | Long term borrowings | 141.09 | 75.39 | 107.85 |
| | Deferred tax liabilities | - | 1.95 | 7.65 |
| | Long term provisions | 8.97 | 4.31 | 155.76 |
| | | **150.06** | **81.65** | **271.25** |
| 3 | **Current liabilities** | | | |
| | Short term borrowings | 803.14 | 282.01 | 92.66 |
| | Trade payables | | | |
| | -total outstanding dues of micro enterprise and small enterprises | 8.96 | - | - |
| | -total outstanding dues of creditors other than micro enterprises and small enterprises | 348.55 | 213.61 | 442.71 |
| | Other current liabilities | 1,823.80 | 786.22 | 1,616.03 |
| | Short-term provisions | 115.41 | 28.15 | 4.15 |
| | | **3,099.87** | **1,309.98** | **2,155.56** |
| | | | | |
| | **TOTAL** | **5,063.30** | **2,377.26** | **2,899.84** |
| | | | | |
| II | **ASSETS** | | | |
| 1 | **Non-current assets** | | | |
| | Property, plant and equipment | | | |
| | Tangible Assets | 73.87 | 27.54 | 40.48 |
| | Non Current Investment | 106.74 | 209.98 | 130.00 |
| | Deferred tax assets (Net) | 5.52 | - | - |
| | Long-term loans and advances | 27.54 | 18.12 | 18.12 |
| | | **213.68** | **255.64** | **188.59** |
| 2 | **Current assets** | | | |
| | Trade receivables | 2,987.09 | 985.68 | 1,255.29 |
| | Cash and bank balances | 153.45 | 0.57 | 256.24 |
| | Short-term loans and advances | 1,411.55 | 1,133.64 | 1,192.42 |
| | Other current assets | 297.53 | 1.73 | 7.31 |
| | | **4,849.63** | **2,121.62** | **2,711.26** |
| | | | | |
| | **TOTAL** | **5,063.30** | **2,377.26** | **2,899.84** |

**Eventions Limited (Formerly known as Eventions Private Limited)**
**[CIN - U92190HR2020PLC091592]**
**Restated Statement of Profit and Loss**

**(Rs In Lakhs)**

| Particulars | For the year ended | | |
|---|---|---|---|
| | March 31, 2026 | March 31, 2025 | March 31, 2024 |
| **Revenue** | | | |
| Revenue from operations | 9,973.96 | 8,752.97 | 8,656.75 |
| Other income | 88.18 | 49.20 | 71.83 |
| **Total Revenue (I)** | **10,062.14** | **8,802.16** | **8,728.57** |
| | | | |
| **Expenses** | | | |
| Cost of Services | 8,287.19 | 7,354.11 | 7,880.10 |
| Employee benefit expenses | 402.95 | 485.85 | 248.79 |
| Finance costs | 66.75 | 39.23 | 24.76 |
| Depreciation and amortisation expenses | 18.68 | 16.90 | 17.83 |
| Other expenses | 264.88 | 204.08 | 114.60 |
| **Total expenses (II)** | **9,040.45** | **8,100.18** | **8,286.08** |
| | | | |
| **Profit before tax and prior period items (III = I - II)** | **1,021.70** | **701.99** | **442.49** |
| | | | |
| **Profit Before Exceptional and Extraordinary Items and Tax (III = I - II)** | **1,021.70** | **701.99** | **442.49** |
| | | | |
| **Tax expense** | | | |
| Current tax | 257.16 | 195.09 | 106.19 |
| Deferred tax (net) | (7.47) | (5.70) | 7.66 |
| **Total tax expense (IV)** | **249.69** | **189.39** | **113.84** |
| | | | |
| **Profit from Continuing Operations (III - IV )** | **772.01** | **512.59** | **328.65** |
| **Profit from Discontinuing Operations** | **-** | **-** | **-** |
| **Total Profit for the year** | **772.01** | **512.59** | **328.65** |
| | | | |
| **Earnings per equity share [nominal value of share Rs. 10 (March 31, 2026: Rs. 10, March 31, 2025: Rs. 10 March 31, 2024: Rs. 10)]** | | | |
| | | | |
| Basic earnings per share (in Rs.) | | | |
| Computed on the basis of profit from operations | **8.90** | **6.09** | **3.90** |
| Diluted earnings per share | | | |
| Computed on the basis of profit from operations | **8.90** | **6.09** | **3.90** |

EVENTIONS

**Eventions Limited (Formerly known as Eventions Private Limited)**
**[CIN - U92190HR2020PLC091592]**
**Restated Statement of Cash Flow**

**(Rs In Lakhs)**

| | Particulars | For the year ended | | |
|---|---|---|---|---|
| | | March 31, 2026 | March 31, 2025 | March 31, 2024 |
| **A.** | **Cash flow from operating activities:** | | | |
| | Net profit before tax | 1,021.70 | 701.99 | 442.49 |
| | Adjustments for profit and loss account items:- | | | |
| | Depreciation and amortisation expense | 18.68 | 16.90 | 17.83 |
| | Finance Cost | 66.75 | 39.23 | 24.76 |
| | Liability written back | (0.05) | (0.00) | (34.11) |
| | **Operating profit before working capital changes** | **1,107.07** | **758.12** | **450.97** |
| | Adjustments for changes in working capital: | | | |
| | - (Increase)/decrease in trade receivable | (2,001.36) | 269.61 | (776.72) |
| | - (Increase)/decrease in short term loan and advances | (250.99) | 253.88 | (833.68) |
| | - (Decrease)/increase in trade payable | 143.91 | (229.08) | 263.23 |
| | - (Decrease)/increase in other current liabilities | 1,037.58 | (829.85) | 986.58 |
| | - (Decrease)/increase in provisions | 13.26 | (322.54) | 51.94 |
| | - (Increase)/decrease in Other Current Assets | (295.80) | 5.58 | (7.31) |
| | **Cash generated from operating activities** | **(246.32)** | **(94.28)** | **135.01** |
| | Income tax paid (including tax deducted at source) | (205.43) | (195.09) | (105.91) |
| | **Net cash from operating activities** | **(451.75)** | **(289.38)** | **29.10** |
| **B.** | **Cash flow from investing activities:** | | | |
| | Purchase of Property, plant and equipment and intangible assets | (65.02) | (3.96) | (54.95) |
| | - (Increase)/decrease in long term loan and advances | (9.42) | - | (18.00) |
| | - (Increase)/decrease in Non Current Investment | 109.98 | (79.98) | (100.00) |
| | **Net cash generated from / (used in) investing activities** | **35.55** | **(83.94)** | **(172.95)** |
| **C.** | **Cash flow from financing activities:** | | | |
| | Proceeds from borrowings | 889.78 | 616.49 | 704.11 |
| | Issue of Equity Shares (Right Issue) | 49.00 | - | - |
| | Repayment of borrowings | (302.95) | (459.60) | (571.51) |
| | Finance Cost | (66.75) | (39.23) | (24.76) |
| | **Net cash generated from / (used in) financing activities** | **569.08** | **117.65** | **107.84** |
| | **Increase/ (decrease) in cash and cash equivalents, net** | **152.87** | **(255.67)** | **(36.00)** |
| | Cash and cash equivalents at the beginning of the year | 0.57 | 256.24 | 292.24 |
| | **Cash and cash equivalents at the end of the year** | **153.45** | **0.57** | **256.24** |
| **Cash and cash equivalents includes** | | | | |
| Cash on hand | | - | 0.07 | 0.14 |
| Balances with banks: | | | | |
| - On current accounts | | 153.45 | 0.50 | 256.10 |
| | | **153.45** | **0.57** | **256.24** |

*Note:*

*1. The above cashflow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on 'Cash Flow Statements'.*

*2. Figures in brackets indicate cash outflow.*

*3. Notes referred to in the Financial Statements form and integral part of the Cash Flow Statement.*

## Summary of contingent liabilities

As on the date of Red Herring Prospectus, our Company has no contingent liabilities and capital commitments for the financial year ended as on March 31, 2026, 2025 and 2024.

For more details kindly refer to page 191 in the section titled 'Financial Information' of the RHP.

## Summary of related party transactions

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the financial year ended on March 31, 2026, 2025 and 2024:

*(INR In Lakhs)*

| Particulars | Nature of Transaction | For the period ended March 31, 2026 | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|---|---|---|---|
| Mr. Cristoo Arora | Directors Remuneration | 54.00 | 58.75 | 7.20 |
| Mr. Cristoo Arora | Loan Received | 87.00 | 459.55 | 520.03 |
| Mr. Cristoo Arora | Loan Repaid | 213.68 | 367.89 | 552.97 |
| Mr. Cristoo Arora | Imperest | 283.10 | | |
| Mr. Ravi Rajak | Directors Remuneration | 48.00 | 45.75 | 7.20 |
| Mr. Ravi Rajak | Loan Received | 12.80 | 56.00 | - |
| Mr. Ravi Rajak | Loan Repaid | 38.80 | 30.00 | - |
| Mr. Ravi Rajak | Imprest | 88.84 | - | - |
| Gantu Online Private Limited | Investment | 6.74 | | |
| Gantu Online Private Limited | Purchase/Services Received | 3.05 | | |
| Gantu Online Private Limited | Reimbursement of expenses | 94.93 | - | - |
| Mrs. Kirat | Capital Advance Repaid | 2.50 | | |
| Mrs. Kirat | Capital Advance | 0.00 | 2.50 | 2.50 |
| Mrs. Vincy Arora | Remuneration | 7.56 | 5.40 | 3.30 |
| Mrs. Misha Dhawan | Remuneration | 0.21 | - | - |

## GENERAL INFORMATION

Our Company was incorporated on December 15, 2020, under the name of 'Eventions Private Limited', as a private limited Company under the provisions of the Companies Act, 2013, pursuant to a Certificate of Incorporation issued by Registrar of Companies, Central Registration Centre. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extra-ordinary General Meeting held on February 17, 2026 and the name of our Company was changed from "Eventions Private Limited" to "Eventions Limited" vide fresh certificate of incorporation dated February 26, 2026 issued by the Registrar of Companies, Central Processing Centre. The Corporate identification number of our Company is U92190HR2020PLC091592. For details of the change in name and registered office of our Company, please refer to the chapter titled "History and Certain Other Corporate Matters" beginning on page no. 158 of this Red Herring Prospectus.

**Brief Information on Company and Issue**

| **Particular** | **Details** |
|---|---|
| **Name of Issuer** | Eventions Limited |
| **Registered Office** | Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003<br>Tel: 9871822880<br>Website: www.eventions.in<br>Contact Person: Ms. Misha Dhawan<br>E-mail: compliance@eventions.in |
| **Corporate Identification Number** | U92190HR2020PLC091592 |
| **Date of Incorporation as Private Limited Company** | December 15, 2020 |
| **Date of Conversion as Public Limited Company** | February 26, 2026 |
| **Company Registration Number** | 091592 |
| **Company Category** | Company Limited by Shares |
| **Registrar of Company** | Registrar of Companies, Haryana |
| **Address of Registrar of Companies** | Registrar Of Companies, Haryana, Corporate Bhawan, Plot No.4-B, Sector 27-B, Chandigarh. PIN- 160019 |
| **Designated Stock Exchange** | Emerge Platform of NSE (NSE Emerge')<br>Address: Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.<br>Website: www.nseindia.com |
| **Chief Financial Officer** | Mr. Cristoo Arora<br>Address: Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003<br>E-mail: cristoo@eventions.in<br>Contact No.: 9871822880 |
| **Company Secretary and Compliance Officer** | Ms. Misha Dhawan<br>Address: Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003<br>Contact No.: 9871822880<br>E-mail: compliance@eventions.in |
| **Bid/Issue Programme** | **Bid /Issue Opens On*:** **Wednesday, September 30, 2026**<br>**Bid /Issue Close On**:** **Monday, October 05, 2026** |
| | **Anchor Bid Opens on: Tuesday, September 29, 2026*** |

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

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

***Note:*** *Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days. The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/ Issue Closing Date.*

## OUR BOARD OF DIRECTORS

| S. No. | Name | Age | DIN | Category | Designation | Address |
|---|---|---|---|---|---|---|
| 1. | Mr. Cristoo Arora | 38 | 08996161 | Executive | CFO and Whole Time Director | Plot No 44 first floor, Block C South City Phase 1, Wazirabad, Silokhra and Jharsa, Wazirabad (75), Gurgaon, Haryana - 122003 |
| 2. | Mr. Ravi Rajak | 37 | 08877166 | Executive | CEO and Whole Time Director | 1052 4th Floor, Block-C, Ansal API - Esencia, Badshahpur, Gurgaon, Haryana - 122101 |
| 3. | Ms. Kirat Ahluwalia | 39 | 11256833 | Non-Executive | Director | C-44, Ground Floor, Block-C, South City-1, Sector-41, Gurgaon, PO: Gurgaon, Dist: Gurgaon, Haryana - 122001 |
| 4. | Mr. Kanwar Nitin Singh | 43 | 10204543 | Non-Executive | Independent Director | House No.1035/3 Near Bahadurpur Gate Hoshiarpur, Punjab - 146001 |
| 5. | Mr. Sandeep Singh | 37 | 10985084 | Non-Executive | Independent Director | House No.122, Anand Nagar, Maqsudan, Jalandhar, Punjab - 144008 |

*For detailed profile of our Directors, refer "Our Management" on page 170 respectively of this Red Herring Prospectus.*

## INVESTOR GRIEVANCES

Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and / or the Book Running Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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

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

## DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

| BOOK RUNNING LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE |
|---|---|
| Corporate Professionals<br>**Corporate Professionals Capital Private Limited**<br>CIN: U74899DL2000PTC104508<br>SEBI Registration No.: INM000011435<br>Address: D-28, South Extension Part – 1, New Delhi – 110049, India<br>Tel: +91-11-40622248<br>Email: eventions.ipo@indiacp.com<br>Investor Grievance Email: mb@indiacp.com<br>Website: www.corporateprofessionals.com<br>Contact person: Mr. Manoj Kumar / Ms. Ruchika Sharma | MudraRTA<br>**Mudra RTA Ventures Private Limited**<br>CIN: U70200DL2022PTC401399<br>SEBI Registration No.: INR000004413<br>Address: B-117, 3rd Floor, DDA Sheds, Okhla Industrial Area Phase-1, New Delhi -110020<br>Tel: +91- 9958808069<br>Email: ipo@mudrarta.com<br>Investor Grievance Email: investor@mudrarta.com<br>Website: www.mudrarta.com<br>Contact person: Mr. Akshay Tanwar |
| **LEGAL ADVISOR TO THE ISSUE** | **STATUTORY AND PEER REVIEW AUDITOR OF THE COMPANY** |
| Zenith India Lawyers, Law Firm<br>Address: D-49, Sushant Lok III, Sector-57 Gurugram, Haryana -122003<br>Tel: +91 9899016169<br>Email: raj@zilawyers.com<br>Website: www.zilawyers.com<br>Contact Person: Ms. Raj Rani Bhalla | M/s Sanjeev Sharma & Associates<br>Address: 1244, Ground Floor, Sector-19 B Chandigarh 160019<br>Tel No: 9888484801<br>Email: casharmasanjeev@gmai.com<br>Firm Registration No: 012326N<br>Contact Person: Mr. Sanjeev Sharma<br>Peer Review Certificate No: 022581 |
| **BANKER TO THE COMPANY** | **BANKER TO THE ISSUE / SPONSOR BANK** |
| HDFC Bank Limited<br>Address: E-6 Local Shopping Complex, Masjid Moth, Greater Kailash 2, Delhi- 110048<br>Tel: +91- 8744880851<br>Email: Aviral.pandey1@hdfcbank.in<br>Website: www.hdfcbank.in<br>Contact Person: Aviral Pandey | Kotak Mahindra Bank Limited<br>Address: Intellion Square, 501, 5th Floor, A Wing, Infinity IT Park, Gen A.K. Vaidya Marg, Malad – East, Mumbai - 400097<br>Tel: 022 - 69410754<br>Email: cmsipo@kotak.com<br>Website: www.kotak.com<br>Contact Person: Vakar Siddiqui |
| **Syndicate Member** | |
| Aftertrade Broking Private Limited<br>206, Time Square, Besides Pariseema Building, CG Road, Navrangpura, Ahmedabad - 380009<br>Tel: +91 7801918080<br>E-mail – compliance@aftertrade.in<br>Website – www.aftertrade.in<br>Contact Person – Mr. Tanmay Trivedi<br>SEBI Registration No. – INZ000155638<br>NSE Member code - 90113 | |

## CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

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

| S. No. | Name of Auditor | Date of change | Reason of Change |
|---|---|---|---|
| 1. | **M/s TPSG & Co. Chartered Accountants**<br>Address - FF 110 Ansal Satyam Building RDC, Ghaziabad, Uttar Pradesh - 201001<br>Phone - +91 -7838954977<br>Email - info@tpsgco.in | August 14, 2023 | Resignation as statutory auditor of the company due to engagements in other assignments |
| 2. | **M/s. Japneet Makkar & Associates Chartered Accountants**<br>Address - 2934, G/F, Sector-46, Gurgaon, Haryana – 122010<br>Phone - +91 -7009924613<br>Email - japneetmakkar@gmail.com | September 30, 2023 | Appointment as a Statutory Auditor of the Company for the financial Year 2022-23 to fill the casual vacancy caused due to resignation of M/s. TPSG & Co. Chartered Accountants |
| 3. | **M/s. Japneet Makkar & Associates Chartered Accountants**<br>Address - 2934, G/F, Sector-46, Gurgaon, Haryana – 122010<br>Phone - +91 -7009924613<br>Email - japneetmakkar@gmail.com | August 30, 2024 | Resignation as statutory auditor of the company due to preoccupation in other assignments |
| 4. | **M/s Sanjeev Sharma & Associates**<br>Address - H.No. 1048, First Floor, Sector 19- B Chandigarh-160019, India<br>Tel No: 0172-2774919, 9888484801<br>Email: casharmasanjeev@gmai.com<br>Peer Review Certificate No: 022581 | August 31, 2024 | Appointment as a Statutory Auditor of the Company for the financial Year 2023-24 to fill the casual vacancy caused due to resignation of M/s. Japneet Makkar & Associates Chartered Accountants |
| 5. | **M/s Sanjeev Sharma & Associates**<br>Address - H.No. 1048, First Floor, Sector 19- B Chandigarh-160019, India<br>Tel No: 0172-2774919, 9888484801<br>Email: casharmasanjeev@gmai.com<br>Peer Review Certificate No: 022581 | September 30, 2024 | Appointment as Statutory Auditor of the Company for FY 24-25 to 28-29. |

## SELF-CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34; https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Application Forms, refer to the abovementioned SEBI link.

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs / mobile applications whose name appears on the SEBI website www.sebi.gov. in at the following path: Home ≫ Intermediaries / Market Infrastructure Institutions ≫ Recognized intermediaries ≫ Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

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

## SYNDICATE SCSB BRANCHES

In relation to ASBA Bids 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 (https://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, refer to the above-mentioned SEBI link.

## INVESTORS BANKS OR ISSUER BANKS FOR UPI

In accordance with UPI Circulars, RIIs Applying via UPI Mechanism may apply through the SCSBs and mobile applications, whose names appear on the website of SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41 ) as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public Issue using UPI mechanism is provided as 'Annexure A' to the SEBI circular, bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

## REGISTERED BROKERS

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

## REGISTRAR AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10 , as updated from time to time.

## COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19 for NSDL CDPs and at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18 for CDSL CDPs as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

## BROKER TO THE ISSUE

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

## STATEMENT OF RESPONSIBILITY OF THE BOOK RUNNING LEAD MANAGER / STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

Since Corporate Professionals Capital Private Limited is the sole Book Running Lead Manager to this Issue, all the responsibility of the Issue will be managed by them.

## CREDIT RATING

This being an Issue of Equity Shares, there is no requirement of credit rating for the Issue.

## IPO GRADING

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of appointing an IPO Grading Agency.

## EXPERT OPINION

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

1. Our Company has received written consent dated March 30, 2026 from the Statutory and Peer Review Auditor namely M/s Sanjeev Sharma & Associates, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in respect of its (i) examination report dated September 19, 2026 on our Restated Financial Information; and (ii) its report dated September 22, 2026 on the statement of Special Tax Benefits in this Red Herring Prospectus. Aforementioned consents have not been withdrawn as on the date of this Red Herring Prospectus.

2. Our Company has received written consent dated March 23, 2026 from, M/s Zenith India Lawyers, Law Firm, to include their name as required under the SEBI ICDR Regulations in this Red Herring Prospectus, and as an

"expert", as defined under Section 2(38) of the Companies Act, 2013 in respect of its expert opinion, as included in this Red Herring Prospectus, in relation to the Outstanding Litigations and Material Developments, Government and Other Statutory Approvals and Key Industry Regulations and Policies, and included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

3. Our Company has received a written consent dated March 23, 2026 from Sharma Charu & Associates Practicing Company Secretary, to include their name as an "expert" as defined under section 2(38) of the Companies Act, 2013 as the practicing company secretary and in respect of the certain certificate issued by them for inclusion in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Aforementioned consents has not been withdrawn as on the date of this Issue Document. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

## TRUSTEES

This is an Issue of equity shares hence appointment of trustees is not required.

## DEBENTURE TRUSTEES

As this is an Issue of Equity Shares, the appointment of Debenture trustees is not required.

## MONITORING AGENCY

Since the proceeds from the Fresh Issue does not exceed INR 5,000 Lakhs in terms of Regulation 262 (1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. However, we have voluntarily appointed the monitoring agency for our issue as per the details mentioned below –

**Name:** Infomerics Valuation and Rating Limited
**Address:** Office No. 1102,1103,1104, B-Wing, Kanakia Wall Street, off. Andheri
Kurla Road, Andheri East, Mumbai-400093, (INDIA)
**Contact Person:** Megha Vichare
**Tel. No.:** 9619959412
**Email:** megha.vichare@infomerics.com
**Website**: www.infomerics.com
**SEBI Registration No**.: IN/CRA/007/2015

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that our Company have currently estimated for use out of the Net Proceeds in a fiscal, the Company will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Red Herring Prospectus.

## GREEN SHOE OPTION

No Green Shoe Option is applicable for this Issue.

## APPRAISAL AGENCY

Our Company has not appointed any appraising agency for appraisal of the Project.

## FILING OF ISSUE DOCUMENT

The Red Herring Prospectus is being filed with NSE.

Draft Red Herring Prospectus will not be filed with SEBI nor will SEBI issue any observation on the draft Issue document in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of

SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in

A copy of Red Herring Prospectus will be available on the website of the company www.eventions.in, Book Running Lead Manager www.corporateprofessionals.com and stock exchange www.nseindia.com.

A copy of the Red Herring Prospectus, along with the material documents and contracts required to be filed, will be filed with the ROC in accordance with Section 32 of the Companies Act and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, will be filed with the ROC situated at Registrar of Companies, Delhi through the electronic portal at http://www.mca.gov.in/mcafoportal and the same will also be available on the website of the company www.eventions.in for inspection.

## BOOK BUILDING PROCESS

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus and the Bid Cum Application Forms (and the Revision Forms) within the Price Band. The Price Band shall be decided by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of Business Standard, an English national newspaper with wide circulation, all editions of Business Standard, a Hindi national newspaper with wide circulation (Hindi also being the regional language of Haryana where our Registered Office is located), at least two working days prior to the Bid / Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid / Issue Closing Date. Principal parties involved in the Book Building Process are:

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

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

The Issue is being made through the Book Building Process wherein 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLMs allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the "Anchor Investor Portion"), out of which 33.33% shall be reserved for domestic Mutual Funds and 6.67% for Life Insurance Companies and Pension Funds (aggregating to 40%),subject to valid Bids being received from them at or above the Anchor Investor Issue Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders in the following manner: (a) one third of the portion available to Non-Institutional Investors shall be reserved for Applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to Non-Institutional Investors shall be reserved for applicants with Application size of more than ₹10 lakhs; and (c) any unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Investors, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange.

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

**Bidders can revise their Bids during the Bid / Issue Period and withdraw their Bids until the Bid / Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid / Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.**

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled *"Issue Procedure"* beginning on page 310 of the Red Herring Prospectus.

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

**Illustration of the Book Building and Price Discovery Process**: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of 20.00 to 24.00 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

| Bid Quantity | Amount (Rs) | Cumulative Quantity | Subscription |
|---|---|---|---|
| 500 | 24.00 | 500 | 16.67% |
| 1000 | 23.00 | 1500 | 50.00% |
| 1500 | 22.00 | 3000 | 100.00% |
| 2000 | 21.00 | 5000 | 166.67% |
| 2500 | 20.00 | 7500 | 250.00% |

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

**Bid / Issue Program:**

| Event | Indicative Dates |
|---|---|
| Bid / Issue Opening Date | Wednesday, September 30, 2026 *(1)* |
| Bid / Issue Closing Date | Monday, October 05, 2026*(2)(3)* |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or about Tuesday, October 06, 2026 |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account | On or about Wednesday, October 07, 2026 |
| Credit of Equity Shares to Demat accounts of Allottees | On or about Wednesday, October 07, 2026 |
| Commencement of trading of the Equity Shares on the Stock Exchange | On or about Thursday, October 08, 2026 |

1. *Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid / Issue Period shall be one Working Day prior to the Bid / Issue Opening Date in accordance with the SEBI ICDR Regulations.*
2. *Our Company in consultation with the Book Running Lead Manager, consider closing the Bid / Issue Period for QIBs one Working Day prior to the Bid / Issue Closing Date in accordance with the SEBI ICDR Regulations.*
3. *UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Issue Closing Date, i.e.* Monday, October 05, 2026.

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

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

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid / Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid / Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid / Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid / Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software / hardware system or otherwise. In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid / Issue Closing Date. Allocation to Individual Applicants, in this Issue will be on a proportionate basis.

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

## WITHDRAWL OF THE ISSUE

Our Company, in consultation with the BRLM, reserve the right to not to proceed with the Issue at any time before the Bid/ Issue Opening Date without assigning any reason thereof. If our Company withdraws the Issue any time after the Bid/ Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/ Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Individual Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

## UNDERWITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement is dated September 22, 2026. Pursuant to the terms of the Underwriting Agreement the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriter has indicated its intention to underwrite the following number of specified securities being Issued through this Issue:

| Details of the Underwriter | No. of shares Underwritten | % of the Total Issue Size Underwritten |
|---|---|---|
| **Corporate Professionals Capital Private Limited**<br>**Address:** D-28, South Extension Part-1, New Delhi-110049, India Tel: 011-40622248.<br>Email: eventions.ipo@indiacp.com<br>Investor Grievance ID: mb@indiacp.com<br>Website: www.corporateprofessionals.com<br>SEBI Registration: INM000011435<br>CIN: U74899DL2000PTC104508<br>Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma | Upto 4,84,800 | 15% |
| MNM Stock Broking Private Limited<br>Address: 101-102, JP Complex, Opp. CN Vidhyalaya, Nr. Ambavadi Ahmedabad 380015<br>Tel: +91 079-26464676<br>Email: compliance@mnmshares.com<br>Investor Grievance ID: compliance@mnmshares.com<br>Website: www.mnmshares.com<br>SEBI Registration: INZ000001933<br>CIN - U93030GJ2010PTC062882<br>Contact Person: Mr. Nilesh K Modi | Upto 27,45,600 | 85% |
| **TOTAL** | **32,30,400** | **100%** |

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account. In the opinion of the Board of Directors (based on certificates given by the Underwriters), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Book Running Lead Manager shall be responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the underwriting agreement, will also be required to procure / subscribe to Equity Shares to the extent of the defaulted amount. If the Underwriter(s) fails to fulfil its underwriting obligations as set out in the Underwriting Agreement, the Book Running Lead Manager shall fulfil the underwriting obligations in accordance with the provisions of the Underwriting Agreement.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THE ISSUE

Our Company has entered into Market Making Agreement dated September 22, 2026, with the Book Running Lead Manager and Market Maker to fulfil the obligations of Market Making: The details of Market Maker are set forth below:

| | |
|---|---|
| **Name** | Aftertrade Broking Private Limited |
| **Address** | 206, 2nd Floor, Time Square, Beside Pariseema Complex, C G Road, Navrangpura, Ahmedabad-380 009. |
| **Contact No.** | +91-7801918080 |
| **Email** | compliance@aftertrade.in |
| **Contact Person** | Mr. Tanmay Trivedi |
| **SEBI Registration No.** | INZ000155638 |
| **Market Maker Member Code** | 90113 |

Aftertrade Broking Private Limited (Market Maker), registered with SME Platform of BSE Limited and Emerge Platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the Market Making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

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

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

1) The Market Maker (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being Issued by the Market Maker.
2) The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE Emerge and SEBI from time to time.
3) The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the NSE Emerge (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the NSE Emerge from time to time).
4) The minimum depth of the quote shall be INR 1.00 Lakhs. However, the investors with holdings of value less than INR 1.00 Lakhs shall be allowed to Issue their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
5) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% (Including the 5% of Equity Shares of the Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Equity Shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
6) There shall be no exemption / threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
7) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
8) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Aftertrade Broking Private Limited is acting as the sole Market Maker.
9) The shares of the Company will be traded in continuous trading session from the time and day the company gets listed at Emerge Platform of NSE ('NSE Emerge') and Market Maker will remain present as per the guidelines mentioned under the NSE and SEBI circulars.
10) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

11) The Market Maker shall have the right to terminate said arrangement by giving a three-month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.
12) In case of termination of the above-mentioned Market Making Agreement prior to the completion of the compulsory Market Making Period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.
13) Emerge Platform of NSE ('NSE Emerge') will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
14) Emerge Platform of NSE ('NSE Emerge') will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker; in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (Issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
15) The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
16) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to INR 250 crores the applicable price bands for the first day shall be:

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

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the Emerge Platform of NSE ('NSE Emerge').

| Sr. No. | Market Price Slab in (INR) | Proposed Spread (in % to sale price) |
|---|---|---|
| 1) | Up to 50 | 9 |
| 2) | 50 to 75 | 8 |
| 3) | 75 to 100 | 6 |
| 4) | Above 100 | 5 |

17) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market maker(s) during market making process has been made applicable, based on the Issue size and as follows:

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

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

**On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.**

## CAPITAL STRUCTURE

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

*(INR in lakhs)*

| S. No. | Particulars | Aggregate nominal value | Aggregate value at Issue Price |
|---|---|---|---|
| A. | **Authorized Share Capital** | | |
| | 1,50,00,000 Equity Shares of INR 10 each | 1,500.00 | - |
| B. | **Issued, Subscribed and Paid-Up Share Capital before the Issue** | | |
| | 89,53,509 Equity Shares of INR 10 each | 895.35 | - |
| C. | **Present Issue in terms of this Red Herring Prospectus*** | | |
| | Issue of up to 32,30,400* Equity Shares of face value INR 10 each at a Price of INR [●]/- per Equity Share | 323.04 | [●] |
| | ***Consisting of:*** | | |
| | **Reservation for Market Maker –** 1,62,000 Equity Shares of INR 10/- each at a Price of INR [●]/- per Equity Share reserved as Market Maker Portion. | 16.20 | [●] |
| | **Net Issue to the Public –** Up to 30,68,400* Equity Shares of INR 10 each at a Price of INR [●]/- per Equity Share | 306.84 | [●] |
| | ***Out of the Net Issue to the Public*** | | |
| 1. | **Allocation to Qualified Institutional Buyer:** Not more than [●] Equity Shares of INR 10 each at a Price of INR [●]/- per Equity Share | [●] | [●] |
| | ***Of Which:*** | | |
| a) | ***Anchor Investor Portion* –** Up to [●] Equity Shares of face value of INR 10 each at a Price of INR [●]/- per Equity Share | [●] | [●] |
| b) | ***Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)* –** Up to [●] Equity Shares of face value of INR 10 each at a Price of INR [●]/- per Equity Share | [●] | [●] |
| | ***Of Which:*** | | |
| i. | **Available for allocation to Mutual Funds only (5% of the Net QIB Portion) –** Up to [●] Equity Shares of face value of INR 10 each at a Price of INR [●]/- per Equity Share | [●] | [●] |
| ii. | **Balance of QIB Portion for all QIBs including Mutual Funds -** Up to [●] Equity Shares of face value of INR 10 each at a Price of INR [●]/- per Equity Share | [●] | [●] |
| 2. | **Allocation to Individual Investors –** Upto [●] Equity Shares of INR 10/- each at a price of INR [●] /- per Equity Share shall be available for allocation for Investors applying for a two lots having minimum value of INR 2.00 Lakhs. | [●] | [●] |
| 3. | **Allocation to Non-Institutional Investors -** | [●] | [●] |
| i. | Upto [●] Equity Shares of INR 10/- each at a price of INR [●] /- per Equity Share shall be available for allocation for Investors applying for a value of above INR 2.00 Lakhs and up to INR 10.00 Lakhs. | [●] | [●] |
| ii. | Upto [●] Equity Shares of INR 10/- each at a price of INR [●] /- per Equity Share shall be available for allocation for Investors applying for a value of above INR 10.00 Lakhs. | [●] | [●] |
| D. | **Issued, Subscribed and Paid-up Share Capital after the Issue** | | |
| | Up to 1,21,83,909* Equity Shares of INR 10/- each | [●] | [●] |
| E. | **Securities Premium Account** | | |
| | Before the Issue (As on March 31, 2026) | 2.39 | |
| | After the Issue | [●] | |

** To be updated upon finalization of the Issue Price and subject to Basis of Allotment.*

***The present issue has been authorized by our Board of Directors vide a resolution passed at its meeting held dated March 26, 2026 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on* March 27, 2026.

*Our Company has only one class of share capital i.e. Equity Shares of the face value of INR 10/- each only. All Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Red Herring Prospectus.*

*Further, the number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment.*

*Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spillover from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.*

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## NOTES TO THE CAPITAL STRUCTURE

**1. Details of Increase in Authorized Share Capital:**

Since the Incorporation of our Company, the authorized equity share capital of our Company has been changed in the manner set forth below:

| S. No. | Particulars of the Increase | Cumulative no. of Equity Shares | Face Value in INR | Cumulative Authorized Share Capital (INR in Lakh) | Date of Meeting | Whether AGM/ EGM |
|---|---|---|---|---|---|---|
| 1. | On Incorporation | 1,50,000 | 10/- | 15.00 | - | - |
| 2. | Increase in the authorized share capital of our Company from INR 15.00 Lakhs to INR 500.00 Lakhs | 50,00,000 | 10/- | 500.00 | August 11, 2025 | EGM |
| 3. | Increase in the authorized share capital of our Company from INR 500.00 Lakhs to INR 1500.00 Lakhs | 1,50,00,000 | 10/- | 1500.00 | March 01, 2026 | EGM |

**2. Share capital history of our Company:**

**a) Equity share capital**

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

| S No. | Date of allotment of equity shares | Number of equity shares allotted | Face value per equity share (INR) | Issue price per equity share (INR) | Nature of consideration | Cumulative number of Equity Shares | Cumulative Paid-up Capital (INR in Lakhs) | Reason/ Nature of allotment |
|---|---|---|---|---|---|---|---|---|
| 1. | On Incorporation i.e. December 15, 2020 | 10,000 | 10/- | 10/- | Cash | 10,000 | 1.00 | Initial subscription to MOA |
| 2. | September 29, 2025 | 4,90,000 | 10/- | NA | NA | 5,00,000 | 50.00 | Bonus Issue |
| 3. | September 29, 2025 | 4,90,000 | 10/- | 10/- | Cash | 9,90,000 | 99.00 | Right Issue |
| 4. | March 05, 2026 | 79,20,000 | 10/- | NA | NA | 89,10,000 | 891.00 | Bonus Issue |
| 5. | March 10, 2026 | 43,509 | 10/- | 15.55/- | Other than Cash | 89,53,509 | 895.35 | Preferential Issue (Pursuant to share swap) |

**<u>Notes to Capital Structure:</u>**

I. The details of Initial Subscription to Memorandum of Association of 10,000 Equity Shares of face value of INR

10.00/- each on December 15, 2020, are as follows:

| S. No. | Name of Allottees | No. of Equity Shares Allotted | Face Value per share (in INR) | Issue Price per share (in INR) |
|---|---|---|---|---|
| 1. | Mr. Cristoo Arora | 7,500 | 10/- | 10/- |
| 2. | Mr. Ravi Rajak | 2,500 | 10/- | 10/- |

II. The Company thereafter issued 4,90,000 Equity shares of face value INR 10/- each on September 29, 2025, by way of Bonus Issue in the ratio of 1:49, mentioned in detail below:

| S. No. | Name of Allottees | No. of Equity Shares Allotted | Face Value per share (in INR) | Issue Price per share (in INR) |
|---|---|---|---|---|
| 1. | Mr. Cristoo Arora | 2,40,002 | 10/- | NA |
| 2. | Mr. Ravi Rajak | 2,45,000 | 10/- | NA |
| 3. | Mrs. Kirat Ahluwalia | 2,009 | 10/- | NA |
| 4. | Mrs. Malti Verma | 2,401 | 10/- | NA |
| 5. | Ms. Vincy Arora | 392 | 10/- | NA |
| 6. | Mr. Rajan Bhatia | 98 | 10/- | NA |
| 7. | Mr. Chandan Pahwa | 98 | 10/- | NA |

III. The Company thereafter issued 4,90,000 Equity shares of face value INR 10/- each on September 29, 2025, for a cash consideration by way of Right Issue, mentioned in detail below:

| S. No. | Name of Allottees | No. of Equity Shares Allotted | Face Value per share (in INR) | Issue Price per share (in INR) |
|---|---|---|---|---|
| 1. | Mr. Cristoo Arora | 2,40,000 | 10/- | 10/- |
| 2. | Mr. Ravi Rajak | 2,45,000 | 10/- | 10/- |
| 3. | Mrs. Kirat Ahluwalia | 2,000 | 10/- | 10/- |
| 4. | Mrs. Malti Verma | 2,400 | 10/- | 10/- |
| 5. | Ms. Vincy Arora | 400 | 10/- | 10/- |
| 6. | Mr. Rajan Bhatia | 100 | 10/- | 10/- |
| 7. | Mr. Chandan Pahwa | 100 | 10/- | 10/- |

IV. The Company thereafter issued 79,20,000 Equity shares of face value INR 10/- each on March 05, 2026, by way of Bonus Issue in the ratio of 1:8, mentioned in detail below:

| S. No. | Name of Allottees | No. of Equity Shares Allotted | Face Value per share (in INR) | Issue Price per share (in INR) |
|---|---|---|---|---|
| 1. | Mr. Cristoo Arora | 38,79,200 | 10/- | NA |
| 2. | Mr. Ravi Rajak | 39,60,000 | 10/- | NA |
| 3. | Mrs. Kirat Ahluwalia | 32,400 | 10/- | NA |
| 4. | Mrs. Malti Verma | 38,800 | 10/- | NA |
| 5. | Ms. Vincy Arora | 6,400 | 10/- | NA |
| 6. | Mr. Rajan Bhatia | 1,600 | 10/- | NA |
| 7. | Mr. Chandan Pahwa | 1,600 | 10/- | NA |

V. The Company thereafter entered into Swap of shares agreement through which it acquired 70% shareholding in Gantu Online Private Limited and in consideration thereof alloted 43,509 Equity shares of face value INR 10/- each on March 10, 2026, by way of private placement as per mentioned in detail below:

| S. No. | Name of Allottees | No. of Equity Shares Allotted | Face Value per share (in INR) | Issue Price per share (in INR) |
|---|---|---|---|---|
| 1. | Mr. Cristoo Arora | 18,529 | 10/- | 15.55/- |
| 2. | Mr. Ravi Rajak | 24,980 | 10/- | 15.55/- |

**b) Preference Share Capital**

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

**c) Convertible Warrants**

As on the date of this Red Herring Prospectus our Company does not have any outstanding convertible warrants.

## 3. Shareholding of the Promoters of our Company

As on the date of this Red Herring Prospectus, our Promoters hold an aggregate of 88,99,059 Equity Shares representing approximately 99.39 % issued, subscribed and paid-up Equity Share capital of our Company. The details of the build-up of shareholding of the Promoters is mentioned below:

***Details of build-up of shareholding of the Promoters***

| Date of Allotment / acquisition / transaction and when made fully paid up | Nature of acquisition (Allotment/ Disposal/ Acquisition) | Number of Equity Shares | Face Value per Equity Share (in INR) | Issue/ Transfer price per Equity Share (in INR) | Consideration (cash/ other than cash) | Name of Transferor / Transferee | % of pre issue capital of Cumulative Shares | % of post issue capital of Cumulative Shares |
|---|---|---|---|---|---|---|---|---|
| **Mr. Cristoo Arora** | | | | | | | | |
| December 15, 2020 | Initial subscription to MOA | 7,500 | 10/- | 10/- | Cash | NA | 0.08 | [●] |
| May 26, 2025 | Disposal | (2,500) | 10/- | 10/- | Cash | Mr. Ravi Rajak | (0.03) | [●] |
| May 26, 2025 | Disposal | (41) | 10/- | 10/- | Cash | Mrs. Kirat Ahluwalia | 0.00 | [●] |
| May 26, 2025 | Disposal | (49) | 10/- | 10/- | Cash | Mrs. Malti Verma | 0.00 | [●] |
| May 26, 2025 | Disposal | (8) | 10/- | 10/- | Cash | Mr. Vincy Arora | 0.00 | [●] |
| May 26, 2025 | Disposal | (2) | 10/- | 10/- | Cash | Mr. Rajan Bhatia | 0.00 | [●] |
| May 26, 2025 | Disposal | (2) | 10/- | 10/- | Cash | Mr. Chandan Pahwa | 0.00 | [●] |
| September 29, 2025 | Bonus Issue | 2,40,002 | 10/- | NA | NA | NA | 2.68 | [●] |
| September 29, 2025 | Right Issue | 2,40,000 | 10/- | 10/- | Cash | NA | 2.68 | [●] |
| March 05, 2026 | Bonus Issue | 38,79,200 | 10/- | NA | NA | NA | 43.33 | [●] |
| March 10, 2026 | Private Placement | 18,529 | 10/- | 15.55/- | Other than Cash | NA | 0.21 | [●] |
| **Total (A)** | | **43,82,629** | | | | | **48.95** | **[●]** |
| **Mr. Ravi Rajak** | | | | | | | | |
| December 15, 2020 | Initial subscription to MOA | 2,500 | 10/- | 10/- | Cash | NA | 0.03 | [●] |
| May 26, 2025 | Acquisition | 2,500 | 10/- | 10/- | Cash | Mr. Cristoo Arora | 0.03 | [●] |
| September 29, 2025 | Bonus Issue | 2,45,000 | 10/- | NA | NA | NA | 2.74 | [●] |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| September 29, 2025 | Right Issue | 2,45,000 | 10/- | 10/- | Cash | NA | 2.74 | [●] |
| March 05, 2026 | Bonus Issue | 39,60,000 | 10/- | NA | NA | NA | 44.23 | [●] |
| March 10, 2026 | Private Placement | 24,980 | 10/- | 15.55/- | Other than Cash | NA | 0.28 | [●] |
| **Total (B)** | | **44,79,980** | | | | | **50.04** | **[●]** |
| **Mrs. Kirat Ahluwalia** | | | | | | | | |
| May 26, 2025 | Acquisition | 41 | 10/- | 10/- | Cash | Mr. Cristoo Arora | 0.00 | [●] |
| September 29, 2025 | Bonus Issue | 2,009 | 10/- | NA | NA | NA | 0.02 | [●] |
| September 29, 2025 | Right Issue | 2,000 | 10/- | 10/- | Cash | NA | 0.02 | [●] |
| March 05, 2026 | Bonus Issue | 32,400 | 10/- | NA | NA | NA | 0.36 | [●] |
| **Total (C)** | | **36,450** | | | | | **0.41** | **[●]** |
| **Total (A+B+C)** | | **88,99,059** | | | | | **99.39** | |

- *All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.*
- *None of the Equity Shares held by our Promoters is under pledge.*

**4. Our shareholding pattern**

The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this Red Herring Prospectus:

| Category Code | Category of shareholder | No. Of shareholder | No. of fully paid up equity shares held | No. of Partly paid up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCR R, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* | | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share Capital) As a % of (A+B+C2) | Number of locked in Shares | | Number of Shares pledged or otherwise encumbered | | Non-Disposal Undertakings | | Number of shares held in dematerialized form |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No. of Voting Rights | | | Total as a % of (A+B+C) | | | No. (a) | No. (a) | No. (a) | As a % of total shares held (B) | No. (a) | As a % of total shares held (B) | |
| | | | | | | | | Class X | Class Y | Total | | | | | | | | | | |
| I | II | III | IV | V | VI | VII= IV+ V+V I | VIII | IX | | | | X | XI=VII +X | XII | | XIII | | XIV | | XV |
| (A) | Promoters and Promoter Group | 5 | 89,49,909 | - | - | 89,49,909 | 99.96 | 89,49,909 | - | 89,49,909 | 99.96 | - | 99.96 | - | - | - | - | - | | 89,49,909 |
| (B) | Public | 2 | 3,600 | - | - | 3,600 | 0.04 | 3,600 | - | 3,600 | 0.04 | - | 0.04 | - | - | - | - | - | | 3,600 |
| (C) | Non Promoter-Non Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | - |
| (1) | Shares underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | - |
| (2) | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | - |
| | **Total** | **7** | **89,53,509** | - | - | **89,53,509** | **100.00** | **89,53,509** | - | **100.00** | **100.00** | - | **100.00** | - | - | - | - | - | | **89,53,509** |

**As on the date of this Red Herring Prospectus, 1 Equity Shares holds 1 vote.*

*Note:*

- PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.
- Our Company will file the shareholding pattern of the Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE before commencement of trading of such Equity Shares.
- All Pre-IPO equity shares of our company will be locked-in as per the regulations of SEBI ICDR Regulations prior to listing of shares on NSE.
- In terms of regulation 230(1)(d) of SEBI ICDR Regulation, all specified securities held by promoters are in dematerialized form.

5. As on the date of this Red Herring Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.

6. **Following are the details of the holding of securities of persons belonging to the category "Promoter and Promoter Group" and public before and after the Issue:**

| S.No. | Name of share holder | Pre issue | | Post issue | |
|---|---|---|---|---|---|
| | | No. of equity shares | As a % of Issued Capital | No. of equity shares | As a % of Issued Capital |
| **Promoters** | | | | | |
| 1. | Mr. Cristoo Arora | 43,82,629 | 48.95 | [●] | [●] |
| 2. | Mr. Ravi Rajak | 44,79,980 | 50.04 | [●] | [●] |
| 3. | Mrs. Kirat Ahluwalia | 36,450 | 0.41 | [●] | [●] |
| **Total - A** | | **88,99,059** | **99.39** | **[●]** | **[●]** |
| **Promoter Group** | | | | | |
| 4. | Mrs. Malti Verma | 43,650 | 0.49 | [●] | [●] |
| 5. | Ms. Vincy Arora | 7,200 | 0.08 | [●] | [●] |
| **Total - B** | | **50,850** | **0.57** | [●] | [●] |
| **Grand Total (A+B)** | | **89,49,909** | **99.96** | **[●]** | **[●]** |
| **Public** | | | | | |
| 6. | Mr. Rajan Bhatia | 1,800 | 0.02 | [●] | [●] |
| 7. | Mr. Chandan Pahwa | 1,800 | 0.02 | [●] | [●] |
| **Total - C** | | **3,600** | **0.04** | [●] | [●] |
| **Total (A+B+C)** | | **89,53,509** | **100.00** | [●] | [●] |

** Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment.*

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

| Name of the Promoter | No. of Shares held | Average cost of Acquisition (in INR) |
|---|---|---|
| Mr. Cristoo Arora | 43,82,629 | **0.62** |
| Mr. Ravi Rajak | 44,79,980 | **0.64** |
| Mrs. Kirat Ahluwalia | 36,450 | **0.56** |

** As certified by M/s Sanjeev Sharma & Associates, Chartered Accountants vide their certificate dated September 22, 2026, having UDIN 26091211VQSZXG5978.*

8. **Details of Major Shareholders:**

(A) *List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date of this Red Herring Prospectus:*

| S. No. | Name of shareholders | No. of Equity Shares held* | % of Paid up Capital** |
|---|---|---|---|
| 1. | Mr. Cristoo Arora | 43,82,629 | 48.95 |
| 2. | Mr. Ravi Rajak | 44,79,980 | 50.04 |
| | **Total** | **88,62,609** | **98.98** |

**The Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on date of this Red Herring Prospectus.*
*** The % has been calculated based on existing (pre-issue) Paid up Capital of the Company.*

(B) *List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date two years prior to the date of this Red Herring Prospectus:*

| S. No | Name of shareholders | No. of Equity Shares held* | % of Paid up Capital** |
|---|---|---|---|
| 1. | Mr. Cristoo Arora | 7,500 | 75.00 |
| 2. | Mr. Ravi Rajak | 2,500 | 25.00 |
| | **Total** | **10,000** | **100.00** |

**The Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on date of this Red Herring Prospectus.*
*The face value per Equity Share is INR 10/-.*
*** the % has been calculated based on the then existing Paid up Capital of the Company.*

(C) *List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date one year prior to the date of this Red Herring Prospectus:*

| S. No | Name of shareholders | No. of Equity Shares held* | % of Paid up Capital** |
|---|---|---|---|
| 1. | Mr. Cristoo Arora | 7,500 | 75.00 |
| 2. | Mr. Ravi Rajak | 2,500 | 25.00 |
| | **Total** | **10,000** | **100.00** |

**The Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible as on date of this Red Herring Prospectus.*
*The face value per Equity Share is INR 10/-.*
*** the % has been calculated based on the then existing Paid up Capital of the Company.*

(D) *List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Red Herring Prospectus*

| S. No | Name of shareholders | No. of Equity Shares held* | % of Paid up Capital** |
|---|---|---|---|
| 1. | Mr. Cristoo Arora | 43,82,629 | 48.95 |
| 2. | Mr. Ravi Rajak | 44,79,980 | 50.04 |
| | **Total** | **88,62,609** | **98.98** |

**The Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on date of this Red Herring Prospectus.*
*** the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.*

9. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.

10. Other than as mentioned below, our Company has not issued any Equity Shares during a period of one year preceding the date of this Red Herring Prospectus at a price lower than the Issue Price.

| S. No. | Name of Allottees | No. of Equity Shares Allotted | Face Value per share (in INR) | Issue Price per share (in INR) | Date of Allotment | Reason of Allotment | Benefit occurred to Issuer |
|---|---|---|---|---|---|---|---|
| 1. | Mr. Cristoo Arora | 2,40,002 | 10/- | NA | | | |
| 2. | Mr. Ravi Rajak | 2,45,000 | 10/- | NA | | | |
| 3. | Mrs. Kirat Ahluwalia | 2,009 | 10/- | NA | | | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 4. | Mrs. Malti Verma | 2,401 | 10/- | NA | September 29, 2025 | Bonus Issue | Capitalization of Reserves |
| 5. | Ms. Vincy Arora | 392 | 10/- | NA | | | |
| 6. | Mr. Rajan Bhatia | 98 | 10/- | NA | | | |
| 7. | Mr. Chandan Pahwa | 98 | 10/- | NA | | | |
| 8. | Mr. Cristoo Arora | 2,40,000 | 10/- | 10/- | September 29, 2025 | Right Issue | Infusion of funds |
| 9. | Mr. Ravi Rajak | 2,45,000 | 10/- | 10/- | | | |
| 10. | Mrs. Kirat Ahluwalia | 2,000 | 10/- | 10/- | | | |
| 11. | Mrs. Malti Verma | 2,400 | 10/- | 10/- | | | |
| 12. | Ms. Vincy Arora | 400 | 10/- | 10/- | | | |
| 13. | Mr. Rajan Bhatia | 100 | 10/- | 10/- | | | |
| 14. | Mr. Chandan Pahwa | 100 | 10/- | 10/- | | | |
| 15. | Mr. Cristoo Arora | 38,79,200 | 10/- | NA | March 05, 2026 | Bonus Issue | Capitalization of Reserves |
| 16. | Mr. Ravi Rajak | 39,60,000 | 10/- | NA | | | |
| 17. | Mrs. Kirat Ahluwalia | 32,400 | 10/- | NA | | | |
| 18. | Mrs. Malti Verma | 38,800 | 10/- | NA | | | |
| 19. | Ms. Vincy Arora | 6,400 | 10/- | NA | | | |
| 20. | Mr. Rajan Bhatia | 1,600 | 10/- | NA | | | |
| 21. | Mr. Chandan Pahwa | 1,600 | 10/- | NA | | | |
| 22. | Mr. Cristoo Arora | 18,529 | 10/- | 15.55/- | March 10, 2026 | Private Placement pursuant to swap | Acquisition of subsidiary |
| 23. | Mr. Ravi Rajak | 24,980 | 10/- | 15.55/- | | | |

11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

12. We have 07 (Seven) shareholders as on the date of filing of the Red Herring Prospectus.

13. As on the date of this Red Herring Prospectus, our Promoters and Promoters Group hold total **89,49,909** Equity Shares representing 99.96 % of the pre-issue paid up share capital of our Company.

14. There are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our directors and their immediate relatives within six months immediately preceding the date of filing of the Red Herring Prospectus.

| Date of Transaction | Nature of transaction (Allotment/ Disposal/ Acquisition) | Number of Equity Shares | Face Value per Equity Share (in INR) | Issue/ Transfer price per Equity Share (in INR) | Consideration (cash/ other than cash) | Name of Transferor | Name of Transferee | % of pre issue capital of Cumulative Shares | % of post issue capital of Cumulative Shares |
|---|---|---|---|---|---|---|---|---|---|
| NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |

15. The members of the Promoters Group, our Directors and the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing this Red Herring Prospectus.

16. **Details of Promoter's Contribution locked in for three years:**

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, an aggregate of 20% of the post-Issue Capital shall be considered as Promoter's Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20% of the post-issue Equity Share Capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Red Herring Prospectus until the completion of the lock-in period specified above.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, *Minimum Promoters' Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.*

*Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilized as stated in the Issue document, is expected to commence.*

We further confirm that Minimum Promoters' Contribution of 20% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund. The Minimum Promoters' Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoters' Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares. The details of the Equity Shares held by our Promoters, which are locked in for a period of three years from the date of Allotment in the Issue are given below: -

| Name of Promoter | Date of Transaction and when made fully paid-up | Nature of Transaction | No. of Equity Shares | Face Value (INR) | Issue/Acquisition Price per Equity Share (INR) | Percentage of post-Issue paid-up capital (%) | Lock in Period |
|---|---|---|---|---|---|---|---|
| Mr. Cristoo Arora | March 05, 2026 | Bonus Issue | 12,45,000 | 10 | NA | 10.22 | 3 Years |
| Mr. Ravi Rajak | March 05, 2026 | Bonus Issue | 12,45,000 | 10 | NA | 10.22 | 3 Years |
| Mrs. Kirat Ahluwalia | March 05, 2026 | Bonus Issue | 10,000 | 10 | NA | 0.08 | 3 Years |
| **Total** | | | **25,00,000** | | | **20.52** | |

The Equity Shares that are being locked in are not ineligible for computation of Promoters' contribution in terms of Regulation 237 of the SEBI ICDR Regulations. Equity Shares offered by the Promoters for the minimum Promoters' contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Public Issue.

We confirm that the minimum Promoters' contribution of 20% which is subject to lock-in for three years does/will not consist of:

a) Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
b) Equity Shares acquired during the preceding three years resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
c) Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
d) The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.
e) Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

***Lock-in of shares in excess of minimum prompters' contribution:***

As per the provisions of Regulation 238 (b) of SEBI (ICDR) Regulations, in addition to above Equity Shares that are locked-in for three years as the minimum Promoters' contribution, the balance pre-Issue Equity Share capital of our Company, *i.e.* **64,53,509 Equity Shares** shall be locked in as follows:

i. fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer; and

ii. remaining fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer."

Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

***Pledge of Locked in Equity Shares:***

In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- In case of Minimum Promoters' Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.

- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

***Transferability of Locked in Equity Shares:***
In terms of Regulation 243 of the SEBI (ICDR) Regulations, and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable:

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired. bn
- The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.

17. Our Company, our Promoters, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.

18. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, at any point of time since Incorporation except.

| S. No. | Name of Allottees | No. of Equity Shares Allotted | Face Value per share (in INR) | Issue Price per share (in INR) | Date of Allotment | Reason of Allotment | Benefit occurred to Issuer |
|---|---|---|---|---|---|---|---|
| 1. | Mr. Cristoo Arora | 2,40,002 | 10/- | NA | September 29, 2025 | Bonus Issue | Capitalization of Reserves |
| 2. | Mr. Ravi Rajak | 2,45,000 | 10/- | NA | | | |
| 3. | Mrs. Kirat Ahluwalia | 2,009 | 10/- | NA | | | |
| 4. | Mrs. Malti Verma | 2,401 | 10/- | NA | | | |
| 5. | Ms. Vincy Arora | 392 | 10/- | NA | | | |
| 6. | Mr. Rajan Bhatia | 98 | 10/- | NA | | | |
| 7. | Mr. Chandan Pahwa | 98 | 10/- | NA | | | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 8. | Mr. Cristoo Arora | 38,79,200 | 10/- | NA | March 05, 2026 | Bonus Issue | Capitalization of Reserves |
| 9. | Mr. Ravi Rajak | 39,60,000 | 10/- | NA | | | |
| 10. | Mrs. Kirat Ahluwalia | 32,400 | 10/- | NA | | | |
| 11. | Mrs. Malti Verma | 38,800 | 10/- | NA | | | |
| 12. | Ms. Vincy Arora | 6,400 | 10/- | NA | | | |
| 13. | Mr. Rajan Bhatia | 1,600 | 10/- | NA | | | |
| 14. | Mr. Chandan Pahwa | 1,600 | 10/- | NA | | | |
| 15. | Mr. Cristoo Arora | 18,529 | 10/- | 15.55/- | March 10, 2026 | Private Placement pursuant to swap | Acquisition of subsidiary |
| 16. | Mr. Ravi Rajak | 24,980 | 10/- | 15.55/- | | | |

19. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.

20. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (except bonus shares) by capitalizing any revaluation reserves.

21. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

22. There are no safety net arrangements for this public Issue.

23. An oversubscription to the extent of 10% of the Net Issue can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment.

24. As on the date of filing of the Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

25. All the Equity Shares of our Company are fully paid up as on the date of the Red Herring Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be allotted fully paid-up equity shares.

26. As per RBI regulations, OCBs are not allowed to participate in this Issue.

27. As on the date of this Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.

28. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.

29. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and NSE.

30. The Issue is being made through Book Building Method.

31. Book Running Lead Manager to the Issue viz. Corporate Professionals Capital Private Limited and its associates do not hold any Equity Shares of our Company.

32. Our Company has not raised any bridge loan against the proceeds of this Issue.

33. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

34. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.

35. An Applicant cannot make an application for more than the number of Equity Shares being Issued through this Red Herring Prospectus, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

36. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.

37. Our Promoters and the members of our Promoter Group will not participate in this Issue.

38. Our Company has not made any public issue since its incorporation.

39. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

40. For the details of transactions by our Company with our Promoter Group, Group Companies during the last three Fiscals i.e. 2024, 2025 and 2026, please refer to paragraph titled "*Related Party Transaction*" in the chapter titled *'Financial Information'* beginning on page 191 of this Red Herring Prospectus.

41. The Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of this Red Herring Prospectus. However, there has been a delay in filing of statutory forms with the Registrar of Companies with respect to the Bonus Issue and Right Issue of Equity Shares made on September 29, 2025.

## OBJECTS OF THE ISSUE

The Issue comprises of fresh issue upto 32,30,400* Equity Shares face value of INR 10 each of our Company at an Issue Price of INR [●]/- per Equity. We intend to utilize the proceeds of the Issue to meet the following objects:

*(*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment)*

1) Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company.
2) Investment in Subsidiary
3) To meet working capital requirements
4) General Corporate Purposes.

*(Collectively referred as the "Objects")*

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the Emerge platform of NSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Issue. We confirm that the activities which we have been carrying out in the last ten financial years are in accordance with the objects clause of our Memorandum of Association.

### NET ISSUE PROCEEDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be INR [●] Lakhs (the "Net Issue Proceeds").

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

| Particulars | Amount (INR in Lakh) |
|---|---|
| Gross Issue Proceeds | [●]* |
| Less: Public Issue Related Expenses# | [●] |
| Net Issue Proceeds | [●]* |

**Subject to finalization of Basis of Allotment.*
*#To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.*

### UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

| Sr. No. | Particulars | Amount (INR in Lakh) | % of Gross Issue Proceeds |
|---|---|---|---|
| 1. | Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company | 700.00 | [●] |
| 2. | Investment in Subsidiary | 140.00 | [●] |
| 3. | To meet working capital requirements | 1880.00 | [●] |
| 4. | General Corporate Purpose# | [●] | [●] |
| | **Net Issue Proceeds** | [●] | [●] |

*#To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.*

*The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Issue or INR 10 Cr., whichever is lower.*

## MEANS OF FINANCE

We intend to finance our Objects of the Issue through Issue Proceeds only. Since the entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in Internal / external circumstances or costs or other financial conditions and other factors. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required subject to applicable Rules and Regulations. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or borrowings and in such case the Funds raised shall be utilized towards repayment of such borrowings or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our current business, please see Risk factor no. 39– "***The Objects of the Issue for which funds are being raised are based on our management estimates and the same have not been appraised by any bank or financial institution or any independent agency.*** in the Section titled ***"Risk Factors"*** beginning on page no. 23 of this Red Herring Prospectus. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in this chapter.

## DETAILS OF USE OF ISSUE PROCEEDS

**1. Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company.**

As on March 31, 2026, our total outstanding borrowings amounted to INR 944.23 Lakhs. Our Company proposes to utilize an estimated amount of INR 700.00 Lakhs proceed towards full or partial repayment or pre-payment of certain borrowings availed from the lender by our Company.

Our Company has entered into various financial arrangements from time to time, with banks and financial institutions. The loan facilities availed by our Company include borrowing in the form of, inter alia, term loans and working capital facility from various lenders. For further details, see "Financial Indebtedness" on page 243 of this Red Herring Prospectus. Our Company proposes to utilize an estimated amount of INR 700.00 Lakhs from the Net Proceeds towards full or partial repayment or prepayment of certain borrowings, listed below, availed from the lenders by our Company. Pursuant to the terms of the financing arrangements, prepayment of certain borrowings may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will be funded from the amount raised for general corporate purpose or from the internal accruals of our Company.

The utilisation of Net Proceeds towards repayment and/or pre-payment of borrowings is expected to result in reduction of our outstanding indebtedness, lower interest outgo and improved debt-equity ratio. This, in turn, will enhance our financial flexibility and enable us to deploy internal accruals towards business growth, expansion and general corporate purposes, and enable better management of our working capital requirements, particularly in relation to advance payments to vendors and execution of large-scale events.

The details of the borrowings availed by our Company, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds is mentioned below -

| Name of the lender | Date of sanction letter / Date of grant of loan | Date of disbursement | Nature of Loan | Amount sanctioned (₹ in lakhs) | Amount outstanding as on March 31, 2026 (Rs in lakhs) | Amount outstanding as on August 31, 2026 (Rs in lakhs) | Rate of interest | Loan tenure | Purpose of loan | Repayment Schedule | Prepayment penalty/ conditions |
|---|---|---|---|---|---|---|---|---|---|---|---|
| HDFC Bank | 31 July 2023 | 31 July 2023 | Business Loan | 50 | 8.30 | 0.00 | 14.50% | 36 | Working Capital | EMI | 4% of loan principal outstanding for term loan (Plus taxes) |
| HDFC Bank | 18 April 2026 | 18 April 2026 | Overdraft | 880 | 720.47 | 755.93 | (8% linked to the 3-Month Repo Rate) | 12 | Working Capital | On demand | 4% of the sanctioned amount for working capital facility (Plus taxes) |
| Bajaj Finance | 07 September 2023 | 07 September 2023 | Business Loan | 35.94 | - | 0.00 | 17.50% | 48 | Working Capital | EMI | 4.72% (inclusive of applicable taxes) of principal loan amount prepaid on the date of such part pre-payment |
| Tata capital | 30 April 2025 | 30 April 2025 | Business Loan | 70.38 | 53.70 | 0.00 | 16.00% | 36 | Working Capital | EMI | NA |
| Bajaj Finance | 25 February 2026 | 25 February 2026 | Business Loan | 51.05 | 51.05 | 48.19 | 16.00% | 60 | Working Capital | EMI | 4% of the sanctioned amount for working capital facility (Plus taxes) |
| Godrej Finance | 02 March 2026 | 02 March 2026 | Business Loan | 35.70 | 35.70 | 31.66 | 17% | 36 | Working Capital | EMI | Upto 1.5% of the principal outstanding upto 2.5% of the |

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | | withdrawable Limit(in case of LAP Flexi Funds) |
| Incred Financial Services Ltd | 18 March 2026 | 21 March 2026 | Business Loan | 75.00 | 75.00 | 60.95 | 18.50% | 24 | Working Capital | EMI | 5% + applicable taxes of principal loan amount prepaid on the date of such part pre-payment |
| **Total** | | | | | **944.23** | **896.73** | | | | | |

**As certified by M/s Sanjeev Sharma & Associates, Chartered Accountants vide their certificate dated September 22, 2026, having UDIN 26091211AROTBD2594*

Further, in accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, our Statutory Auditors by way of their certificate dated September 22, 2026 have confirmed that the borrowings specified above has been utilized for the purposes availed, as per the sanction letters/loan agreements issued by the respective banks.

Further, the repayment of loan from issue proceeds does not directly or indirectly benefit to promoter, promoter group or any related party.

**2. Investment in Subsidiary**

Our subsidiary was incorporated on August 30, 2024 and operates in the B2C FIT (Free Independent Traveller) segment, offering customised travel experiences, including curated itineraries, experiential tourism and leisure travel solutions. Our Company has acquired 70.00% of the equity share capital of Gantu Online Private Limited on March 10, 2026, pursuant to a share transfer from Mr. Cristoo Arora and Mr. Ravi Rajak, who are promoters of both the Eventions Limited and Gantu Online Private Limited ('Subsidiary').

Our Company primarily operates in the business-to-business (B2B) segment, focusing on event management and MICE services for corporate and institutional clients. In the initial stages of our operations, the Company also undertook travel-related services, including customized travel solutions and Free Independent Traveller ("FIT") offerings. Subsequently, in line with our strategic focus to expand and scale our travel and experiential business, such activities have been transitioned and are now primarily undertaken through our subsidiary, Gantu Online Private Limited ("Gantu").

The business of Gantu complements our core event management and MICE operations by enabling us to diversify into the online travel segment and leverage cross-selling opportunities. Due to the evolving consumer preference towards personalised travel and digitally enabled experiences, our Company intends to strengthen Gantu's capabilities through investments in technology infrastructure, platform enhancement and digital systems, along with customer acquisition, vendor network expansion and service delivery.

Thereby, we propose to utilise an estimated amount of INR 140.00 lakhs from the Net Proceeds towards investment in our subsidiary, Gantu Online Private Limited. The proposed investment will be in the form of debt. The specific terms and conditions of such funding, including rate of interest, nature of security, tenure, repayment schedule, and subordination, if any, shall be determined at the relevant time based on mutual agreement and prevailing market conditions.

The proposed investment is intended to support the development, enhancement and scaling of its technology-driven travel and experiential platform. The estimated technology outlay is approximately INR 140.00 lakhs is proposed to be utilised towards strengthening core backend and frontend engineering capabilities, mobile application development, quality assurance and release management, cloud infrastructure and DevOps operations, as well as product and technology management functions. Further, the investment will support user experience and design enhancements, deployment of artificial intelligence tools for customer support and itinerary optimisation, integration with third-party travel service providers (including flights, hotels and ancillary services), and implementation of security, compliance and monitoring frameworks. This comprehensive technology investment is expected to enhance platform reliability, scalability and user experience, enabling Gantu to efficiently handle higher transaction volumes, improve customer engagement and drive business growth, thereby supporting the overall strategic objectives of our Company.

The quotations from two vendors for technology advancement have been given below:

| Sr. No. | Date of Quotation | Name of the Supplier | Validity of quotation | Estimated Cost (in Lakhs) |
|---|---|---|---|---|

| | | | | |
|---|---|---|---|---|
| 1. | March 30, 2026 | Grappus Technologies Private Limited | 12 months | INR 140.00 |
| 2. | March 30, 2026 | Axeno Consulting Private Limited | 12 months | INR 158.00 |

The detailed description of estimated cost of Grappus Technologies Private Limited are as follows -

| **Budget head** | **Scope covered** | **Annual estimate (INR in lakhs)** |
|---|---|---|
| Backend engineering team | Core backend services, data layer, booking logic, third-party integrations, admin backend, and ongoing platform enhancements. | 30.00 |
| Frontend web engineering | Consumer web platform, admin front-end modules, operational dashboards, and release support. | 36.00 |
| Mobile app engineering | Flutter applications, SOK integrations, mobile release support, and feature iteration. | 36.00 |
| QA & release engineering | Test planning, regression cycles, automation coverage, release validation, and environment checks. | 8.00 |
| DevOps & cloud operations | Infrastructure management, environments, backups, monitoring, uptime management, and deployment support. | 8.00 |
| Product/ tech management | Delivery planning, technical coordination, roadmap management, architecture oversight, and cross-team governance. | 8.00 |
| Al tooling & model usage | Customer support Al, quotation assistance, travel assistant/copilot usage, embeddings, prompts, and workflow automation. | 8.00 |
| Third-party travel integrations & vendor tech | Flight, hotel, holiday, visa, eSIM, activity, maps, and payment integration overheads and connector costs. | 8.00 |
| **Total estimated annual technology budget** | | **140.00** |

The detailed description of estimated cost of Axeno Consulting Private Limited are as follows -

| **Budget head** | **Scope covered** | **Annual estimate (INR in lakhs)** |
|---|---|---|
| Core platform backend | Service layer, booking orchestration, supplier connectors, admin backend logic, package/itinerary processing, and platform-side enhancements. | 32.00 |
| Travel integration and connector layer | Flight, hotel, holiday, visa, eSIM, activity, payment, and mapping integration effort including middleware and webhook handling.. | 21.00 |
| Web application delivery | Consumer web journeys, admin console interfaces, dashboard modules, and release support for browser-based surfaces. | 14.00 |
| Mobile application delivery | Flutter application development, SDK hooks, release support, and feature maintenance for app experiences. | 14.00 |

| | | |
|---|---|---|
| Admin and reporting systems | Operational console modules, package management, document workflows, business reporting, and internal tooling interfaces. | 12.00 |
| QA and release assurance | Test planning, regression cycles, automation support, UAT coordination, release validation, and environment checks. | 11.00 |
| Cloud platform and observability | Compute, databases, storage, CDN, backups, logs, uptime monitoring, and runtime observability consumption. | 12.00 |
| AI copilots and workflow automation | Support assistance, quotation support, travel assistant flows, embeddings, prompt orchestration, and workflow helpers. | 12.00 |
| Communications and transaction tooling | Payment operations support, email/SMS/push systems, helpdesk tools, and communication utilities tied to platform workflows. | 8.00 |
| Security and resilience reserve | Security review, hardening, backup validation, vulnerability checks, recovery preparedness, and controlled reserve. | 8.00 |
| Product and delivery governance | Roadmap coordination, platform planning, solution alignment, technical oversight, and cross-team delivery control. | 7.00 |
| Scaled Contingency | Reserved provision for vendor overruns, unplanned support bandwidth and moderate usage spikes during rollout | 7.00 |
| **Total estimated annual technology budget** | | **158.00** |

**Other Confirmation:**

All quotations mentioned in this section are valid as on the date of this Red Herring Prospectus. However, we have not entered into any definitive agreements with any of the vendor and there can be no assurance that the same vendor would be engaged to eventually for the supply at the same costs. We are yet to place orders.

There can be no assurance that we would be able to procure the services at the estimated costs. If we engage someone other than the vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor's estimates and actual costs for the product may differ from the current estimates. The quotation mentioned above excludes goods and services tax and other applicable taxes. In case of increase in the estimated costs, such additional costs shall be incurred from our internal accruals.

Further, our Promoters, Promoter Group, Directors, Key Managerial Personnel and the Group Companies do not have any interest in the proposed entity from whom we have obtained quotation and our Company has confirmed that such entities do not form part of our Promoter Group or Group Company.

The Company undertakes that the object of the Issue in relation to investment in the Subsidiary shall not be considered complete merely upon infusion of funds, and shall be deemed completed only upon achievement of the intended end-use objectives for which such investment is proposed.

*Notes: a) We have considered the estimates above expenditure for the budgetary purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.*
*b) The estimates relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period.*

*c) The actual deployment of funds towards investment in Subsidiaries will depend on a number of factors, including the timing, nature, size and number of initiatives undertaken, as well as general factors affecting our results of operation, financial condition and access to capital.*

**3. To meet working capital requirements**

Our Company is engaged in providing integrated event management and MICE (Meetings, Incentives, Conferences and Exhibitions) solutions, including conceptualisation, planning, coordination and execution of corporate events, conferences, exhibitions, brand activations and experiential marketing assignments. Given the nature of our business, our operations are working capital intensive, primarily on account of advance payments required to be made to vendors, service providers, venue operators, logistics partners and other stakeholders prior to the execution of events, while realizations from customers are typically received post completion of milestones or events.

Historically, we have met our working capital requirements through a combination of internal accruals and fund-based and non-fund-based banking facilities. However, with the anticipated growth in our scale of operations, increase in order size, and expansion into higher value and larger-format events, our incremental working capital requirements are expected to increase significantly.

Accordingly, our Company proposes to utilise an estimated amount of INR 1880.00 lakhs from the Net Proceeds towards funding its working capital requirements. The balance working capital requirements will be met through internal accruals and existing / enhanced working capital facilities, as may be required, in the ordinary course of business.

The augmentation of working capital will, inter alia, enable our Company to:

- undertake larger and higher-value event assignments, including marquee and multi-location events;
- make timely advance payments to vendors and service providers, which is critical for securing venues, logistics and other event infrastructure;
- improve execution capabilities and operational efficiency;
- strengthen relationships with key vendors through timely payments, thereby enabling better commercial terms; and
- support the overall growth in revenues and profitability in line with our business strategy.

Further, increased working capital availability is expected to enhance our ability to deploy internal accruals towards strategic growth initiatives, including business expansion, capability building and technology integration.

A) **Our existing working capital**

***(INR in lakhs)***

| S. No. | Particulars | As at Fiscal 2026 | As at Fiscal 2025 | As at Fiscal 2024 |
|---|---|---|---|---|
| **I** | **Current Assets** | | | |
| **1** | **Financial assets** | | | |
| | (a) Trade receivables | 2,987.09 | 985.68 | 1255.29 |
| | (b) Short term loans & advances | 1,411.55 | 1133.64 | 1192.42 |
| | (c) Others current assets | 297.53 | 1.73 | 7.31 |
| | **Total current assets (A)** | **4,696.18** | **2,121.05** | **2,455.02** |
| **II** | **Current Liabilities** | | | |
| **1** | **Financial liabilities** | | | |
| | a) Trade payables | 357.51 | 213.61 | 442.71 |
| | b) Other current liabilities | 1,823.80 | 786.22 | 1616.03 |
| | c) Short term provisions | 115.41 | 28.15 | 4.15 |

EVENTIONS

| | | | | |
|---|---|---|---|---|
| | **Total current liabilities (B)** | **2,296.72** | **1027.97** | **2062.88** |
| **III** | **Working capital requirements (A-B)** | **2399.46** | **1,093.07** | **392.13** |
| **IV** | **Funding Pattern** | | | |
| | Short-term borrowings | 803.14 | 282.01 | 92.66 |
| | Internal accruals | 1596.32 | 811.06 | 299.47 |
| | **Total Means of Finance** | **2,399.46** | **1,093.07** | **392.13** |

B) **Our estimated working capital requirement**

***(INR in lakhs)***

| S. No. | Particulars | Estimated amount as on March, 2027 | Estimated amount as on March, 2028 |
|---|---|---|---|
| **I** | **Current Assets** | | |
| **1.** | **Financial assets** | | |
| | (a) Trade receivables | 2,136.99 | 2,991.78 |
| | (b) Short term loans & advances | 1,470.83 | 2,051.54 |
| | (d) Others current assets | 2.09 | 2.30 |
| | **Total current assets (A)** | **3609.91** | **5045.62** |
| **II** | **Current Liabilities** | | |
| **1.** | **Financial liabilities** | | |
| | (a) Trade payables | 266.30 | 371.44 |
| | (b) Other current liabilities | 942.01 | 1,309.03 |
| | (c) Provisions | 40.53 | 48.64 |
| | **Total current liabilities (B)** | **1248.84** | **1729.11** |
| **III** | **Working capital requirements (A-B)** | **2361.07** | **3316.52** |
| **IV** | **Funding Pattern** | | |
| | Net Proceeds from the Fresh Issue | 900.00 | 980.00 |
| | Short term borrowings | 0.00 | 0.00 |
| | Internal accruals | 1461.07 | 2336.52 |
| | **Total Means of Finance** | **2361.07** | **3316.52** |

**As certified by M/s Sanjeev Sharma & Associates, Chartered Accountants vide their certificate dated September 22, 2026, having UDIN 26091211YUXXA05324*

Assumptions for working capital requirement

| S. No. | Particulars | 31-Mar-24 (Actuals) | 31-Mar-25 (Actuals) | 31-Mar-26 (Actual) | 31-Mar-27 (Estimated) | 31-Mar-28 (Estimated) |
|---|---|---|---|---|---|---|
| 1 | **Current Assets** | | | | | |
| | Trade receivables | 37 | 47 | 73 | 65 | 65 |
| | | | | | | |
| 2 | **Current Liabilities** | | | | | |
| | Trade payables | 14 | 16 | 13 | 10 | 10 |

The working capital projections made by the Company on the basis of the Working Capital above are based on the following key assumptions:

| S. No. | Particulars | Assumptions and Justifications |
|---|---|---|
| 1. | Trade Receivable | The Company's trade receivable days have increased from 37 days in FY24 to 47 days in FY25 and to 73 days in FY26, reflecting a consistent stretch in the collection period over the last three years. Going forward, in line with the Company's strategy to expand its presence in the industry and engage with larger and more premium clients, the receivable cycle is expected to remain higher. For the projected period, the trade receivable days have been assumed at 65 days. The same is in line with the Company's growth strategy and evolving customer profile.<br><br>Trade Receivables remain a key component of our working capital, and their growth reflects the scale of business expansion. |
| 2. | Short term loans & advances | The Company's short-term loans and advances stood at Rs 1,192.42 lakhs in FY-24, Rs 1,133.64 lakhs in FY-25, Rs 1411.55 lakhs in FY-26. For the projected period, the same is expected to be Rs 1,471 lakhs in FY-27, Rs 2,052 lakhs in FY-28. These primarily comprise prepaid expenses, advances to vendors, and advances to employees. The projected increase is in line with the growth in business operations, which requires higher advance payments to vendors and service providers. |
| 3. | Other current assets | Other current assets of the Company stood at Rs 7.31 lakhs in FY-24, Rs 1.73 lakhs in FY-25 and Rs 297.53 lakhs in FY-26 For the projected period, the same is expected to be Rs 2.09 lakhs in FY-27, Rs 2.30 lakhs in FY-28. These primarily comprise interest accrued on deposits of the Company. |
| 4. | Trade payables | The Company's trade payable days have increased from 14 days in FY-24 to 16 days in FY-25 to 13 days in FY-26. Indicating a gradual extension in the last three years in the credit period availed from suppliers. Going forward, the Company expects its trade payable days to be maintained at around 10 days during the projected period. Considering the nature of operations, timely payments to vendors enable the Company to avail better pricing and early payment discounts, thereby optimizing procurement costs. Further, maintaining prompt payment cycles supports stronger vendor relationships and ensures seamless execution of services. Accordingly, the payable cycle has been assumed at 10 days for the projected period. |
| 5. | Short term provisions | The Company's short-term provisions stood at Rs 4.15 lakh in FY-24, Rs 28.15 lakhs in FY-25, Rs 115.41 lakhs in FY-26. For the projected period, the same is expected to be Rs 41 lakhs in FY-27, Rs 49 lakhs in FY-28. These primarily comprise provision for gratuity, provision for leave encashment, provision for ESI, provision for PF, and provision for income tax. |
| 6. | Other current liabilities | Other current liabilities of the Company stood at Rs 1616.03 lakhs in FY-24, Rs 786.22 lakhs in FY-25, Rs 1823.80 lakhs in FY-26. For the projected period, the same is expected to be Rs 942 lakhs in FY-27, Rs 1,309 lakhs in FY-28. These primarily comprise advances from customers, employee-related payables, and statutory dues payable. The projected increase is mainly attributable to the expected growth in business operations, which would result in higher customer advances and a corresponding |

| S. No. | Particulars | Assumptions and Justifications |
|---|---|---|
| | | increase in employee-related accruals and statutory dues, in line with the expanding scale of operations. |

## 4. GENERAL CORPORATE PURPOSES

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy INR [●] Lakhs towards the general corporate purposes to drive our business growth. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purpose subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- acquisition/hiring of land/property for building up warehouses,
- we may also enter into strategic alliances with other body corporates for expansion of our business in abroad or in India.
- funding growth opportunities;
- servicing our repayment obligations (principal and interest) under our existing & future financing arrangements;
- capital expenditure, including towards expansion/development/refurbishment/renovation of our assets;
- working capital;
- meeting expenses incurred by our Company in the ordinary course of business or other uses or contingencies; and/or
- Strategic initiatives and
- On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head "General Corporate Purposes" and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Issue Proceeds for general corporate purposes, as mentioned above in any permissible manner.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Prospectus, shall not exceed 15% of the Gross Proceeds of the Issue or INR 10 Crore, whichever is lower, of the amount raised by our Company through this Issue in compliance with the SEBI ICDR Regulations.

## 5. ISSUE RELATED EXPENSES

The total expenses of the Issue are estimated to be approximately INR [●] Lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

| Expenses | Expenses (INR in Lakhs) | Expenses (% of total issue expenses) | Expenses (% of Gross Issue Proceeds) |
|---|---|---|---|
| Book Running Lead Manager Fees | [●] | [●] | [●] |
| Fees Payable to Registrar to the Issue | [●] | [●] | [●] |
| Fees payable to Legal Advisor | [●] | [●] | [●] |
| Fees Payable Advertising, Marketing Expenses and Printing Expenses | [●] | [●] | [●] |

| | | | |
|---|---|---|---|
| Fees Payable to Regulators including Stock Exchanges and other Intermediaries | [●] | [●] | [●] |
| Fees payable to Peer Review Auditor | [●] | [●] | [●] |
| Fees Payable to Market Maker (for Three Years) | [●] | [●] | [●] |
| Others (Fees payable for marketing & distributing expenses, selling comission, brokerage, processing fees, underwriting fees and miscellaneous expenses.) | [●] | [●] | [●] |
| Escrow Bank Fees | [●] | [●] | [●] |
| **Total Estimated Issue Expenses** | **[●]** | **100.00** | **[●]** |

***Notes:***

1. *Amounts will be finalized and incorporated in the Prospectus on determination of Issue Price. Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.*
2. *Any expenses incurred towards aforesaid issue related expenses till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue:*
3. *Selling commission payable to the SCSBs on the portion for Individual Bidders and Non-Institutional Bidders which are directly procured and uploaded by the SCSBs, would be as follows:*

| | |
|---|---|
| *Portion for Individual Bidders* | *0.001% of the Amount Allotted* (plus applicable taxes) or ₹ 50.00 whichever is less on the Applications wherein shares are allotted* |
| *Portion for Non-Institutional Bidders* | |

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

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

4. *No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Individual Bidders and Non-Institutional Bidders (excluding UPI Bids) 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 Individual Bidders and Non-Institutional Bidders* | *0.001% of the Amount Allotted* (plus applicable taxes) or ₹ 50.00 whichever is less on the Applications wherein shares are allotted* |

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

*Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹ 1 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹ 1 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.*

5. *Selling commission on the portion for Individual Bidders using the UPI mechanism, Non- Institutional Bidders, which are procured by members of the Syndicate (including their sub- Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & company account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:*

| | |
|---|---|
| *Portion for Individual Bidders* | *0.001% of the Amount Allotted* (plus applicable taxes) or ₹ 50.00 whichever is less on the Applications wherein shares are allotted* |
| *Portion for Non-Institutional Bidders* | |

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

*The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined:*

i. *For IBs & NIBs (up to Rs. 5 lakhs) 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.*
ii. *For NIBs (Bids above Rs 5 lakhs) on the basis of the Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.*

6. *Uploading charges/ Processing fees for applications made by Individual Bidders) and Non- Institutional Bidders (for an amount more than ₹ 200,000 and up to ₹ 500,000) using the UPI Mechanism would be as under:*

| | |
|---|---|
| *Sponsor Bank (Processing fee)* | Up to 15,000 Successfully Blocked UPI Mandate – NIL,<br>Incremental Above 15,000 Successfully Blocked UPI Mandates - Rs. 6.5/- + GST per Successfully Blocked UPI Mandate<br>*The Sponsor bank shall be responsible for making payments to the third parties such as remitter company, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws* |

*All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Banker to the Issue Agreement.*

*The total uploading charges / processing fees payable to members of the Syndicate, RTAs, CDPs, Registered Brokers will be subject to a maximum cap of ₹ 1.00 Lakh (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹ 1.00 Lakh, then the amount payable to members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹ 1.00 Lakh.*

*Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the company accounts of investors (all categories). Accordingly, Syndicate / Sub-Syndicate Member shall not be able to Bid Application Form above ₹ 5 lakhs and the same Bid Application Form need to be submitted to SCSB for Blocking of the Fund and uploading on the Exchange Bidding Platform. To identify bids submitted by Syndicate / Sub- Syndicate Member to SCSB a special Bid cum-application Form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / Sub Syndicate Member along with SM Code & Broker Code mentioned on the Bid-cum Application Form to be eligible for Brokerage on allotment. However, such special Forms, if used for IBs and NIB bids up to ₹ 5 lakhs will not be eligible for Brokerage.*

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

## SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

In the event the Net Issue Proceeds are not completely utilised for the Objects during the respective periods mentioned in "Schedule of implementation", due to factors such as (i) economic and business conditions; (ii) delay in procuring and operationalizing assets or necessary licenses and approvals; (iii) timely completion of the Issue; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Issue Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

The deployment of funds indicated below is based on management estimates, current circumstances of our business, valid quotations received from third parties, other commercial and technical factors, prevailing market conditions, which are subject to change. We may have to revise our funding requirements and deployment of the Net Issue Proceeds from time to time on account of various factors, such as financial and market conditions, business and strategy and other external factors, which may not be within the control of our management. This may entail changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.

Subject to applicable laws, in the event of any increase in the actual requirement of funds earmarked for the purposes set forth below, such additional fund requirement will be met by way of any means available to us, including from internal accruals and seeking additional debt from existing and/or future lenders.

**(INR in Lakhs)**

| Sr. No. | Particular | Total Estimated Cost | Estimated Utilization of Net Issue Proceeds (Up to FY 2026-27)* | Estimated Utilization of Net Issue Proceeds (Up to FY 2027-28)* |
|---|---|---|---|---|
| 1. | Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company | 700.00 | 700.00 | - |
| 2. | Investment in Subsidiary | 140.00 | 140.00 | - |
| 3. | To meet working capital requirements | 1880.00 | 900.00 | 980.00 |
| 4. | General Corporate Purpose# | [●] | [●] | [●] |
| | **Total** | [●] | [●] | [●] |

** To the extent our Company is unable to utilize any portion of the Net Issue Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net issue Proceeds in the subsequent Financial Years towards the Object. Due to general business exigencies, the use of issue proceeds may be interchangeable.*

However, the use of issue proceeds for General Corporate Purposes shall not exceed 15% of the Gross Proceeds of the Issue or INR 10 Cr., whichever is lower.

## APPRAISAL REPORT

None of the objects for which the Issue Proceeds will be utilized have been financially appraised by any financial institutions / banks.

## BRIDGE FINANCING

As on the date of this Red Herring Prospectus, we have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ ongoing projects will be repaid from the Net Issue Proceeds.

## INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934. Further, in accordance with Section 27 of the Companies Act, 2013 and other applicable laws the Company our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

## MONITORING UTILIZATION OF FUNDS

In accordance with Regulation 262 of the SEBI ICDR Regulations, our Company has appointed Infomerics Valuation and Rating Limited as the monitoring agency ("Monitoring Agency") to monitor the utilisation of the Net Proceeds. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay and in accordance with the applicable laws.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Red Herring Prospectus.

## VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

## OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

# BASIS FOR ISSUE PRICE

*Investors should read the following summary with the section titled **"Risk Factors"**, the details about our Company under the section titled **"Our Business"** and its financial statements under the section titled **"Financial Information of the Company"** beginning on page no. 23, 128, 191 respectively of this Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.*

Price Band/ Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is INR 10/- each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

## QUALITATIVE FACTORS

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

a) Proven Track Record in Execution of Corporate Events and Conferences
b) Experienced Promoters with Industry Expertise
c) Asset-Light and Scalable Operating Model
d) Capability to Execute Large-Format Events
e) Client-Centric Approach with Repeat Business Relationships

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled ***"Our Business"*** beginning on page no. 128 of this Red Herring Prospectus.

## QUANTITATIVE FACTORS

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price are as follows:

**1. Basic & Diluted Earnings Per Share (EPS):**

| Particulars | Basic EPS (in ₹) | Diluted EPS (in ₹) | Weight |
|---|---|---|---|
| Financial Year 2024 | 3.90 | 3.90 | 1 |
| Financial Year 2025 | 6.09 | 6.09 | 2 |
| Financial Year 2026 | 8.90 | 8.90 | 3 |
| Weighted Average | | | 7.13 |

**Note:**

1. *Basic EPS (INR) = Basic earnings per share are calculated by dividing the Restated Profit for the year attributable to the owners of our Company by the weighted average number of Equity Shares outstanding during the year. (The calculation has been presented after giving effect to the bonus issue dated March 5, 2026.)*
2. *Diluted EPS (INR) = Diluted earnings per share are calculated by dividing the restated profit for the year attributable to the owners of our Company by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year. (The calculation has been presented after giving effect to the bonus issue dated March 5, 2026.)*
3. *Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 'Earnings per Share'.*
4. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.*

5. *Weighted Average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e., (EPS X Weight) for each year/ Total weights. The above statement should be read with significant accounting policies and notes on Restated Financial Statements.*

**2. Price to Earnings (P/E) ratio in relation to Issue Price of INR [●]/- per Equity Share of face value Rs.10/- each fully paid up.**

| Particulars | P/E Ratio |
|---|---|
| P/E ratio based on the Basic & Diluted EPS, as restated for FY 2025-26 | At the Floor Price - [●]<br>At the Cap Price - [●] |
| P/E ratio based on the Weighted Average EPS, as restated for FY 2025-26 | At the Floor Price - [●]<br>At the Cap Price - [●] |

**Industry P/E**

| | |
|---|---|
| Highest | 22.44 |
| Lowest | 10.98 |
| **Average** | 16.71 |

*The highest and lowest industry P/E shown above is based on the peer set provided below under "Comparison with listed industry peers". For further details, see "-Comparison with listed industry peers" below*

**3. Return on Net Worth (RONW)**

| Particulars | Return on Net Worth (%) | Weight |
|---|---|---|
| Financial Year 2024 | 106.46 | 1 |
| Financial Year 2025 | 70.28 | 2 |
| Financial Year 2026 | 55.16 | 3 |
| Weighted Average | | 68.75 |

**Note:**

1. *Net worth means the aggregate of paid-up equity share capital and other equity (all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account) as per the Restated Financial Information*
2. *Return on Net Worth (%) = Restated Profit for the year attributable to equity shareholders of our Company divided by Average Net Worth of our Company.*
3. *Weighted average = Aggregate of year-wise weighted Return on Net worth divided by the aggregate of weights i.e. (Return on Net worth x Weight) for each year / Total of weights.*

**4. Net Asset Value per Equity Share**

| NAV per Equity Share | NAV (INR) |
|---|---|
| As on March 31, 2026 | 20.92 |
| After the Issue | At the Floor Price - [●]<br>At the Cap Price - [●] |
| Issue Price | [●] |

**Not annualized*

*Notes:*

*Net Asset Value per share = Equity attributable to owners of the Company divided by weighted average numbers of equity shares outstanding during the year. (The calculation has been presented after giving effect to the bonus issue dated March 5, 2026.)*

*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 audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation*

5. **Comparison with industry peers**
**Set forth below are the details of comparison of key performance of indicators with our listed industry peers:**

***(Amount in Lakhs except %ages)***

| Name of Company | Face Value (INR per share) | CMP | P/E Ratio | EPS (INR) | RONW (%) | NAV (INR Per Share) | PAT (INR in Lakhs) |
|---|---|---|---|---|---|---|---|
| Eventions Limited | 10 | [●]^ | [●]** | 8.90 | 55.16% | 20.92 | 772.01 |
| Mach Conferences & Events Limited | 10 | 160.70 | 22.44 | 7.16 | 12.99% | 58.47 | 1,506.19 |
| E-Factor Experiences Limited | 10 | 165.00 | 10.98 | 15.03 | 24.25% | 69.41 | 1967.64 |

** Source: All the financial information for listed industry peer mentioned above is on a Consolidated basis sourced from the Annual Reports/Information of the peer company uploaded on the stock exchanges website for the year ended March 31,2026.*

*#The financial information for our Company is based on the Restated Financial Information as at and for the financial year ended March 31,2026 .*

*^To be included post finalization of the Issue Price*

*Notes:*

1. *P/E Ratio has been computed based on the closing market price of equity shares on NSE as on September 18, 2026 divided by the Diluted EPS as on as on 31st March 2026.*
2. *RoNW is computed as net profit after tax divided by the net worth. Net worth has been computed as sum of share capital and reserves and surplus.*

6. **Key Performance Indicators**

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 22, 2026, and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company.

Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three-year period prior to the date of filing of this Red Herring Prospectus. Further, the KPIs herein have been certified by M/s Sanjeev Sharma & Associates, Chartered Accountants, by their certificate dated September 22, 2026.

The KPIs of our Company have been disclosed in the sections titled "Our Business" and "Basis of Issue Price" on pages 128 and 103 respectively of this Red Herring Prospectus. We have described and defined the KPIs as applicable in "Definitions and Abbreviations" on page no. 2 of this Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

Set forth below are KPIs which are being used by our Company to understand and analyses the business performance, which in result, help us in analysing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

**Key Performance Indicators of our Company**

***(Amount in Lakhs except %ages)***

| Particulars | For the year ended | | |
|---|---|---|---|
| | **March 31, 2026** | **March 31, 2025** | **March 31,2024** |
| Revenue from operations (1) | 9,973.96 | 8,752.97 | 8,656.75 |
| EBITDA (2) | 1,018.95 | 708.92 | 413.26 |
| EBITDA (%) Margin (3) | 10.22% | 8.10% | 4.77% |
| ROCE (%) (4) | 48.76% | 68.31% | 88.51% |
| Current Ratio (5) | 1.56 | 1.62 | 1.26 |
| Debt to Equity (6) | 52.07% | 36.26% | 42.39% |
| PAT (7) | 772.01 | 512.59 | 328.65 |
| PAT Margin % (8) | 7.67% | 5.82% | 3.77% |
| ROE/RoNW (9) | 55.16% | 70.28% | 106.46% |
| EPS (10) | 8.90 | 6.09 | 3.90 |

*As certified by M/s Sanjeev Sharma & Associates Chartered Accountant UDIN 26091211SATPW09265 dated September 22, 2026.*

**Notes:**

*(1) Revenue from operations is the total revenue generated by our Company from its operation.*
*(2) EBITDA is calculated as Profit after tax + Depreciation + Interest Expenses – Other Income.*
*(3) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.*
*(4) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity + Total Debt + Deferred Tax Liability.*
*(5) Current Ratio is calculated as Current Asset divided by Current Liability*
*(6) Debt to Equity is calculated as Total Debt divided by Shareholder's Equity*
*(7) PAT is mentioned as PAT for the period.*
*(8) PAT margin is calculated as PAT divided by Total income.*
*(9) ROE is calculated as PAT divided by shareholders' equity.*
*(10) EPS is mentioned as EPS for the period. (The calculation has been presented after giving effect to the bonus issue dated March 5, 2026.)*

**Explanation for KPI metrics**

| **KPI** | **Explanations** |
|---|---|
| Revenue from Operations (1) | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business. |
| EBITDA (2) | EBITDA provides information regarding the operational efficiency of the business. |
| EBITDA margin(3) | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business. |
| ROCE (%) (4) | ROCE provides how efficiently our Company generates earnings from the capital employed in the business. |
| Current Ratio (5) | It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables |
| Debt – Equity Ratio (6) | Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage. |
| PAT(7) | Profit after tax provides information regarding the overall profitability of the business. |

| | |
|---|---|
| PAT margin (%)[8] | PAT Margin (%) is an indicator of the overall profitability and financial performance of our business. |
| ROE (%) [9] | RoE provides how efficiently our Company generates profits from shareholders' funds. |
| EPS [10] | EPS (Earnings Per Share) is the portion of a company's profit allocated to each outstanding share of equity. |

**7. Set forth below are the details of comparison of key performance of indicators with our listed industry peer:**

*[Remainder of the page has been intentionally left blank].*

| Particulars | Eventions Limited | | | Mach Conferences & Events Limited | | | E-Factor Experiences Limited | | |
|---|---|---|---|---|---|---|---|---|---|
| | As on Mar'26 | As on Mar'25 | As on Mar'24 | As on Mar'26 | As on Mar'25 | As on Mar'24 | As on Mar'26 | As on Mar'25 | As on Mar'24 |
| Revenue from operations (1) | 9,973.96 | 8,752.97 | 8,656.75 | 23,044.99 | 23,574.73 | 23,725.89 | 19,144.05 | 17,155.37 | 14,855.74 |
| EBITDA (2) | 1,018.95 | 708.92 | 413.26 | 1,951.03 | 1,867.81 | 3,468.41 | 2,869.49 | 2,668.76 | 2,217.25 |
| EBITDA (%) Margin (3) | 10.22% | 8.10% | 4.77% | 8.47% | 7.92% | 14.62% | 14.99% | 15.56% | 14.93% |
| ROCE (%) (4) | 48.76% | 68.31% | 88.51% | 14.67% | 19.54% | 72.48% | 25.87% | 36.08% | 56.09% |
| Current Ratio (5) | 1.56 | 1.62 | 1.26 | 2.58 | 4.17 | 1.78 | 2.08 | 1.78 | 1.88 |
| Debt to Equity (6) | 52.07% | 36.26% | 42.39% | 4.55% | 6.02% | 24.91% | 32.32% | 21.40% | 7.43% |
| PAT (7) | 772.01 | 512.59 | 328.65 | 1,506.19 | 1,417.22 | 2,618.27 | 1967.64 | 2,017.56 | 1,536.14 |
| PAT Margin % (8) | 7.67% | 5.82% | 3.77% | 6.46% | 5.93% | 10.94% | 10.22% | 11.61% | 10.29% |
| ROE/RoNW (9) | 55.16% | 70.28% | 106.46% | 12.99% | 17.89% | 72.84% | 24.25% | 33.12% | 49.23% |
| EPS (10) | 8.90 | 6.09 | 3.90 | 7.16 | 7.07 | 13.92 | 15.03 | 15.42 | 13.63 |

*Source: Annual Report, Offer Documents*

*Notes:*

*(1) Revenue from operations is the total revenue generated by our Company from its operation..*

*(2) EBITDA is calculated as Profit after tax + Depreciation + Interest Expenses – Other Income.*

*(3) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.*

*(4) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity + Total Debt + Deferred Tax Liability.*

*(5) Current Ratio is calculated as Current Asset divided by Current Liability*

*(6) Debt to Equity is calculated as Total Debt divided by Shareholder's Equity*

*(7) PAT is mentioned as PAT for the period .*

*(8) PAT margin is calculated as PAT divided by Total income.*

*(9) ROE is calculated as PAT divided by Average shareholders' equity.*

*(10) EPS is mentioned as EPS for the period (The calculation has been presented after giving effect to the bonus issue dated March 5, 2026)*

**Weighted average cost of acquisition**

a) ***Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")***

Except as stated below there has been no issuance of Equity Shares (excluding bonus shares) or convertible securities during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days –

| Date of transfer | No. of Equity Shares transferred | Face value per Equity Share (₹) | Transaction/ Transfer price per Equity Share (₹) | Nature of transaction | Nature of consideration | Total Consideration (in ₹ lakhs) |
|---|---|---|---|---|---|---|
| September 29, 2025 | 4,90,000 | 10/- | 10/- | Right Issue | Cash | 49,00,000 |

b) ***Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving our Promoters, the members of the Promoter Group during the 18 months preceding the date of filing of the Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions").***

Except as stated below, there have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the promoters, members of the promoter group, investor selling shareholder, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

| Date of transfer | No. of Equity Shares transferred | Face value per Equity Share (₹) | Transfer price per Equity Share (₹) | Nature of transaction | Nature of consideration | Total Consideration (in ₹ lakhs) |
|---|---|---|---|---|---|---|
| May 26, 2025 | 2,500 | 10/- | 10/- | Transfer | Cash | 25,000 |
| May 26, 2025 | 41 | 10/- | 10/- | Transfer | Cash | 410 |
| May 26, 2025 | 49 | 10/- | 10/- | Transfer | Cash | 490 |
| May 26, 2025 | 8 | 10/- | 10/- | Transfer | Cash | 80 |
| May 26, 2025 | 2 | 10/- | 10/- | Transfer | Cash | 20 |

| | |
|---|---|
| **Weighted average cost of acquisition (WACA)** | **10/-** |

c) ***Price per share based on the last five primary or secondary transactions:***

Since there are transactions to report under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Prospectus irrespective of the size of transactions is not required to be disclosed.

d) ***Weighted average cost of acquisition, floor price and cap price***

| **Types of transactions** | **Weighted average cost of acquisition (INR per Equity Share)** | **Floor Price (i.e. INR [●])*** | **Cap Price (i.e. INR [●])*** |
|---|---|---|---|
| Weighted average cost of acquisition of primary / new issue as per paragraph (a) above. | 10 | [●] | [●] |
| Weighted average cost of acquisition for secondary sale / acquisition as per paragraph (b) above. | 10 | [●] | [●] |
| Weighted average cost of acquisition of primary issuances as per paragraph (c) above | NA | NA | NA |

** To be updated at Prospectus stage*

*^Since primary acquisition in last 18 months is only through bonus issue of shares.*

*As certified by M/s Sanjeev Sharma & Associates, Chartered Accountants vide their certificate dated September 22, 2026, having UDIN 26091211VQSZXG5978*

## STATEMENT OF POSSIBLE TAX BENEFITS

**To,**

**The Board of Directors**
**Eventions Limited**
**(Formerly known as Eventions Private Limited)**
**Plot No.108, Sector-44, Institutional, Gurgaon,**
**Sector-45, Haryana, India-122003**

Dear Sirs,

**Re: Statement of possible special tax benefits available to Eventions Limited (Formerly known as Eventions Private Limited) ("the Company") and its shareholders under direct and indirect tax laws**

We refer to the proposed initial public offering of equity shares (the "Issue") of the Company. We enclose herewith the annexure showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act"), the Customs Act, 1962 and the Customs Tariff Act, 1975, (collectively the "Taxation Laws") including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the assessment year 2026-27 relevant to the financial year 2025-26 for inclusion in the Red-herring Prospectus/ Prospectus ("Issue Document") for the proposed issue of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of taxation laws. Hence, the ability of the Company or its shareholders to derive these tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

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

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the issue document for the proposed public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the issue document.

**LIMITATIONS**

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India 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. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.

This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the Issue).

**Yours faithfully,**

**For Sanjeev Sharma & Associates**
**Chartered Accountants**
**Firm Registration Number: 012326N**

**CA Sanjeev Sharma**
**Partner**
**M.No: 091211**

**UDIN: 26091211IPSJKX4388**

**Date: September 22, 2026**
**Place: Chandigarh**

## ANNEXURE

## STATEMENT POSSIBLE OF TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

**Direct Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 ('the Act'), as amended by Finance Act, 2024 i.e., applicable for Financial Year 2025-26 relevant to the Assessment Year 2026-2027 presently in force in India.

**A. SPECIAL TAX BENEFITS TO THE COMPANY**

1. Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of tax of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

   The Company has represented to us that it has opted for section 115BAA for the assessment year 2024 - 25, 2025 - 26 and 2026-27.

2. As per the provisions of section 80M of the Act, inserted with effect from 01 April 2021, a domestic company, shall be allowed to claim a deduction of dividend income earned from any other domestic company or a foreign company or a business trust. However, such deduction shall be restricted to the amount of dividend distributed by it to its shareholders on or before the due date i.e., one month prior to the date of furnishing the return of income under sub-section (1) of section 139 of the Act.
   The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in section 80M of the Act.
   The Company does not have any investment as on date and, accordingly, the provisions of Section 80M of the Income-tax Act, 1961 are not applicable to the Company.

**B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS**

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

**Indirect Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017/ Integrated Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications ("GST law"), the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law") and Foreign Trade Policy 2015-2020 ("FTP") (collectively referred as "Indirect Tax").

**A. SPECIAL TAX BENEFITS TO THE COMPANY**

There are no special tax benefits available to the Company under GST law.

**B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS**

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax.

SECTION IV ABOUT THE COMPANY

## INDUSTRY OVERVIEW

*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but 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, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information*

### GLOBAL OUTLOOK

Global growth is projected to remain resilient at 3.3 percent in 2026 and at 3.2 percent in 2027: rates similar to the estimated 3.3 percent outturn in 2025. The forecast marks a small upward revision for 2026 and no change for 2027 compared with that in the October 2025 World Economic Outlook (WEO). This steady performance on the surface results from the balancing of divergent forces. Headwinds from shifting trade policies are offset by tailwinds from surging investment related to technology, including artificial intelligence (AI), more so in North America and Asia than in other regions, as well as fiscal and monetary support, broadly accommodative financial conditions, and adaptability of the private sector. Global headline inflation is expected to decline from an estimated 4.1 percent in 2025 to 3.8 percent in 2026 and further to 3.4 percent in 2027. The inflation projections are also broadly unchanged from those in October and envisage inflation returning to target more gradually in the United States than in other large economies.

Since the October 2025 WEO, trade tensions have continued to abate but remain subject to occasional flare-ups. A dispute between China and the United States involving controls on exports of semiconductors and rare earth minerals was quickly followed by a truce that reduced bilateral tariffs until November 2026 and introduced a pause on export controls. US authorities also removed, for all countries, tariffs on some agricultural products, offsetting the higher tariffs on certain sectors that were previously announced and are now in effect. This leaves the overall US effective tariff rate at about the same level as assumed in the October 2025 WEO (Figure), but the changes for specific countries can be meaningful

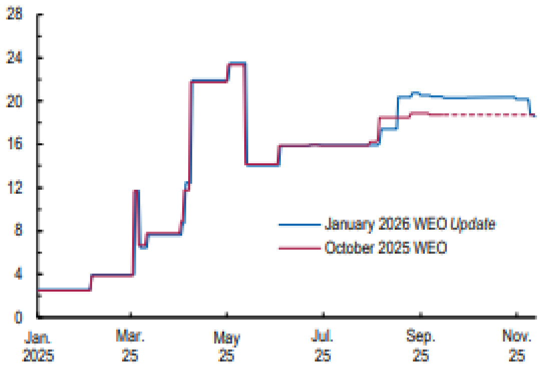
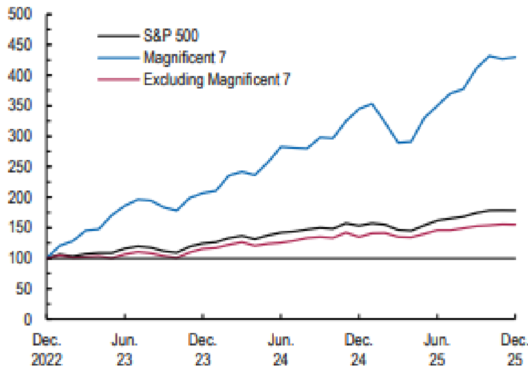



*Figure: Removal of Some US Tariffs Offsets Recently Implemented Ones*
*(US effective tariff rate, percent)*

Global financial conditions are still accommodative, despite some volatility and rising sovereign yields. Stock prices of major technology companies pulled further apart from prices of other stocks (Figure below). Financial conditions, overall, changed little or tightened only moderately. The US dollar recovered slightly as the momentum of investors' hedging of exposures slowed but came briefly under renewed pressure following the initiation of an investigation into the Federal Reserve chair




Against this backdrop of stabilizing trade tensions and supportive financial conditions, the global economy has continued to be remarkably resilient, adapting to the shifting landscape and with momentum varying across countries and sectors. In aggregate, global growth in the third quarter of

2025 decelerated to 2.4 percent on an annualized basis, above expectations but with upside surprises in some countries offset by downside surprises in others

Even as signs of moderation have started to appear in high-frequency data, global trade has remained relatively robust, with brisk expansion in technology-related exports offsetting slowing momentum in exports in other product categories (Figure).


Global inflation has been largely steady. While the global median of sequential inflation has firmed slightly, for both headline and core rates, annual inflation has been stable, surprising mildly on the downside. That said, in the United States, the high cost of living continues to be the most important concern cited in household surveys, and household expectations for one-year-ahead inflation remain elevated, as do input prices in manufacturing purchasing managers' indexes.

Economic policy uncertainty is assumed to remain elevated through 2026. Prices for energy commodities are expected to fall by about 7 percent in 2026, more than projected in the October 2025 WEO. Oil prices remain low and are expected to decrease further on account of tepid global demand growth and strong supply growth. However, a soft price floor is provided by higher-cost producers, Chinese strategic stockpiling, and the approach of OPEC+ (Organization of the Petroleum Exporting Countries plus selected non-member countries) to avoid a price collapse. Natural gas prices are expected to remain relatively contained amid lower energy demand resulting from uncertainty, more flexible European Union (EU) storage targets, and the prospects of ample liquid natural gas supply in the medium term

Growth in advanced economies is projected to be 1.8 percent in 2026 and 1.7 percent in 2027. In the United States, the economy is projected to expand by 2.4 percent in 2026, supported by fiscal policy and a lower policy rate, while the impact of higher trade barriers also gradually wanes. This 0.3 percentage point upward revision from the October forecast reflects a stronger-than expected GDP outturn in the third quarter of 2025, a rebound in activity in the first quarter of 2026 compared with that in the fourth quarter of 2025 following the end of the federal government shutdown, and the associated carryover. Growth is projected to remain solid at 2.0 percent in 2027, with a near-term fiscal boost from tax incentives for corporate investment under the One Big Beautiful Bill Act of 2025.

In emerging market and developing economies, growth is expected to continue to hover just above 4.0 percent in 2026 and 2027. Relative to the projection in October, growth in 2025 for China is revised upward by 0.2 percentage point to 5.0 percent. The revision reflects stimulus measures and additional policy bank lending for investment. Growth for 2026 is also revised upward by 0.3 percentage point to 4.5 percent, reflecting the lower US effective tariff rates on Chinese goods as a result of the yearlong trade truce agreed to in November and stimulus measures that are assumed to be implemented over two years.

In the Middle East and Central Asia, growth is projected to accelerate from 3.7 percent in 2025 to 3.9 percent in 2026 and to 4.0 percent in 2027, supported by higher oil output, resilient local demand, and ongoing reforms. Growth is also expected to accelerate in sub-Saharan Africa, from 4.4 percent in 2025 to 4.6 percent in 2026 and 2027, supported by macroeconomic stabilization and reform efforts in key economies. In Latin America and the Caribbean, growth is projected to moderate to 2.2 percent in 2026 and bounce to 2.7 percent in 2027 as countries in the region approach potential from different cyclical positions. In emerging and developing Europe, a sharp slowdown in 2025 to a growth rate of 2.0 percent is expected to reverse, with economies in the region expanding at an average rate of 2.3 percent in 2026 and 2.4 percent in 2027. In most regions, the rebound also reflects the fading effect of shifting trade policies

World trade volume growth is expected to decline from 4.1 percent in 2025 to 2.6 percent in 2026 and increase to 3.1 percent in 2027. These dynamics reflect patterns of front-loading and trade flow adjustments to new policies. Over the medium term, expansionary fiscal packages in economies with current account surpluses are expected to contribute to declining global imbalances

Global inflation is projected to continue its decline, with headline inflation falling to 3.8 percent in 2026 and 3.4 percent in 2027. This is virtually unchanged from that in the October 2025 WEO, with overarching trends of softening demand and lower energy prices remaining intact.

Beyond the navigation of near-term trade-offs and challenges, elevating medium-term growth prospects remains the most effective strategy for resolving macroeconomic dilemmas. Structural reforms targeting labor markets, education, regulatory frameworks, and competition will drive productivity, potential output, and job creation. Moreover, harnessing technological progress— through digital transformation, AI adoption, and investment in renewables and energy-efficient systems, among other possibilities—can accelerate productivity gains and expand growth potential. These efforts should not jeopardize but rather be aligned with a rebalancing of the global economy, which is a crucial element of sustainability.

***Source:*** ***https://www.imf.org/-/media/files/publications/weo/2026/january/english/text.pdf***

## INDIAN ECONOMY OVERVIEW

At a time of heightened global uncertainty and shifting economic dynamics, the Union Budget 2026-27 positions India's policy framework around stability, resilience and inclusive growth. Building on the reform momentum of recent years, the Budget advances a calibrated strategy that combines fiscal prudence with targeted interventions to sustain growth, strengthen productivity and strategic resilience and expand economic participation. By aligning investment-led growth with human capital development and social protection, the policy approach seeks to reinforce macroeconomic stability while ensuring that growth remains broad-based and employment-oriented.

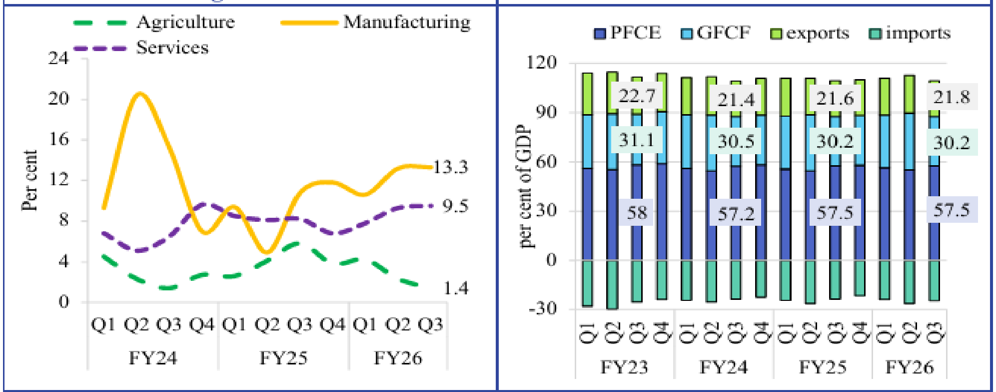
Economic activity in January 2026 remained broad-based, with high-frequency indicators pointing to sustained momentum. Manufacturing expansion was supported by strong order books and capacity utilisation above long-run averages, while services activity remained robust amid improving demand conditions. Alongside improved corporate performance and positive forward-looking indicators, these trends suggest continued growth momentum into the next fiscal year.

A key statistical milestone was the introduction of the revised GDP and CPI series, strengthening the measurement of economic activity and inflation dynamics. Inflation under the new CPI 2024 series firmed moderately in January 2026 to 2.75 per cent, reflecting normalisation in food prices, but remained within a broadly benign range. The new GDP series shows a smaller but steadfast economy, especially post-pandemic, with three consecutive years of growth above 7 per cent. Contribution to growth by industry and investment appears higher than what was in the earlier series. The new series resets the macroeconomic measurement framework, levels, growth rates, sectoral composition, and expenditure shares-against which fiscal, monetary, and structural policy will henceforth be assessed.

Fiscal policy continues along a consolidation path while maintaining expenditure quality. During April-January FY26, capital expenditure grew by 11.2 per cent while revenue expenditure remained contained. The fiscal deficit up to January was lower than in the corresponding period of the previous year, reflecting improved fiscal management. Building on this progress, the Union Budget 2026-27 continues the fiscal consolidation trajectory while sustaining capital spending to support infrastructure-led growth and macroeconomic credibility. The recommendations of the 16th Finance Commission further support this approach by emphasising responsible federalism, fiscal self-reliance and improved expenditure efficiency at the State level. However, compression of GDP in nominal terms in the new series translates the 4.4 per cent fiscal deficit target of FY26 to 4.5 per cent. The fiscal deficit for FY27, now projected at 4.3 per cent, would amount to 4.46 per cent of projected GDP, assuming the same nominal GDP growth rate of 10 per cent.

The quarterly GDP estimates in the revised series point to strengthening growth momentum in the second half of FY26. Real GDP growth accelerated to 7.8 per cent in Q3, underscoring the resilience of domestic demand conditions. On the supply side, growth remained broad-based and robust, with both manufacturing and services expanding at higher YoY rates in Q2 and Q3 of FY26 than in the corresponding quarters of the previous year. Manufacturing sustained strong double-digit expansion, growing by 13.2 per cent in Q2 and 13.3 per cent in Q3,

**Services and manufacturing bolster GVA growth** | **Consumption & investment continue as major drivers**




Source: MoSPI

signalling continued industrial momentum. The services sector also maintained steady traction, expanding by 9.3 per cent in Q2 and 9.5 per cent in Q3, supported by trade, transport, communication segment, and financial, real estate and professional services.

Even from a demand-side perspective, growth remains anchored in domestic drivers. Private Final Consumption Expenditure, accounting for 57.5 per cent of GDP, remained resilient, while investment, with a share of 30.2 per cent of GDP, sustained its contribution to GDP. Overall, FY 2025-26 performance relies heavily on Q2 and Q3, implying strong mid year momentum. Based on the full-year real GDP estimates and the sum of the available three quarters, the implicit real GDP growth estimate for Q4 FY26 is 7.3 per cent.

Trade policy uncertainty remains the defining feature of the external environment. In January 2026, the trade policy uncertainty index increased by 33.2 per cent on a month-on-month basis, following four consecutive months of decline. In January, India's merchandise exports increased marginally by 0.6 per cent (YoY) while non-petroleum, non-gems and jewellery exports grew by 2 per cent (YoY). Services exports have continued to provide a thrust to the country's trade performance, increasing by 26.3 per cent (YoY) to achieve their highest-ever monthly level.

FDI inflows strengthened in April-December FY26, even as portfolio flows stayed negative before turning positive in February. At the same time, foreign exchange reserves remain comfortable, providing cover for more than 11 months of goods imports. Progress on trade agreements and diversification initiatives complements export performance by improving market access and reducing external vulnerabilities.

Monetary and financial sector conditions have remained supportive. Bank credit growth strengthened further, with overall and non-food credit growth reaching their highest levels in FY26, led by services and sustained lending to micro and small enterprises. Financial sector reforms announced in the Budget will deepen financial markets, enhance efficiency and strengthen financial intermediation to better support India's evolving growth requirements.

Labour market indicators point to a gradual strengthening of employment conditions, supported by regulatory reforms, expanding social protection and targeted skilling initiatives. Employment increased to an average of 57.4 crore persons in Q3 FY26, including rising female participation, while high-frequency indicators suggest stable hiring trends in emerging service sectors. The Budget builds on this momentum through a sector-focused employment strategy centred on "Yuva Shakti", integrating job creation, skill development, education and healthcare investments to improve workforce employability and participation.

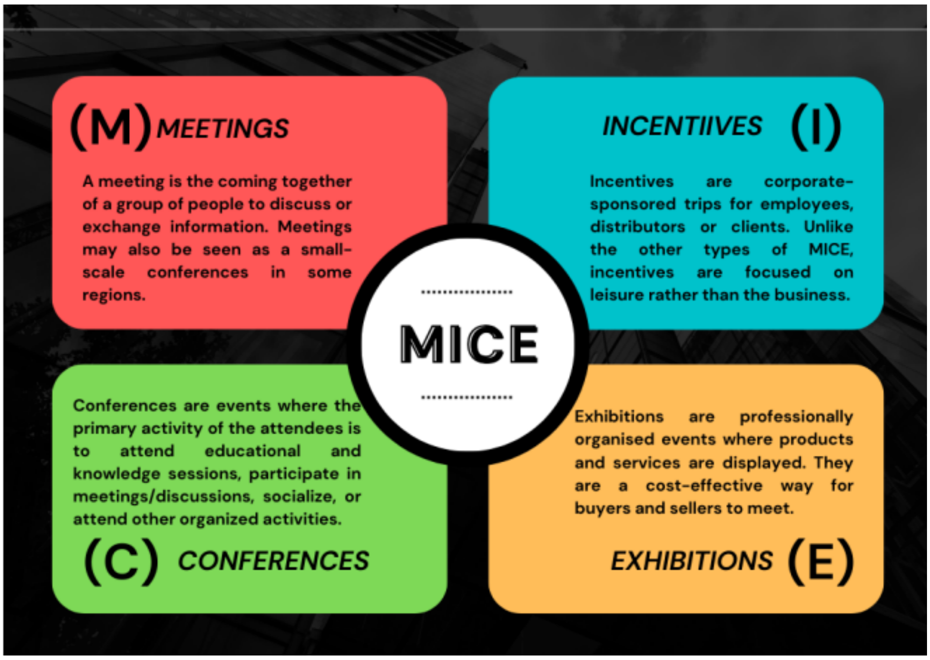
Social sector allocations reinforce the inclusive growth agenda, with increased emphasis on education, healthcare and gender-sensitive budgeting. The policy architecture reflects a broader shift towards strengthening human capital and social protection as essential complements to economic expansion, thereby fostering wider participation in growth outcomes.

Overall, the macroeconomic environment remains characterised by stable growth, contained inflation and continued reform momentum. The policy framework articulated in the Union Budget 2026-27 provides a strong anchor for sustaining investment-led, employment-oriented and inclusive growth. In view of positive developments, including recent successful trade deals and consecutive strong growth of 7+ over the previous three years, the real GDP growth outlook has been upgraded to 7.0-7.4 per cent for FY27, even as external uncertainties remain an important factor shaping the outlook.

***Source:**https://dea.gov.in/files/monthly_economic_report_documents/Monthly%20Economic%20Review%20February%202026.pdf*

## MICE INDUSTRY INDIA

MICE is an acronym for Meetings, Incentives, Conferences and Exhibitions. The main purpose of MICE events is to create a networking platform for business, industry, government, and academic communities and engage in meaningful conversations. Generally, they bring large groups together for a specific purpose. MICE is also known as the 'Meetings industry' or 'Events industry'. MICE is a sub-segment of business travel, but it can also involve a leisure component. The four elements of MICE are explained below.




*Source - https://static.pib.gov.in/WriteReadData/specificdocs/documents/2023/sep/doc2023922254801.pdf*

**An Opportunity for India & Asia-Pacific**

As per the ICCA report, established nations are mature MICE markets, hence their growth rate has stabilized but the number of conferences and exhibitions being organized by them to date is still staggering. New destinations, especially Asia–Pacific is showing tremendous growth potential. Currently, India is ranked 28 out of 94 countries with 158 meetings in the 2019 ICCA ranking of countries.To increase the share of the Indian MICE industry in the estimated global MICE business and capitalize on its natural and cultural advantages as well as its growing economy, in the year 2022 the Ministry of Tourism formulated a National Strategy for the MICE Industry with the following goals:


(i) To enhance India's share in the MICE business to 2% in five years
(ii) To enhance India's ICCA ranking to the top 20 in five years.
(iii) To encourage the State Governments to set up 6 City level MICE Promotion Bureaus at major MICE destinations of Delhi, Mumbai, Bengaluru, Chennai, Kolkata, and Goa, in the Country in two years and 20 major cities in the next five years.
(iv) To encourage the Convention Bureaus to bid for international events and target 50% of the events coming to the country should be through MICE Bureaus.

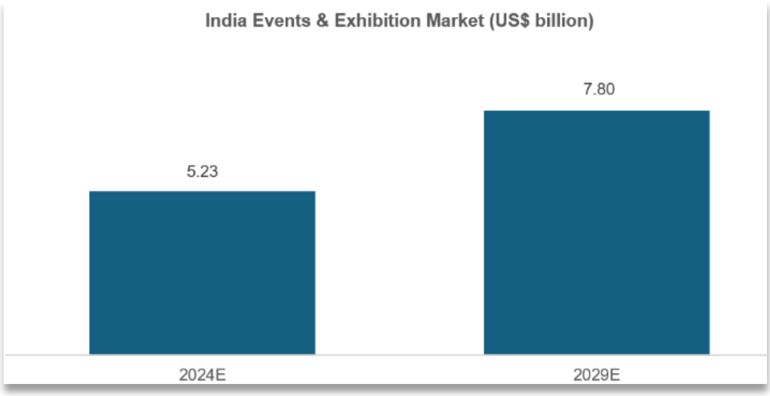
In order to position India as a MICE destination and create awareness and positive perception, a sub-brand "Meet in India" under Incredible India is proposed to be launched. Ministry of Tourism will provide the necessary resources and support to promote the "Meet in India" brand overseas in partnership with the States, Cities, and Industry Stakeholders. A web portal and social media handle for promoting the "Meet in India" brand will be set up.

*Source* - https://static.pib.gov.in/WriteReadData/specificdocs/documents/2023/sep/doc2023922254801.pdf

India is recognized for its cultural diversity and celebrations, be it professional or personal. Festivals and events play an important role in people's lives in India; there is often some special occasion to celebrate, which presents a great opportunity for event management industry in the country. Event management is the process of planning, organising and executing events on behalf of clients in a focused and efficient manner. It involves several tasks that range from logistics to finance, while ensuring a seamless experience for clients and their guests. This industry is diverse and can be classified in multiple subgroups, such as Meetings, Incentives, Conferences and Exhibitions (MICE), as well as educational, corporate, music and entertainment, political, and social events. This industry significantly contributes towards employment as it hires over 10 million people directly and 50 million indirectly.

**The growth of event management industry**

The event management industry's popularity in the country is growing in recent years, driven by the increasing demand for well-organised events. The rising popularity suggest that people are willing to shift from traditional ways of managing events by themselves to invest in hiring event managers. The event management industry in India is attracting foreign investment as the number of international events held in the country, such as, conferences, exhibitions and live music events, increased. The industry also receives support from the Government of India's initiatives such as hosting meeting and events during the G20 presidency as well as from ministry of tourism initiatives in promoting MICE.




As per Mordor Intelligence India Event and Exhibition, market size is estimated to reach US$ 5.23 billion in 2024 and is expected to expand at a CAGR of 8.31% during 2024-29 to reach US$ 7.80 billion.

**Growth drivers of event management industry**

- **Large-scale commercial events** - The event management industry in India rapidly expanded, driven by the growing demand for well-organised events ranging from annual trade fairs to state-hosted festive carnivals, reality shows, beauty pageants, educational events and other events. The desire for media exposure and a seamless experience is a major factor in the growing demand for professional event management companies. These organisations provide end-to-end services, from conceptualisation to execution, ensuring the success of a wide range of events across the country.

- **Modern business strategies** - In the modern era, promotion is essential for the survival and success of any service, product, brand or celebration. The outward display of events has become a pivotal tool in establishing a renowned brand identity. While public events were limited to the entertainment industry earlier, the rise of social media platforms encouraged organisations across sectors to use events to publicise their products and services. From corporate business events and product launches to exhibitions, trade fairs and media promotions, these occasions are strategically designed to captivate the public's attention through entertainment and hospitality.

- **Growing affluence** - The modern lifestyle, busy corporate jobs and disturbed work-life balance is driving demand for professional event management services. People are capable of spending on event management services due to rise in financial capabilities, driven by the growth in disposable incomes. This has fuelled the demand for event management services in India. As per an article in the Economics Times, per capita disposable income is projected to grow 8.0% YOY and reach Rs 2.14 lakh (US$ 2,558.97) by 2023-24. With growth of disposal income individuals are willing to invest in well-organised celebrations to create memorable experiences for their loved ones. Additionally, the trend of growing number of nuclear families led to a decreased ability to manage private affairs and social gatherings within the family. This prompted individuals to seek the assistance of event management companies to plan and execute these events, ensuring a high-quality experience.

- **Technology innovation in the industry**
  The event management industry evolved towards a hybrid model, blending the benefits of virtual and on-ground experiences. This shift was driven by the pandemic, with technology enabling accessible and affordable solutions for the masses. AI plays a crucial role in event conceptualisation, feedback collection and decision-making. Crowdsourcing has become the norm, and creativity, innovation and upskilling are key to the industry's future. Venues have expanded beyond physical spaces, with virtual platforms offering a range of features for efficient and convenient event experiences. Real-time data analysis informs event planning, and event security remains a top priority for organisers. This hybrid approach transformed the event management landscape, catering to the evolving needs of organisers and attendees.

**Advantages of developing MICE**

Over the past decades, the MICE industry has been recognized as a significant market segment and an important contributor to national economies. It not only gives a boost to the economy in the form of income generation, but creates huge employment opportunities in related hospitality service providing sectors like accommodation, food and beverage, convention services, transportation, tourism and entertainment. Developing the MICE industry has great advantages for destinations, such as:

(i) Other than the economic and employment benefits stated above, MICE tourism offers many other benefits to the economies such as business opportunities, dissemination of knowledge and providing of training, skill upgradation etc.

(ii) MICE tourism is a year-round business. It is beneficial for offsetting the low season for airlines, hotels, restaurants, travel agencies and so forth when the leisure tourism is not at its peak. Thus, undesirable social effects of seasonal tourism such as migration, temporary employment, and job instability can be avoided.

(iii) Meetings and conventions offer high value-added in terms of delegate expenditure and also serve the dual purpose of promoting international relations. It is high-revenue generating tourism as most delegates tend to use costly accommodation and plan additional leisure options before and after the event. MICE travellers generally spend more money than leisure travellers.

(iv) The MICE sector also helps increase local government and private sector investments that result the up-gradation of the general hospitality environment of the destination country.

(v) Converting MICE travellers into leisure travellers. MICE travellers can extend their stay, can be accompanied by their partner or can return with their family or friends.

***Source:**[https://tourism.gov.in/sites/default/files/202209/National%20Strategy%20for%20MICE%20Industry%202022.pdf](https://tourism.gov.in/sites/default/files/202209/National%20Strategy%20for%20MICE%20Industry%202022.pdf)*

## SWOT ANALYSIS OF INDIAN MICE INDUSTRY


The SWOT analysis of Indian MICE industry based on the studies sponsored by Ministry of Tourism brings out the following aspects

**Strengths**

(i) India's varied aesthetic and natural beauty - India is reasonably well known as a tourism spot and has adequate tourism resources. India is a leader in cultural (8th) and natural (14th) resources on WEF's Travel & Tourism Competitiveness Index.

(ii) Availability of Infrastructure - Core MICE infrastructure amenities are at par with most developed countries. Connectivity in the country has improved drastically.

(iii) Emergence of better investment climate - India has consistently improved its rank in World Bank Ease of Doing Business (39th rank) and WEF Travel and Tourism Competitiveness Rank (34th rank). This reflects conducive policy environment for companies to do business environment.

(iv) Knowledge resources - India has progressed rapidly in the areas like Information Technology, Medicine and Scientific Research and has high quality knowledge resources in these fields.

(v) Growing Economic Strength of India - India has progressed rapidly in Economic growth and the rising demand from the consumers and Industry makes India a very attractive market for organising exhibitions in India.

**Weaknesses**

(i) Lack of focussed approach on MICE as an industry - There is a lack of focussed approach to developing and promoting the MICE industry in the country. There is no national level policy on MICE and a lack of effective marketing of India as MICE destination.

(ii) Lack of proper information, intelligence and bidding support - There is no system for capturing information about various national and international MICE events and preparing for winning the bids. It is only individual PCOs, who lead the bid for various international events.

(iii) High Tax Structure and Costs - The industry has also been advocating for reducing GST rates on hotels, granting 'Infrastructure' status to Hotels by Central Governments and 'Industry' status for Hotels, Exhibition Centers & Convention Centres by State Governments to make India MICE globally competitive.

(iv) Standardization of processes and services for every touch point of MICE - Global MICE events require a very high degree of professionalism and service quality and there is a lack of standardization of processes and services for every touch point of MICE. This requires greater professional development of the organizations involved and the manpower in the MICE industry.

(v) Lack of institutional support - Most of the successful international cities have their convention bureaus to market and provide support to the organizations and associations hosting events. There are no city convention bureaus in India.

**Opportunities**

(i) Improved Infrastructure and growing economy - India has made tremendous improvements in its infrastructure, which provides an opportunity for the country to attract MICE business. The Growing economy of the country also provides a range of opportunities for the country to grow the MICE industry.

(ii) Emergence of Asia Pacific in MICE events - An analysis of the world market shows that there is saturation in the matured markets of the US and Europe and Asia Pacific is emerging as the next destination in the global MICE market. India needs to exploit this opportunity

**Threats**

(i) Regional competition Singapore, Thailand, UAE, China, Macau and Malaysia are already preferred destinations in the region and India faces tough competition from these countries.

(ii) Safe and secure location Global perception of India requires to be addressed with sporadic incidents damaging reputation, ranked 122 on safety & security

***Source:**https://tourism.gov.in/sites/default/files/202209/National%20Strategy%20for%20MICE%20Industry%202022.pdf*

## UPCOMING TRENDS IN EVENT INDUSTRY

- **Increased focus on weddings**
  The Indian wedding industry in one of the largest in the world, driven by factors such as urbanisation, rising income, the rise of wed tech and social media influence. As per Business standard article in 2023, the industry recorded a remarkable Rs 4.74 trillion (US$ 57.38 billion) in earnings, marking a 26.4% increase compared to the previous year. As per a report by WedMeGood, the industry is expected to reach US$ 75 billion in the 2023-24 wedding season, marking a significant recovery from pandemic.

- **Increasing fan following of sports events**

The rise of league-based sporting events considerably boosted the popularity and recognition of various sports in India. Cricket, hockey, kabaddi, tennis, badminton and wrestling gained greater fame and attention through these organised league formats. The introduction of events like the Indian Super League, Pro Kabaddi League, Indian Premier League has been instrumental in driving increased viewership, attracting more sportspeople, broadcasters and sponsors to these sports.

- **Popularity of live concerts and music events**
  India's music industry is undergoing a significant change in the post-pandemic era. Music fans are excitedly attending concerts by renowned national and international artists, with events like Ed Sheeran's performance in Mumbai drawing large crowds of 50,000 people in March 2024. The live music segment has become BookMyShow's fastest-growing category, accounting for 25% of its revenue since 2022, indicating a thriving and vibrant industry.

***Source:* *https://www.ibef.org/blogs/understanding-the-surge-in-demand-for-event-management-in-india*.**

**Establishment of Convention Promotion Bureaus for MICE**

Development and promotion of tourist destinations and products, including MICE tourism, is primarily the responsibility of the respective State Government/Union Territory (UT) Administration. However, as part of its on-going activities, the Ministry of Tourism regularly promotes India as a holistic tourism destination including MICE tourism through various mediums including social media and websites. The Ministry of Tourism has formulated guidelines for setting up of MICE Promotion Bureaus which have been circulated to all States and Union Territories for establishing City MICE Promotion Bureaus.

The Ministry has also formulated a National Strategy and Roadmap for MICE Industry to promote the growth of MICE industry in the country. The following key pillars have been identified in the MICE strategy document:

i. Institutional support for MICE
ii. Developing Eco-system for MICE
iii. Enhance competitiveness of Indian MICE industry
iv. Enhance ease of doing business for MICE events
v. Marketing India as a MICE destination
vi. Skill development for MICE industry

The Ministry has introduced 'Meet in India' as a specialized sub-brand within the 'Incredible India' campaign. This sub-brand aims to enhance promotional initiatives, showcasing India as an appealing MICE destination equipped with top-tier connectivity, cutting-edge infrastructure, a vibrant knowledge hub and a plethora of distinctive tourist attractions.

The Ministry has developed a comprehensive Digital MICE Catalogue, highlighting infrastructure and facilities across 60+ Indian cities that successfully hosted G20 meetings during India's presidency. This resource catalogue is designed to support global and national MICE planners in organizing events in India, while promoting Indian cities as premier destinations on the world stage.

***Source:* *https://www.pib.gov.in/PressReleasePage.aspx?PRID=2225418&reg=3&lang=1***

**The Aim and Objectives of CMPB**

The aim of setting up the City MICE Promotion Bureau is to act as an official nodal agency for facilitating, promoting and developing the MICE industry in the city. The key objectives are:

(i) To make the city a preferred MICE destination by increasing visitor and MICE events, which will accelerate sustainable economic growth and development of the city;

(ii) Set a strategic direction for MICE industry and improve the city's competitive position in the national and international market;
(iii) Stimulate the city economy by promoting city as the premier destination for various national / international events;

**Functions of CMPB**

The City MICE Promotion Bureau will be an official nodal agency for MICE industry and events in the city. The Bureau will discharge the following functions:
(i) Positioning the city as premier MICE destination - attract conferences, conventions, and events to the city
(ii) Facilitate organisation of MICE events with citywide impact and provide the best experience for guests and delegates and increase the potential for repeat events.
(iii) Identify potential Business opportunities and generate leads for the stakeholders to follow up
(iv) Work with Stakeholders / PEO's / PCO's / Destination Management Companies to successfully bid for the city

***Source:*** ***https://sansad.in/getFile/annex/270/AU1576_l2uZ68.pdf?source=pqars***

**Enabling Role of Central and State Governments**

The Central and State Governments have a key enabling role for a MICE destination. While Central Government will be responsible for promoting India in overseas markets, developing aviation infrastructure, liberal VISA regime etc., the State Government will have to provide last mile connectivity, local civic infrastructure and services and facilitate core MICE infrastructure.

The State governments must ensure that any City to be positioned as MICE destination shall have at least one good international level convention centre apart from Hotels, which may also offer convention and meeting space and accommodation.

**City MICE Promotion Bureaus to partner with Private Sector**

MICE Promotion Bureaus will have to continuously work on the ground at the destination level. The Bureaus will work with Industry Associations of MICE to ensure that any gap in the infrastructure and services are worked upon. While a destination may not do well on all parameters, it should amplify the areas where it has an advantage.

The City MICE Promotion Bureaus can help in empanelling the service providers for different services, information about rates and other terms and conditions of the service. The availability of all the information in one place will also help the organisers.

**Cities to be prioritized for MICE destinations**

In order to ensure focussed attention, Central and State governments may prioritize the select cities/ destinations and develop them in a phased manner as MICE destinations. An indicative list of cities for phase-wise development is given below:

| Phase I | Phase II | Phase III |
|---|---|---|
| Delhi/ NCR | Agra | Indore |
| Mumbai | Udaipur | Jaipur |
| Chennai | Bhubaneshwar | Kochi |
| Kolkata | Pune | Raipur |
| Bengaluru | Thiruvananthapuram | Lucknow |
| Goa | Varanasi | Guwahati |
| Hyderabad | | |
| Ahmedabad | | |

**Ranking of the States and Cities on MICE Ecosystem**

The Ministry of Tourism will conduct a ranking of the States and select Cities, with the key objective to foster competitiveness and encourage States to work proactively towards developing the MICE industry. It will be implemented as a capacity development exercise to encourage mutual learning among all states and to provide support in policy formulation and implementation.

The broad areas and action points for the ranking exercise will be taken from global rankings of countries. The States may be suitably classified into leaders, aspiring leaders and emerging States. This will also help prepare a State Specific Report containing an analysis of respective ecosystems for promotion of the MICE industry, strengths and priority areas for future and best practices adopted by the States

**Infrastructure status for financing of MICE infrastructure**

MICE infrastructure plays an important role in promoting a city/ region as a MICE destination. These are capital intensive investments and require the availability of funds at reasonable rates and a longer tenor. The Government maintains a harmonized master list of sectors, which have been recognized as infrastructure, which enables them to get financing at reasonable rates.

Currently Infrastructure status has been accorded to the construction of 3 star and above Hotels located outside the cities with a population of one million and above. Ministry of Tourism will pursue to expand the list of cities for grant of infrastructure to MICE infrastructure projects such as Hotels and Resorts, Exhibition and Convention Centres etc. This will facilitate investment into MICE infrastructure, which will contribute to the growth of MICE business in the country

**Industry Status to MICE infrastructure by States**

Keeping in view the importance of MICE infrastructure in the growth of MICE business as outlined above, MICE infrastructure should be granted the Status of Industry by the States.

While granting the Industry status, the States should provide the following benefits to the MICE infrastructure namely Hotels, Resorts and Convention Centres:

(i) The benefit of capital subsidy and allotment of land for MICE infrastructure as being provided to other manufacturing industries.

(ii) The benefit of industrial tariff for power and other utilities and property tax

**Public Private Partnership for developing MICE Infrastructure**

MICE infrastructure is capital intensive and takes a long time to recover investments. Often availability of land in urban areas is a challenge for developing a convention centre or a hotel with convention facilities. The States can make suitable land available under Public-Private Partnership to the Private Sector for setting up and operating the MICE facilities. The States may encourage long-term lease of land or revenue-sharing model, which doesn't require heavy upfront payment, which often makes the PPP model a non-starter.

***Source:*** ***https://tourism.gov.in/sites/default/files/202209/National%20Strategy%20for%20MICE%20Industry%202022.pdf***

**Yashobhoomi-India International Convention and Expo Centre (IICC)**

- The Government of India has approved development of India International Convention and Expo Centre (IICC) in Sector-25, Dwarka, New Delhi & allied infrastructure in PPP and non-PPP Mode (including Exhibition & Convention spaces, arena, trunk-infrastructure, Metro/ NHAI connectivity, hotels, office and retails spaces etc.) at an estimated cost of Rs. 26,331 crore (including Rs. 405 Crore for additional works and IF charges of Rs. 223 Crore to Delhi Jal Board).

- The India International Convention & Expo Centre (IICC) is a flagship project of the Government of India with a vision to create a state-of-the-art, world-class Exhibition and Convention Facility that will rival the best in the MICE (Meeting, Incentives, Conference, and Exhibition) industry worldwide in terms of size and quality. The project will serve as a platform for hosting national and international conferences, exhibitions, and meetings, attracting visitors and businesses to India.

- Development of Exhibition & Convention space, arena, trunk infrastructure, Metro/ NHAI connectivity, hotels, office and retail space etc. are visualized in the project. For development of this project, a Special Purpose Vehicle (SPV) i.e., India International Convention and Exhibition Centre Limited (IICC Ltd), a 100 % owned and controlled Company by Government of India represented through Department for Promotion of Industry and Internal Trade (DPIIT) has been incorporated on 19th December, 2017.

- Yashobhoomi - IICC Dwarka is being developed on a land parcel spread across 89.72 hectares of land. The facility will be the first of its kind in the country with Exhibition Halls having large column free spaces and ability to host large scale defence and aerospace exhibits. The project has been planned and is envisioned to be on the scale of a Central Business District (CBD) with about 3,03,000 sq m of Exhibition space, 60,000 sq m of convention area, 50,000 sq.m of multipurpose Arena along with supporting development of retail, commercial & office spaces, hospitality, entertainment and lifestyle opportunities for end-users

- The Convention Centre building can accommodate approximately 10,000 delegates, including a plenary hall with a capacity of around 6,000 individuals. Furthermore, there are plans to develop a Multipurpose Arena with a retractable roofing system, which will have a seating capacity of around 20,000 for hosting sports events, concerts, trade shows, and fashion events

***Source:*** ***https://www.dpiit.gov.in/static/uploads/2025/06/3d9c9c2daeefb97bb9ce964370938b71.pdf***

## EASE OF DOING BUSINESS FOR MICE EVENTS

- **Ease of Doing Business for MICE events -** In order to enhance the ease of organising MICE events in India, the following initiatives will be taken up:

(i) Access to Major Monuments and other attractions
(ii) Welcome to the Airports and Railway Stations
(iii) Single Window Clearance for NOCs

- **Access to Major Monuments and other attractions** - Special timings before opening hour at major Monuments will be allowed for MICE events. Iconic monuments will be identified at MICE destinations, which can be opened for cultural functions for MICE events.

- **Welcome at the Airports and Railway Stations**

(i) Facilitation Counter at major International Airport for major MICE events
(ii) Designated Coach Parking areas at the International airport for MICE delegates. A designated area to welcome them needs to be planned.
(iii) Group Bookings in Indian Railways for MICE events should be allowed.

- **Single Window Clearance -** MICE promotion Bureaus will act as a single window to provide all NOCs to the organisers. The Bureaus will evolve a mechanism to coordinate with various agencies for the smooth procurement of clearances.

- **Issuance of letter for VISA to the delegates-** The organizations or associations mustn't face difficulties in extending an invitation to the delegates and their VISA formalities etc. National MICE Bureau, State Bureaus, and City Bureaus may be authorized to issue letters or VISA to the delegates.

***Source:**[https://tourism.gov.in/sites/default/files/202209/National%20Strategy%20for%20MICE%20Industry%202022.pdf](https://tourism.gov.in/sites/default/files/202209/National%20Strategy%20for%20MICE%20Industry%202022.pdf)*

**PROMOTING MICE INDIA BRAND**

- “Meet in India” Brand - In order to position India as a MICE destination and create awareness and positive perception, a sub brand “Meet in India” under Incredible India will be launched. Ministry of Tourism will provide the necessary resources and support to promote “Meet in India” brand overseas in partnership with the States, Cities and Industry Stakeholders. A web portal and social media handle for promoting “Meet in India” brand will be set up.

- Familiarization Trips Central and State Governments may organize familiarization trips for Associations, PCOs, Corporates and other key MICE stakeholders to showcase MICE destinations. City MICE Bureaus should also encourage such visits from Stakeholders to create awareness about their cities

- Outreach programs and Roadshows - Outreach program to industry leaders, which can get businesses to India and at the same time create visibility for India as MICE destination will be undertaken. These roadshows will be well planned to create optimal impact.

- Support from Indian Missions - Indian Missions can provide valuable support to the roadshows, engagement with international associations and support to Indian delegations participating in international bids. Indian Missions can provide leads for various events in the source markets of their respective countries.

- Market Development Assistance program - Central Government and States should provide Market Development Assistance to the Venue providers, PCOs and others for marketing activities at the national and international levels

- Annual iMICE India event - Incredible MICE India (iMICE India) will be an annual flagship event to be organized by the Ministry of Tourism and ICPB in line with the world class events like IMEX Frankfurt, IBTM Barcelona, IT&CMA Thailand. States and City Bureaus will showcase their destinations and ecosystem for MICE business at the event. States should also plan such flagship events to highlight their offerings in the State for national and international suppliers.

- Tapping outbound Indian MICE market - There is huge outbound Indian MICE market, which is growing consistently. The States and City MICE promotion bureaus should approach various Indian Associations and Corporates with their offerings and matching the offerings of the overseas destinations to retain business in India.

***Source:**[https://tourism.gov.in/sites/default/files/202209/National%20Strategy%20for%20MICE%20Industry%202022.pdf](https://tourism.gov.in/sites/default/files/202209/National%20Strategy%20for%20MICE%20Industry%202022.pdf)*

# OUR BUSINESS

*Some of the information in this section, including information with respect to our business plans and strategies, contains forward-looking statements that involve risks, assumptions and uncertainties and other factors, of which are beyond our control. You should read "**Forward-Looking Statements**" and "**Risk Factors**", on pages 21 and 23, respectively, for a discussion of the risks and uncertainties related to those statements and "**Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 191 and 246 respectively, for a discussion of certain factors that may affect our business, financial condition, results of operations or cash flows. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our Company's financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Information included in this Red Herring Prospectus. For further information, see "**Financial Information**" on page 191. Also see, "**Definitions and Abbreviations**" on page 2 for definitions of technical and industry related terms used in this section.*

*Unless otherwise stated or the context otherwise requires, references in this section to "we", "us", "our", "our Company" or "the Company" are to Eventions Limited.*

## BUSINESS OVERVIEW

Our Company was originally incorporated as a private limited company under the provisions of the Companies Act, 2013 in the name and style of "Eventions Private Limited", bearing Corporate Identification Number U92190HR2020PTC091592, pursuant to a certificate of incorporation dated December 15, 2020, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently, the name of our Company was changed to "Eventions Limited", and a fresh Certificate of Incorporation dated February 26, 2026, was issued by the Registrar of Companies, Central Processing Centre. As on the date of this Red Herring Prospectus, the Corporate Identification Number of our Company is U92190HR2020PLC091592.

Our Company operates in the Meetings, Incentives, Conferences and Exhibitions ("MICE") and Event Management segment and is engaged in providing services relating to the planning, coordination and execution of corporate events, conferences and related activities. These services are generally provided to corporate clients and institutions and involve coordination of venues, travel arrangements, accommodation, logistics management and on-site event execution support depending on the scope of the engagement. Our services are typically delivered on a project-specific basis, wherein clients engage the Company for the planning and execution of particular programs or events. A portion of the Company's assignments are received through repeat engagements from existing corporate clients, where organisations periodically organise meetings, conferences and corporate events.

Our Company undertakes assignments of varying scale which may be organised at domestic locations across India as well as at international destinations, depending on the requirements of the client. Our Company operates through an asset-light execution model, coordinating with hospitality providers, destination management companies, logistics partners and event production vendors for the delivery of corporate programs across multiple locations. This operating structure enables the Company to manage assignments of varying scale while maintaining operational flexibility.

During the financial Year ended March 31, 2026, 2025 and 2024 our Company executed 107 successful events, individual billing value exceeding INR 50 lakh, which represent large-scale and high-value assignments undertaken by us conducted across multiple domestic and international locations industries and has served more than 50 corporate clients. These high-value engagements demonstrate our capability to conceptualize and execute large-scale, complex events involving multi-location coordination, vendor management and customized client requirements.

Our Company has undertaken assignments for clients operating across various sectors including banking, insurance, event management, fast-moving consumer goods and other industry. Our Company's integrated service structure enables it to support clients across multiple components of corporate programs, including event planning, travel coordination, accommodation arrangements and on-site event execution.

The Company, in addition to executing events directly for its clients, also provides support services to other event management companies. In certain cases, event management companies engaged by large clients may require additional execution support due to the scale, timelines, or multi-location nature of the assignment. In such situations, the Company undertakes specific portions of the work, including logistics, coordination, and on-ground execution, based on agreed scope and commercial terms. These arrangements are generally project-specific and do not involve any long-term commitments. The revenue from such assignment's forms part of the Company's overall operating income. This approach allows the Company to participate in larger assignments through collaboration with other event management companies.

Our revenue from operations is primarily driven by our MICE segment, which has consistently contributed a significant portion of our total revenue, accounting for 91.29%, 91.77% and 87.39% for the Financial Years 2026, 2025 and 2024 respectively. The increase in contribution from the MICE segment over the years reflects our strategic focus on high-value corporate engagements, including conferences, incentive travel programs and large-scale business events.

Our Company has received certain recognitions and acknowledgements from industry participants in relation to its operations in the event management and MICE sector. During recent periods, our Company has been conferred with the "Excellence in MICE Business Awards 2024–25 – India's Leading MICE & Event Brand of the Year" at Season 7 of The MICE Conference Expo & Awards by MICE Affairs Media Group. The Company was also recognised as an Event Sponsor and Partner at the aforesaid event. Further, in 2024, our Company received a Certificate of Appreciation from TBO.com, recognising it as one of the leading MICE partners / agencies.

Our service offerings are broadly organised into the following categories:

1. MICE services, including meetings, conferences and incentive travel programs;
2. Corporate events, including product launches, conferences and corporate gatherings including Virtual events, conducted through digital platforms;
3. Free Independent Travel ("FIT") services, comprising customised travel arrangements.
4. Brand and marketing activations, involving promotional and on-ground marketing activities

Our Company primarily operates in the business-to-business (B2B) segment, focusing on event management and MICE services for corporate and institutional clients. In the initial stages of our operations, the Company also undertook travel-related services, including customized travel solutions and Free Independent Traveller ("FIT") offerings. Subsequently, in line with our strategic focus to expand and scale our travel and experiential business, such activities have been transitioned and are now primarily undertaken through our subsidiary, Gantu Online Private Limited ("Gantu"). Gantu operates in the business-to-consumer (B2C) segment and focuses on providing curated and customized travel experiences for individual customers and small groups, including leisure travel and experiential tourism offerings. This structural segregation enables our Company to maintain a focused approach towards its core B2B event and MICE operations, while simultaneously pursuing growth opportunities in the scalable B2C travel segment through Gantu.

Our Company has executed events across a wide range of domestic and international locations, demonstrating our ability to deliver services across diverse geographies. Our international footprint spans key destinations across Europe, including Spain, France, the Netherlands, Switzerland and Hungary; the Middle East, including the United Arab Emirates and Azerbaijan; and Asia-Pacific regions, including Singapore and Indonesia. In addition to our international assignments, we have undertaken several events across key locations in India, including Delhi, Mumbai and other cities. Our ability to execute events across such diverse geographies highlights our strong vendor network, logistical capabilities and experience in managing cross-border assignments.

The following table sets forth an illustrative list of select events executed by our Company across domestic and international locations.

| S.No. | Name of event | Date of event | Location of event |
|---|---|---|---|
| 1 | Barcelona Business Development Conference | February 9–15, 2025 | Barcelona, Spain |
| 2 | Paris Training Conclave | May 16–20, 2024 | Paris, France |
| 3 | Amsterdam Convention | August 2–6, 2024 | Amsterdam, Netherlands |
| 4 | Switzerland IBL Summit | April 6–9, 2024 | Zurich, Switzerland |

| | | | |
|---|---|---|---|
| 5 | Singapore Training Conclave | November 28–30, 2023 | Singapore |
| 6 | Budapest Conclave | August 2–9, 2023 | Budapest, Hungary |
| 7 | Baku Training Conclave | September 9–13, 2023 | Baku, Azerbaijan |
| 8 | Abu Dhabi Training Conclave | January 27–29, 2024 | Abu Dhabi, UAE |
| 9 | Business Conference, Bali | January 12–15, 2024 | Bali, Indonesia |
| 10 | Dubai Business Development Conference | August 22–25, 2024 | Dubai, UAE |
| 11 | EO RISE Event Management | December 15–17, 2022 | Delhi, India |
| 12 | Cordelia Cruise Event | October 26–28, 2024 | Mumbai, India |

## KEY FINANCIAL INFORMATION

**Financial KPI's of our Company**

Below is the key financial information for the financials years ended 2026, 2025 and 2024.

***(Amount in Lakhs except %ages)***

| Particulars | For the year ended | | |
|---|---|---|---|
| | **March 31, 2026** | **March 31,2025** | **March 31,2024** |
| Revenue from operations (1) | 9,973.96 | 8,752.97 | 8,656.75 |
| EBITDA (2) | 1,018.95 | 708.92 | 413.26 |
| EBITDA (%) Margin (3) | 10.22% | 8.10% | 4.77% |
| ROCE (%) (4) | 48.76% | 68.31% | 88.51% |
| Current Ratio (5) | 1.56 | 1.62 | 1.26 |
| Debt to Equity (6) | 52.07% | 36.26% | 42.39% |
| PAT (7) | 772.01 | 512.59 | 328.65 |
| PAT Margin % (8) | 7.67% | 5.82% | 3.77% |
| ROE/RoNW (9) | 55.16% | 70.28% | 106.46% |
| EPS (10) | 8.90 | 6.09 | 3.90 |

*As certified by M/s Sanjeev Sharma & Associates Chartered Accountant UDIN 26091211SATPW09265 dated September 22, 2026.*

**Notes:**

(1) *Revenue from operations is the total revenue generated by our Company from its operation.*
(2) *EBITDA is calculated as Profit after tax + Depreciation + Interest Expenses – Other Income.*
(3) *EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.*
(4) *ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity + Total Debt + Deferred Tax Liability.*
(5) *Current Ratio is calculated as Current Asset divided by Current Liability*
(6) *Debt to Equity is calculated as Total Debt divided by Shareholder's Equity*
(7) *PAT is mentioned as PAT for the period.*
(8) *PAT margin is calculated as PAT divided by Total income.*
(9) *ROE is calculated as PAT divided by shareholders' equity.*
(10) *EPS is mentioned as EPS for the period. (The calculation has been presented after giving effect to the bonus issue dated March 5, 2026.)*

**Operational KPI's of our Company – High Value Events (INR 50 Lakh and above)**

The following key performance indicators relate to select high-value events executed by our Company, where the individual contract value exceeded INR 50 lakh, for the Financial Years 2026, 2025 and 2024. These metrics are not representative of the total number of events or clients served by our Company, as they exclude several small and mid-sized assignments undertaken in the ordinary course of business.

| Particulars | As at | | |
|---|---|---|---|
| | **March 31, 2026** | **March 31, 2025** | **March 31, 2024** |
| Number of domestic events executed | 26 | 15 | 16 |

| | | | |
|---|---|---|---|
| Number of international events executed | 23 | 16 | 11 |
| Number of international events executed (Long Haul) | 17 | 9 | 2 |
| Number of international events executed (Short Haul) | 6 | 7 | 9 |
| **Total number of events executed** | **49** | **31** | **27** |
| Average Revenue Generated per Event (INR in Lakhs) | 200.12 | 262.55 | 265.92 |

1. *Total number of events executed represents the aggregate of domestic and international events executed during the relevant period (including MICE as well as event management)*
2. *Average revenue generated per event has been calculated by dividing revenue generated from event management and MICE services by the total number of events executed during the relevant period.*
3. *"Long haul international events" refer to events conducted at destinations involving long-distance international travel, typically across continents or regions requiring extended travel duration and higher logistical planning.*
4. *"Short haul international events" refer to events conducted at destinations involving relatively shorter international travel distances, generally within nearby regions or countries with shorter travel time and comparatively lower logistical complexity.*

| **Particulars** | **As at** | | |
|---|---|---|---|
| | **March 31, 2026** | **March 31, 2025** | **March 31, 2024** |
| Number of new clients served | 14 | 3 | 6 |
| Number of old clients served | 7 | 6 | 10 |
| **Total number of clients served** | **21** | **9** | **16** |
| **Percentage of repeat clients (%)** | **33.33%** | **66.67%** | **62.50%** |

*Percentage of repeat clients is calculated as the number of existing clients served during the relevant period divided by the total number of clients served during that period.*

**Revenue Bifurcation for domestic and international events**

The revenue generated by conduction of international and domestic events of the Company for the past three financial years is as mentioned below –

| **Revenue Bifurcation** | **As at** | | | | | |
|---|---|---|---|---|---|---|
| | **March 31, 2026** | **%** | **March 31, 2025** | **%** | **March 31, 2024** | **%** |
| Domestic | 2,882.89 | 28.90 | 3,299.01 | 37.69 | 3,208.70 | 37.07 |
| International | 7,091.07 | 71.10 | 5,453.95 | 62.31 | 5,448.04 | 62.93 |
| **Total** | **9,973.96** | **100.00** | **8,752.97** | **100.00** | **8,656.75** | **100.00** |

**Industry-wise revenue bifurcation**

An industry-wise breakup of the revenue earned from for the Fiscals 2026, 2025, and 2024 is provided below:

| **Industry** | **As at March 31, 2026** | | **As at March 30, 2025** | | **As at March 30, 2024** | |
|---|---|---|---|---|---|---|
| | **Revenue (₹ in lakhs)** | **Contribution in revenue (%)** | **Revenue (₹ in lakhs)** | **Contribution in revenue (%)** | **Revenue (₹ in lakhs)** | **Contribution in revenue (%)** |
| Insurance & Banking | 8,568.76 | 85.91% | 7,772.41 | 88.80% | 7,457.20 | 86.14% |
| FMCG | 602.85 | 6.04% | 551.24 | 6.30% | 557.50 | 6.44% |
| Nonprofit/Business Association | 30.50 | 0.31% | 24.73 | 0.28% | 85.34 | 0.99% |
| Automobile | 49.62 | 0.50% | 22.88 | 0.26% | 155.77 | 1.80% |
| Other* | 722.23 | 7.24% | 381.70 | 4.36% | 400.94 | 4.63% |

| Total | 9,973.96 | 100% | 8,752.97 | 100% | 8,656.75 | 100% |
|---|---|---|---|---|---|---|

** Other industry include manufacturing, electronic, Footwear, IT Solutions, Hospitality and other miscellaneous industry.*

## BRIEF DESCRIPTION OF OUR SERVICES

Our Company provides services relating to the planning, coordination and execution of corporate events, promotional activities and travel-related programs. These services are typically delivered on a project-specific basis depending on the objectives, scale and location of the client's engagement. Our service offerings are broadly categorised into the following segments:

### 1. MEETINGS, INCENTIVES, CONFERENCES AND EXHIBITIONS

**MICE** refer to the segment of the travel and events industry comprising Meetings, Incentives, Conferences and Exhibitions.

- Meetings include corporate meetings, board meetings, training sessions and business gatherings organized for professional or organizational purposes.
- Incentives refer to incentive travel programs and events organized by companies to motivate, reward or recognize employees, distributors or business partners.
- Conferences include large-scale formal gatherings such as seminars, conventions, summits and congresses involving multiple participants and speakers.
- Exhibitions refer to organized events where companies or institutions showcase products, services or information to business customers or the public.

The MICE segment typically involves planning, coordination and execution of events and related services, including venue management, travel and accommodation arrangements, logistics, on-site coordination and ancillary services.

### 2. EVENTS

The Company also undertakes corporate event management assignments that support businesses in organizing events for internal engagement, brand promotion or stakeholder interaction.

Such events may include product launches, corporate gatherings, dealer or distributor meets, award ceremonies, promotional events, roadshows and similar programs organized by corporate clients.

Event assignments typically involve concept planning, preparation of event schedules, coordination with venues and vendors, management of logistics and supervision of event execution, ensuring that the event is conducted in accordance with the client's requirements.

### 3. FREE INDEPENDENT TRAVEL (FIT)

Our Company offers Free Independent Travel ("FIT") services, which involve customized travel planning solutions for individual travellers and small groups. These services are tailored to the specific preferences, budgets and travel requirements of customers, as opposed to standardized group travel programs.

FIT services typically include the design of personalized itineraries, booking of transportation and accommodation, coordination of local travel arrangements, and facilitation of ancillary travel-related services.

In line with our strategic focus to expand and scale our travel and experiential offerings, such FIT-related services are currently undertaken primarily through our subsidiary, Gantu Online Private Limited, including through its online platform. This enables us to cater to the business-to-consumer (B2C) segment while maintaining focus on our core business operations.

### 4. ACTIVATIONS

The Company provides services relating to brand and marketing activations, which are promotional activities designed to enable brands to interact directly with their target audience.

These activities may include on-ground promotional campaigns, experiential marketing initiatives, retail or in-store promotions, roadshows and other marketing programs undertaken by companies to promote products or services.

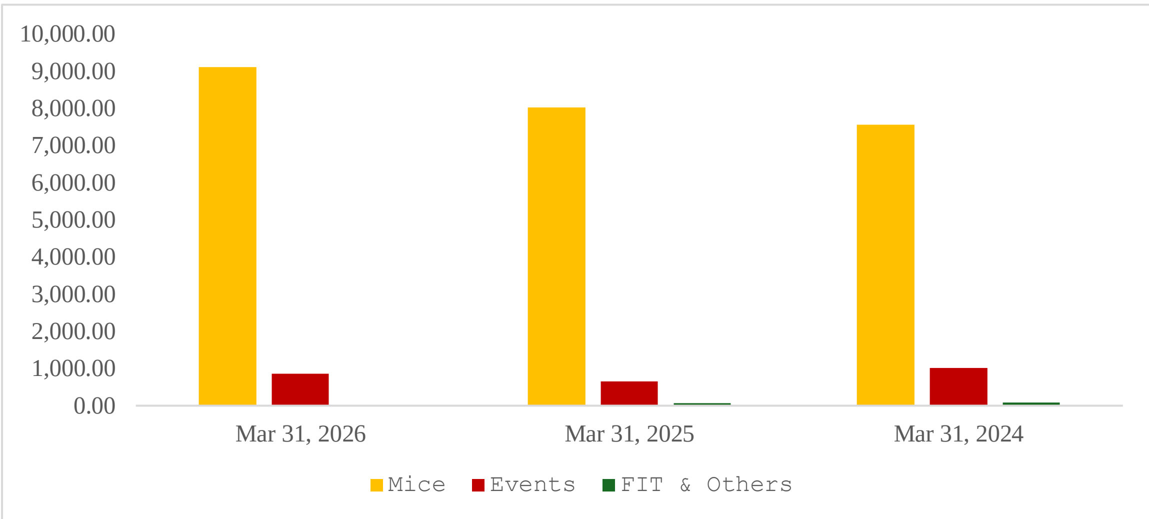
Services under this segment generally involve planning of promotional activities, coordination with vendors and partners, deployment of promotional teams and management of on-ground execution, depending on the nature of the campaign.

## SERVICE WISE REVENUE BIFURCATION

The revenue bifurcation of the company for last three financial years as per the restated financial Statement are as follows:

*(INR in Lakhs)*

| S. No | Particulars | Mar 31, 2026 | | | Mar 31, 2025 | | | Mar 31, 2024 | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | No. of client | Revenue earned (INR in lakhs) | % of total revenue | No. of client | Revenue earned (INR in lakhs) | % of total revenue | No. of client | Revenue earned (INR in lakhs) | % of total revenue |
| 1. | Mice | 28 | 9,104.93 | 91.29% | 26 | 8,032.59 | 91.77% | 15 | 7,565.50 | 87.39% |
| 2. | Events | 13 | 857.89 | 8.60% | 13 | 649.90 | 7.42% | 16 | 1,011.73 | 11.69% |
| 3 | FIT & Others | 8 | 11.14 | 0.11% | 82 | 70.48 | 0.81% | 73 | 79.52 | 0.92% |
| **Total** | | **49** | **9,973.96** | **100%** | **121** | **8,752.97** | **100%** | **104** | **8,656.75** | **100%** |



**GLIMPSES OF EVENT MANAGED BY OUR COMPANY**



## GEOGRAPHICAL REVENUE BREAK-UP

*(INR in Lakhs)*

| S. No. | State | For the period ended 31st March, 2026 | | For the period ended 31st March, 2025 | | For the period ended 31st March, 2024 | |
|---|---|---|---|---|---|---|---|
| | | **Amount** | **%** | **Amount** | **%** | **Amount** | **%** |
| 1. | Delhi | 623.81 | 6.25% | 342.44 | 3.91% | 172.14 | 1.99% |
| 2. | Goa | 657.59 | 6.59% | 247.43 | 2.83% | 127.94 | 1.48% |
| 3. | Haryana | 7,096.34 | 71.15% | 6,033.36 | 68.93% | 5,349.51 | 61.80% |
| 4. | Karnataka | - | 0.00% | 688.29 | 7.86% | 408.46 | 4.72% |
| 5. | Kerala | 396.70 | 3.98% | 678.12 | 7.75% | 442.49 | 5.11% |
| 6. | Maharashtra | 1,020.56 | 10.23% | 646.46 | 7.39% | 1,565.04 | 18.08% |
| 7. | Rajasthan | 114.91 | 1.15% | 26.31 | 0.30% | 200.17 | 2.31% |
| 8. | Tamil Nadu | - | 0.00% | 68.18 | 0.78% | 18.40 | 0.21% |
| 9. | Uttarakhand | 34.30 | 0.34% | - | 0.00% | 354.18 | 4.09% |
| 10. | West Bengal | - | 0.00% | 22.38 | 0.26% | 18.41 | 0.21% |
| 11. | Telangana | 29.74 | 0.30% | - | 0.00% | - | 0.00% |
| **Total** | | **9,973.96** | **100%** | **8,752.97** | **100%** | **8,656.75** | **100%** |

## BUSINESS PROCESS FLOW

The Company generally follows a structured process for planning and execution of events and related assignments. While the exact process may vary depending on the nature and scope of the engagement, a typical engagement undertaken by the Company broadly involves the following stages:

**Client Enquiry / Requirement Sharing**

↓

**Proposal Preparation & Cost Estimation**

↓

**Client Discussion & Scope Finalisation**

↓

**Purchase Order / Work Order Issued by Client**

↓

**Advance Payment / Engagement Confirmation**

↓

**Vendor Coordination & Event Planning**

↓

**Event Execution & On-Site Management**

↓

**Final Invoicing & Client Feedback**

1. **Client Enquiry and Requirement Assessment -** Clients generally approach the Company through business development activities, referrals, repeat engagements or industry relationships. The client typically provides details of the proposed event or program including event objectives, proposed dates, location preferences, number of participants and other operational requirements.

2. **Proposal Preparation and Cost Estimation -** Based on the client's requirements, the Company coordinates with hotels, venues, airlines, production vendors, logistics partners and other service providers to obtain quotations and availability. Based on these inputs, the Company prepares a proposal and costing estimate outlining the scope of services, tentative schedule and estimated costs.

3. **Client Discussions and Finalisation of Scope -** The Company's sales and client servicing teams interact with the client to review the proposal and refine the scope of services. The event plan, travel arrangements, venue selection, participant logistics and other operational details are discussed and finalised.

4. **Issuance of Purchase Order / Work Order**

   Upon acceptance of the proposal, the client generally issues a Purchase Order (PO) or Work Order confirming the engagement and specifying the agreed scope of services and commercial terms. Based on the terms of the engagement, the Company may raise a proforma invoice for advance payment.

5. **Vendor Coordination and Event Planning**

   Following confirmation of the engagement and receipt of advance payment, the Company coordinates with vendors and service providers, including venues, hotels, airlines, transport providers, production vendors and other event-related service providers, to arrange the required infrastructure and logistics.

6. **Event Execution and On-Site Coordination**

   The Company's operations team supervises the execution of the event or program, including coordination with vendors, management of logistics and handling of participant requirements during the event.

7. **Event Closure and Invoicing**

   Upon completion of the event, the Company raises the final invoice to the client, which may include adjustments for additional services provided during the event, if any. Feedback may also be obtained from the client regarding the services rendered.

## OUR COMPETITIVE STRENGTHS

1. **Integrated service model for MICE and corporate events**

   Our Company operates across multiple segments of the events and travel services ecosystem, including Meetings, Incentives, Conferences and Exhibitions (MICE), corporate events and brand activation. This enables the Company to undertake assignments involving both destination-based programs and venue-based corporate events. Corporate clients may require a combination of services such as event conceptualization, travel coordination, venue management, hospitality arrangements, logistics planning and on-site execution. The Company's operating model enables coordination of these components within a single engagement framework, allowing clients to engage the Company for multiple aspects of corporate programs. The ability to undertake different types of corporate programs under a coordinated service structure allows the Company to address varied client requirements and support the execution of assignments of different scales and complexity.

   During the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, the Company executed more than 200+ events across MICE programs, corporate events and brand activations of varying ticket size of which 107 events have ticket size of INR 50 Lakhs and above. These assignments included programs organized at both domestic and international locations, depending on the requirements of the clients.

**2. End-to-End Event Management Capabilities**

Our Company provides services across multiple stages of the event lifecycle, including planning, coordination and execution of corporate programs. Depending on the scope of engagement, assignments undertaken by the Company may involve event planning, venue identification, travel arrangements, accommodation coordination, logistics planning, vendor coordination and on-site event management.

Such services enable clients to engage the Company for various operational components of event execution, reducing the need to coordinate with multiple service providers. The Company's role in such assignments typically involves coordinating multiple stakeholders including hospitality providers, transport vendors, event production agencies and destination partners. Event assignments undertaken by the Company may include corporate meetings, incentive travel programs, conferences, exhibitions, product launches, corporate gatherings and promotional campaigns. These programs may involve participants travelling from multiple locations and may require coordination of accommodation, transportation and event infrastructure.

**3. Asset-Light Business Model**

Our Company follows an asset-light operating structure, under which it undertakes event assignments primarily through a network of hospitality partners, destination management companies, event production vendors and logistics service providers. This operating model enables the Company to execute assignments across multiple locations without maintaining significant fixed infrastructure or owning event production assets. Instead, the Company engages vendors and service partners depending on the requirements, scale and location of each assignment.

The asset-light model enables the Company to scale operations based on project requirements while managing fixed operating costs. It also allows the Company to undertake assignments across multiple geographies and event formats depending on client requirements.

**4. Event Execution Capabilities Across Multiple Geographies**

Our Company undertakes corporate event and MICE assignments across multiple locations in India as well as international destinations, depending on the requirements of the client.

International programs are typically organised through collaboration with destination management companies, hospitality partners and local vendors, coordinated by the Company's internal teams. Destination-based programs often require planning of travel arrangements, accommodation coordination, local transportation, venue bookings and event execution at the destination location. Through its partner ecosystem and operational coordination teams, the Company supports the execution of such programs. The ability to execute assignments across domestic and international destinations enables the Company to support corporate clients undertaking incentive travel programs, conferences and destination-based events. During the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024, the Company executed corporate event and MICE assignments across domestic locations and international destinations as per detail mentioned below -

| Particulars | FY 2026 | FY 2025 | FY 2024 |
|---|---|---|---|
| **Events with contract value INR 50 lakh and above** | | | |
| – Domestic | 26 | 15 | 16 |
| – International | 23 | 16 | 11 |
| **Total** | **49** | **31** | **27** |
| **Events with contract value ₹10 lakh – ₹50 lakh** | | | |
| – Domestic | 21 | 19 | 44 |
| – International | 12 | 4 | 7 |
| **Total** | **33** | **23** | **51** |

*The above data represents events executed within specified ticket-size categories and does not include events with contract value below INR 10 lakh.*

**5. Established corporate client relationships and repeat engagements**

A portion of the Company's assignments are received from existing corporate clients who engage the Company for multiple programs over time. Such engagements may include corporate meetings, conferences, incentive travel programs, internal corporate gatherings, promotional events and other business-related programs organised by these clients at different intervals.

In many cases, corporate clients undertake periodic events and programs, such as annual conferences, employee engagement programs, dealer or distributor meetings, incentive travel programs and product-related events. As a result, clients may engage the Company for multiple assignments across different financial years, depending on their operational and marketing requirements.

During the financial years ended March 31, 2026, 2025 and 2024, the data of repeat client is as mentioned below -

| Particulars | As at | | |
|---|---|---|---|
| | March 31, 2026 | March 31, 2025 | March 31, 2024 |
| Number of new clients served | 14 | 3 | 6 |
| Number of old clients served | 7 | 6 | 10 |
| Total number of clients served | 21 | 9 | 16 |
| Percentage of repeat clients (%) | 33.33% | 66.67% | 62.50% |
| Total number of events executed | 49 | 31 | 27 |
| Number of events from repeat clients | 28 | 12 | 23 |
| Percentage of events from repeat clients (%) | 57.14% | 38.71% | 85.19% |

*The above data pertains only to clients associated with high-value events (INR 50 lakh and above) and excludes clients serviced for smaller or mid-sized assignments in the ordinary course of business.*

The above data highlights our engagement with clients in respect of high-value assignments. Our Company has witnessed repeat engagements from clients in such assignments, as reflected in the proportion of repeat clients and events executed for repeat clients across the periods. The relatively lower number of clients is attributable to the nature of high-value events, which typically involve larger scale, higher customization and longer execution timelines.

6. **Experienced Promoter and Management Team**

Our Company is led by its promoters and management team who have experience in the MICE and event management industry, including the planning and execution of corporate meetings, conferences, incentive travel programs and other corporate events. The promoters collectively possess approximately 20 years of experience in the MICE and event management. The promoters have been associated with the Company since its incorporation and are involved in key aspects of the business, including client engagement, vendor coordination and operational oversight of event assignments. Their experience supports the Company in managing relationships with corporate clients, coordinating with hospitality and event service providers, and supervising the execution of programs across locations. The management team also assists in planning, coordination and monitoring of event operations, enabling the Company to undertake assignments involving destination-based programs, conferences, corporate meetings and promotional events in accordance with client requirements.

## BUSINESS STRATEGY

1. **Scaling and Strengthening Core MICE Business**

Our Company intends to continue strengthening its MICE (Meetings, Incentives, Conferences and Exhibitions) segment by increasing the number of destination-based corporate programs undertaken for existing and new corporate clients. Corporate organisations typically conduct periodic meetings, annual conferences, dealer or distributor meets, employee incentive travel programs and internal training events, which require coordinated arrangements relating to venues, travel, accommodation and on-site event management. These recurring business requirements provide opportunities for event management and destination travel coordination.

Our Company has undertaken various corporate assignments involving meetings, conferences, incentive travel programs and corporate events for its clients. A portion of these assignments are received through repeat engagements from existing clients, where corporate organisations organise similar programs periodically at different locations or destinations.

Our Company intends to expand the scale of such programs across domestic destinations as well as international locations. The Company believes that its experience in coordinating destination-based events, vendor network comprising hospitality providers and logistics partners, and operational capabilities in managing travel and event logistics may support the expansion of such assignments.

2. **Strengthening Relationships with Existing Clients and Expanding the Client Base**

Our Company has established working relationships with several corporate clients through the execution of meetings, conferences, incentive travel programs, corporate events and promotional engagements. A portion of the Company's assignments are received through repeat engagements from existing clients, where corporate organisations undertake multiple programs over time, including annual conferences, dealer meets, employee incentive travel programs and internal events.

Our Company intends to continue strengthening relationships with its existing clients by maintaining consistent execution standards, coordinating event logistics efficiently and expanding the scope of services provided across MICE programs, corporate events, brand activations and travel-related services. By offering multiple service components under a coordinated structure, the Company seeks to increase the level of engagement with existing clients and participate in a larger share of their event and travel-related requirements. In addition, the Company intends to expand its client base by engaging with corporates across multiple industry sectors, including sectors where corporate meetings, conferences, promotional programs and incentive travel assignments are commonly organised.

The Company believes that continued focus on client relationships, service delivery and expansion of service offerings may support the development of long-term engagements with existing clients while facilitating the addition of new corporate clients.

3. **Expansion of the Gantu Travel Platform and FIT segment**

The Company proposes to utilise a portion of the Net Proceeds towards investment in its subsidiary, Gantu Online Private Limited ("Gantu"), as more particularly described in the chapter titled "Objects of the Issue" on page 87 of this Red Herring Prospectus. Gantu operates in the travel services segment and focuses on providing customised travel planning and booking solutions. Through the development and expansion of Gantu's business and platform capabilities, the Company intends to strengthen its presence in the travel and experiential segment, including the business-to-consumer (B2C) market. The proposed investment is expected to support the enhancement of Gantu's platform for facilitating travel planning, itinerary management, and booking of travel-related services, including transportation and accommodation. The platform is designed to support Free Independent Travel ("FIT") services for individual travellers and small groups, enabling customers to plan and manage their travel through a technology-enabled interface.

The Company believes that such investment will enable it to scale its travel-related offerings, expand customer reach, and develop technology-driven solutions, thereby complementing its existing event management and MICE operations and diversifying its revenue stream

4. **Strengthening Vendor and Destination Partner Network**

The Company intends to continue strengthening its network of vendors and destination partners across domestic and international locations. A reliable vendor network enables the Company to coordinate event logistics efficiently and execute assignments across multiple destinations. Execution of corporate meetings, conferences, events and travel programs requires coordination with multiple service providers, including hotels, airlines, destination management companies, transport providers and event production vendors.

The Company believes that maintaining relationships with multiple vendors across locations may provide operational flexibility and enable the Company to manage assignments of varying scale and complexity.

## TOP 10 CUSTOMERS

| Customers | For the year ended March 31, 2026 | |
|---|---|---|
| | Revenue | % of revenue from operations |
| Customers 1 | 4,261.04 | 42.72% |
| Customers 2 | 603.47 | 6.05% |
| Customers 3 | 560.90 | 5.62% |
| Customers 4 | 512.30 | 5.14% |
| Customers 5 | 502.13 | 5.03% |
| Customers 6 | 449.37 | 4.51% |
| Customers 7 | 411.29 | 4.12% |
| Customers 8 | 400.74 | 4.02% |
| Customers 9 | 395.41 | 3.96% |
| Customers 10 | 340.66 | 3.42% |
| **Total** | **8,437.32** | **84.59%** |

| Customers | For the year ended March 31, 2025 | |
|---|---|---|
| | Revenue | % of revenue from operations |
| Customers 1 | 4,798.51 | 54.82% |
| Customers 2 | 2,016.52 | 23.04% |
| Customers 3 | 394.58 | 4.51% |
| Customers 4 | 368.67 | 4.21% |
| Customers 5 | 328.77 | 3.76% |
| Customers 6 | 174.52 | 1.99% |
| Customers 7 | 149.72 | 1.71% |
| Customers 8 | 103.50 | 1.18% |
| Customers 9 | 84.31 | 0.96% |
| Customers 10 | 42.80 | 0.49% |
| **Total** | **8,461.90** | **96.67%** |

| Customers | For the year ended March 31, 2024 | |
|---|---|---|
| | Revenue | % of revenue from operations |
| Customers 1 | 5,471.74 | 63.21% |
| Customers 2 | 725.28 | 8.38% |
| Customers 3 | 471.17 | 5.44% |
| Customers 4 | 432.03 | 4.99% |
| Customers 5 | 359.28 | 4.15% |
| Customers 6 | 175.37 | 2.03% |
| Customers 7 | 127.05 | 1.47% |
| Customers 8 | 87.81 | 1.01% |
| Customers 9 | 84.93 | 0.98% |
| Customers 10 | 80.87 | 0.93% |
| **Total** | **8,015.54** | **92.59%** |

## TOP 10 SUPPLIERS

| Suppliers | For the year ended March 31, 2026 | |
|---|---|---|
| | Expense for event management | % of expense pertaining to event management |
| Supplier 1 | 673.30 | 8.12% |
| Supplier 2 | 559.66 | 6.75% |
| Supplier 3 | 425.50 | 5.13% |
| Supplier 4 | 414.63 | 5.00% |
| Supplier 5 | 386.65 | 4.67% |
| Supplier 6 | 373.79 | 4.51% |

| | | |
|---|---|---|
| Supplier 7 | 268.16 | 3.24% |
| Supplier 8 | 218.67 | 2.64% |
| Supplier 9 | 186.63 | 2.25% |
| Supplier 10 | 181.64 | 2.19% |
| **Total** | **3688.65** | **44.51%** |

| **Suppliers** | **For the year ended March 31, 2025** | |
|---|---|---|
| | **Revenue** | **% of expense pertaining to event management** |
| Supplier 1 | 1,212.52 | 16.49% |
| Supplier 2 | 589.43 | 8.01% |
| Supplier 3 | 526.94 | 7.17% |
| Supplier 4 | 323.04 | 4.39% |
| Supplier 5 | 246.29 | 3.35% |
| Supplier 6 | 210.27 | 2.86% |
| Supplier 7 | 208.45 | 2.83% |
| Supplier 8 | 192.75 | 2.62% |
| Supplier 9 | 184.48 | 2.51% |
| Supplier 10 | 160.01 | 2.18% |
| **Total** | **3,854.18** | **52.41%** |

| **Suppliers** | **For the year ended March 31, 2024** | |
|---|---|---|
| | **Expense for event management** | **% of expense pertaining to event management** |
| Supplier 1 | 1,354.13 | 17.18% |
| Supplier 2 | 816.83 | 10.37% |
| Supplier 3 | 431.23 | 5.47% |
| Supplier 4 | 291.76 | 3.70% |
| Supplier 5 | 238.51 | 3.03% |
| Supplier 6 | 232.51 | 2.95% |
| Supplier 7 | 156.09 | 1.98% |
| Supplier 8 | 132.66 | 1.68% |
| Supplier 9 | 132.32 | 1.68% |
| Supplier 10 | 121.52 | 1.54% |
| **Total** | **3,907.55** | **49.59%** |

## COMPETITION

The MICE and corporate events market in India is competitive and fragmented, with the presence of online travel platforms, corporate travel service providers, specialised MICE operators, integrated event management agencies and regional service providers. The Company competes with various organised and unorganised players in the event management and MICE services industry, including companies such as Mach Conferences & Events Limited and other mid-sized and regional event management agencies**.** The Company competes with MICE and event management agencies that provide services relating to meetings, conferences, incentive travel programs, corporate events and brand activations.

Certain participants in the industry focus on specific service segments such as corporate travel coordination, event management, exhibition services or brand activation campaigns, while others may offer integrated services across multiple event and travel-related activities. The Company provides services across MICE programs, corporate events and brand activations, which enables coordination of various components of corporate programs through a single engagement.

Corporate assignments in this sector are generally awarded through proposal-based or commercial evaluation processes, wherein clients assess multiple service providers based on factors such as scope understanding, execution capability, pricing, vendor network and past experience. Accordingly, the Company competes by offering planning, coordination and execution services for corporate programs and destination-based events.

However, the Company operates in a dynamic industry environment where existing competitors may expand their service offerings and new participants, including technology-enabled event platforms and digital event service providers, may enter the market, which may increase competition and exert pressure on pricing and margins.

## OUR MARKETING STRATEGY

The Company undertakes marketing and business development activities through a combination of direct client engagement, relationship management and industry networking. The Company's management and sales team maintain regular interaction with existing corporate clients as well as potential customers to understand their requirements relating to meetings, conferences, incentive travel programs, corporate events and promotional activities.

A portion of the Company's assignments are generated through repeat engagements and client referrals, supported by the execution of past programs and ongoing relationships with corporate clients. The Company also seeks to expand its client base through business development initiatives, participation in industry interactions, digital communication channels and outreach to organisations that regularly organise corporate meetings, conferences and promotional events.

In addition, the Company maintains relationships with hospitality providers, destination management companies, airlines and other service partners, which support the coordination and execution of corporate programs across multiple destinations. The Company believes that continued focus on client relationships, service delivery and business development initiatives may assist in expanding its customer base and securing event assignments.

## INFORMATION TECHNOLOGY

The Company uses a combination of accounting and design software to support its key business operations. For financial management, the Company utilizes standard accounting software solutions to manage its accounts, invoicing, taxation and financial reporting processes. For design and conceptualization, the Company uses design and visualization tools to create event layouts, branding materials and technical drawings, as required for client presentations and execution planning. These technology tools support efficient project planning, enhance client engagement and enable effective coordination across various stages of event execution.

## LOGISTICS

Logistics forms an integral part of the Company's event management and MICE services for corporate and institutional clients. The Company undertakes planning and coordination of logistics activities, including transportation, on-site delivery, setup and dismantling, through a combination of internal teams and third-party service providers. Such arrangements are made on a project-specific basis depending on the nature, scale and location of the event. The Company focuses on effective coordination and timely execution to ensure that services are delivered in accordance with client requirements and event schedules.

## COLLABORATIONS/ TIE-UPS/ JOINT VENTURES

The Company does not have any Collaboration/Tie Ups/ Joint Ventures, as on date of Red Herring Prospectus.

## INFRASTRUCTURE AND UTILITY

**Infrastructure**

Our registered office is situated at Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Gurgaon, Haryana, India, -122003. We require computers and laptops for our data preparation work. Our registered office and other offices are equipped with latest computer systems, relevant software's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

**Power**

Our Company requires power for the normal requirement of the Office for lighting, systems etc. Adequate power is available which is met through the electric supply by the state board.

**Water**

Water required for human consumption and other purposes is fully met at the existing premises by internal supply.

## HUMAN RESOURCES

Human resources play an important role in the functioning of any organization, and we believe that our employees contribute significantly to the growth and operations of our business. Our workforce comprises a balanced mix of experienced professionals and young personnel, enabling us to benefit from both industry experience and new perspectives. As on March 31, 2026, the Company had a total of 35 employees.

The department-wise distribution of employees is set out below.

| Department | Number of Employees |
|---|---|
| Accounts and Finance | 5 |
| HR & Admin | 1 |
| Client Servicing | 3 |
| Creative | 5 |
| Operations - Events | 6 |
| Operations - MICE | 13 |
| Directors | 2 |
| **Total** | **35** |

**Disclosures pertaining to details of Employees' Provident Fund and Employees State Insurance Corporation**

| | EPF | | ESIC | |
|---|---|---|---|---|
| **Period Ended** | **No. of Employees registered** | **Amount Paid (In INR in lakhs)** | **No. of Employees registered** | **Amount Paid (In INR in lakhs)** |
| March 31, 2024 | 11 | 2.31 | 07 | 0.34 |
| March 31, 2025 | 17 | 3.55 | 07 | 0.44 |
| March 31, 2026 | 23 | 7.34 | 03 | 0.19 |

*The above data is certified by M/s Sanjeev Sharma & Associates vide certificate dated September 22, 2026 having UDIN 26091211KSHLKO8744.*

## EXPORTS & EXPORTS OBLIGATIONS

Our company does not provide any export services till date and currently, we do not have any outstanding export obligations.

## INTELLECTUAL PROPERTY RIGHTS

As on the date of this Red Herring Prospectus, following are the details of intellectual properties held by the Company –

| Sr. No. | Description | Certificate is in the name of | Registration Number/Mark/Label | Class | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---|---|---|---|---|---|---|---|---|

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 1. | Registration for Trade Mark "EVENTIONS" (Device Mark) | Cristoo Arora* | Trade Mark No. 4034916 | 39 | Trade Marks Act, 1999 | Trade Marks Registry, Mumbai | June 27, 2019 | December 22, 2028 |

**An assignment deed dated March 06, 2026 has been executed by Mr. Cristoo Arora, assigning the rights of the trade mark to the Company. The Company is in the process of registering the Assignment Deed with Trade Mark Registry.*

## DOMAIN NAME

| Sr. No. | Domain Name | Name of Registrar/ IANA ID | Creation Date | Expiry Date |
|---|---|---|---|---|
| 1. | eventions.in | GoDaddy.com, LLC / 146 | August 25, 2012 | August 25,2031 |

## INSURANCE

As on the date of this Red Herring Prospectus, our company has following Insurance Policies:

| Sr. No. | Insurance Company | Policy Number | Name of Insured/ Proposer | Period of Insurance | Details | Sum assured (in INR) |
|---|---|---|---|---|---|---|
| 1. | ICICI Lombard General Insurance Company Limited | 3001/412115355/00/000 | Eventions Private Limited | Own Damage: October 15, 2025 to October 14, 2026; Third Party: October 15, 2025 to October 14, 2028 | Motor Insurance Policy (BYD Sealion 7 Performance – SUV) | 52,15,500 |
| 2. | ICICI Lombard General Insurance Company Limited | 4016/X/O/420695349/00/000 | Eventions Private Limited | December 4, 2025 to December 3, 2026 | Group Health (Floater) Insurance Policy (62 lives insured) | 1,65,00,000 |
| 3. | ICICI Lombard General Insurance Company Limited | 3001/442227792/00/000 | Eventions Limited | Own Damage: May 29, 2026 to May 28, 2029; Third Party/Liability: May 29, 2026 to May 28, 2029 | Motor Insurance Policy (Toyota Innova Hycross ZX(O) | 30,25,750 |

The data depicting the insurance cover on assets and the insurance claims made by the Company as on March 31, 2026, March 31, 2025 and March 31, 2024 is as mentioned below -

| Particulars | As on March 31, 2026 | As on March 31, 2025 | As on March 31, 2024 |
|---|---|---|---|
| Amount of Assets | 53.18 | 8.83 | 14.56 |
| Amount of Assets Insured | 53.18 | 8.83 | 14.56 |
| Amount of Sum Insured (Coverage) | 79.51 | 28.8 | 32 |
| Insurance Coverage % | 66.89% | 30.68% | 45.49% |

| Period | Claims made by the Company (in INR lakhs) | Settlement amounts (in INR lakhs) |
|---|---|---|
| Fiscal 2026 | NA | NA |
| Fiscal 2025 | NA | NA |
| Fiscal 2024 | NA | NA |

## CAPACITY AND CAPACITY UTILIZATION

Our Company is engaged in the service sector and hence capacity and capacity utilization is not applicable to us.

## DETAILS OF IMMOVABLE PROPERTY

The following are the details of the material immovable properties of our Company:

| S. No. | Location of the property | Name of Lessor / Licensor | Name of Lessee / Licensee | Usage | Area | Rent / Consideration | Tenure |
|---|---|---|---|---|---|---|---|
| 1. | Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003 | Mehta Wheels Private Limited | Eventions Limited | Registered Office | 3500 sq. ft | Rs 2,72,500 per month | February 01, 2026 to January 31, 2029 |
| 2. | 32, Chowrangee Road, Om Tower, 7th Floor, Unit No- 706, Park Street, Kolkata, West Bengal, 700071 | Workzone Office Spaces | Eventions Limited | Office Purpose* | NA | INR 25,000 p.a | For 11 months w.e.f November 11, 2025 |
| 3. | 2nd Floor, Spaceyfi Coworking, Saraswati Vihar Chowk, Ajabpur Khurd, Dehradun, Uttarakhand, 248001 | Coworking Space | Eventions Limited | Office Purpose* | NA | INR 24,000 p.a | For 11 months w.e.f October 10, 2025 |
| 4. | Door No. 1-60/8/A & B, 3rd Floor, KNR square, Opp. 'The Platina', Gachibowli, Kondapur, Hyderabad – 500032 | Coworking Spaces | Eventions Limited | Office Purpose* | NA | INR 24,500 p.a | For 11 months w.e.f November 03, 2025 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 5. | Desk No. V103, W-115, 1st Floor, 3rd Avenue, Anna Nagar, CHennai-600040, Tamil Nadu | Senate Space (India) Private Limited | Eventions Limited | Office Purpose* | NA | INR 24,500 p.a | For 11 months w.e.f February 24, 2026 |
| 6. | D-82, 2nd Foor, JS Plaza, Janpath, Shyam Nagar Jaipur, Rajasthan, India – 302019 | Global Enterprises Trading as Global Cowork | Eventions Limited | Office Purpose* | NA | INR 24,000 p.a | For 11 months w.e.f June 18, 2026 |
| 7. | 3rd Floor, Office no A321, Master Mind 4, Road Number 4, Goregaon East, Mumbai, Maharashtra, 400065 | Joy Thomas Ukkan | Eventions Limited | Office Purpose* | NA | INR 25,500 p.a | For 11 months w.e.f May 31, 2025 |
| 8. | 39/2475-B1, Suite 465, LR Towers, SJRRA 104, South Janatha Road, Palarivattom, Kochi, Kerala, 682025 | Lissy Joy | Eventions Limited | Office Purpose* | NA | INR 24,500 p.a | For 11 months w.e.f November 1, 2025 |
| 9. | 62/1, New No 7, 1st Cross, 2nd Main, Ganganagar, Bangalore – 560032 | Iblue Entertainment | Eventions Limited | Office Purpose* | NA | INR 24,500 p.a | For 11 months w.e.f May 25, 2026 |
| 10. | 1st Floor, Manjunath Co-Op HSG Society, Manjunath Chs, 18th June Road, Panaji, Goa, 403001 | M/S B2B Business Service Centre | Eventions Limited | Office Purpose* | NA | INR 25,500 p.a | For 22 months valid till May 03, 2026 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 11. | 910,911, 9th Floor, A9, Northex ITL Tower, Netaji Subhash Place, Delhi, 110034 | MK Co working | Eventions Limited | Office Purpose* | NA | INR 28,590 p.a | For 11 months w.e.f February 20, 2026 up to January 19, 2027 |
| 12. | Ground Floor, Ward No. 4, Ghoomakad Junction, Ghoomakad Premises, Near Shiv Mandir Rakkar, Teh. Dharamshala, Distt. Kangra, Himachal Pradesh, India, 176215 | Ghoomakad A Nomad OPC Private Limited | Eventions Limited | Office Purpose* | NA | INR 18,500 p.a | For 11 months w.e.f August 26, 2026 |
| 13. | C2 Sector 1 Noida 201301 Uttar Pradesh Noida Uttar Pradesh India | 91 Springboard Business Hub Private Limited | Eventions Limited | Office Purpose* | NA | INR 40,120 p.a | For 11 months w.e.f August 26, 2026 |

**Company operates through Co-working space*

## INDEBTNESS

For details of indebtedness please refer to "Financial Indebtedness" on page 243 of this Red Herring Prospectus.

## KEY INDUSTRY REGULATIONS AND POLICIES

*Except as otherwise specified in this Red Herring Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.*

*Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.*

**APPROVALS**

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "***Government and Other Statutory Approvals***" beginning on page number 272 of this Red Herring Prospectus.

**BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS**

**The Micro, Small and Medium Enterprises Development Act, 2006 (the "MSME Act")**

The Micro, Small and Medium Enterprises Development Act, 2006 has been enacted with the objective of promoting, developing and enhancing the competitiveness of micro, small and medium enterprises in India. The Act provides a statutory framework for classification of enterprises, facilitation of credit, promotion of procurement from micro and small enterprises, and resolution of disputes relating to delayed payments. Pursuant to notifications issued under the MSME Act, enterprises registered under the applicable framework are classified as micro, small or medium enterprises based on investment in plant and machinery or equipment and annual turnover. The provisions of the MSME Act are applicable to enterprises registered under the Act and non-compliance with certain provisions may attract consequences in accordance with applicable law.

**The Kolkata Municipal Corporation Act, 1980 (the "KMC Act")**

The Kolkata Municipal Corporation Act, 1980 governs municipal administration and regulation of trades and businesses within the territorial limits of the Kolkata Municipal Corporation. Under the provisions of the KMC Act and the rules and regulations framed thereunder, any person carrying on a trade, profession or business within Kolkata, including from commercial premises, is required to obtain and maintain a valid trade licence from the Kolkata Municipal Corporation. The trade licence is intended to ensure that commercial activities are conducted in a manner that does not pose a nuisance or hazard to public health, safety or convenience. The Act prescribes requirements relating to application, grant, renewal, inspection, payment of prescribed fees and compliance with municipal conditions. Non-compliance with the provisions of the KMC Act or operating without a valid trade licence may attract penalties and other enforcement action in accordance with applicable law.

**The Karnataka Municipal Corporations Act, 1976 (the "KMC Act")**

The Karnataka Municipal Corporations Act, 1976 regulates municipal governance and licensing of trades and commercial establishments within municipal corporation limits in the State of Karnataka, including the Bruhat Bengaluru Mahanagara Palike ("BBMP"). Under the provisions of the KMC Act and the bye-laws framed thereunder, any person carrying on a trade, business or profession within the limits of Bengaluru Urban district is required to obtain and maintain a valid trade licence from the BBMP. The trade licence regime is intended to regulate commercial activities to safeguard public health, safety and hygiene. The Act provides for procedures relating to application, grant, renewal and cancellation of trade licences, inspection of premises, levy of licence fees and penalties for non-compliance. Carrying on business without a valid trade licence or in breach of licence conditions may result in penalties and other action under applicable law.

The Company is also required to obtain event-specific approvals such as permissions from local authorities, police authorities, public performance licenses, fire safety approvals and other regulatory approvals, as may be applicable depending on the nature, scale and location of events conducted

## TAX RELATED LEGISLATIONS

**Income Tax Act, 1961**

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is required to file its income-tax returns within the timelines prescribed under applicable law.

**Income Tax Act 2025**

The Income-tax Act, 2025 has received the President's assent and has been published in the Official Gazette dated August 21, 2025. It will come into force with effect from April 01, 2026, and from that date will replace the Income-tax Act, 1961. The Act extends to the whole of India and consolidates and amends the law relating to income-tax. It applies to all categories of taxpayers, including companies (whether domestic or foreign), whose income is chargeable to tax under its provisions, with the incidence of tax depending on their residential status and the nature and source of income. Broadly, residents are taxable in India on their global income, while non-residents are taxable on income that is received or deemed to be received in India, or that accrues, arises, or is deemed to accrue or arise in India. Until March 31, 2026, the levy and collection of income-tax will continue to be governed by the Income-tax Act, 1961, as amended.

**The Goods and Services Tax Act, 2017**

The Central Goods and Services Tax Act, 2017, Maharashtra Goods and Services Tax Act, 2017,Goa Goods and Services Tax Act, 2017, Haryana Goods and Services Tax Act, 2017,Karnataka Goods and Services Tax Act,2017,Kerala State Goods and Services Tax Act, Rajasthan Goods and Services Tax Act, 2017, Tamil Nadu Goods and Services Tax Act, 2017, Telangana Goods and Services Tax Act, 2017, Uttarakhand Goods and Services Tax Act, 2017, West Bengal Goods and Services Tax Act, 2017, Delhi Goods and Services Tax Act, 2017 and the Integrated Goods and Services Tax Act, 2017 govern the levy and collection of goods and services tax on the supply of goods and services in India. These laws replaced multiple erstwhile indirect taxes and prescribed requirements relating to registration, issuance of tax invoices, filing of returns, payment of tax, maintenance of records and compliance with procedural requirements. The supply of goods by enterprises are subject to the provisions of the GST laws, and non-compliance therewith may attract interest, penalties and other enforcement action in accordance with applicable law.

**Maharashtra Tax on Professions, Trades, Callings and Employments Act, 1975 (the "Act")**

The Maharashtra Tax on Professions, Trades, Callings and Employments Act, 1975 provides for the levy and collection of professional tax in the State of Maharashtra on persons engaged in any profession, trade, calling or employment, subject to the maximum limit prescribed under Article 276 of the Constitution of India. The Act applies to the whole of the State of Maharashtra and empowers the State Government to levy professional tax as specified in the Schedules to the Act. Employers are required to deduct professional tax from the salaries or wages of employees and deposit the same with the prescribed authority within the stipulated timelines, after obtaining registration under the Act. Self-employed persons and professionals are required to obtain enrolment and pay professional tax directly. The Act also lays down provisions relating to registration, enrolment, assessment, filing of returns, exemptions, penalties and interest for non-compliance.

**Kerala Municipality Act, 1994**

The Company's operations, where situated within municipal limits in the State of Kerala, are governed by the provisions of the Kerala Municipality Act, 1994, which regulates the constitution, administration and functioning of urban local bodies, including municipal corporations and municipalities. The said Act, inter alia, prescribes the framework for grant of trade licenses, regulation of commercial activities, public health and sanitation requirements, and levy and collection of municipal taxes and fees, including property tax and profession tax. Pursuant to the provisions of the aforesaid Act, the Company is required to obtain and maintain applicable registrations and licenses, and comply with local laws and regulations, including payment of applicable municipal levies and profession tax in respect of its establishments and employees, as may be applicable.

**The Tamil Nadu Municipal Laws (Second Amendment) Act, 1998 read with the Tamil Nadu Professional Tax Rules, 1999 (the "Act")**

The Tamil Nadu Municipal Laws (Second Amendment) Act, 1998 read with the Tamil Nadu Professional Tax Rules, 1999, as amended from time to time, provides for the levy and collection of professional tax in the State of Tamil Nadu on persons engaged in any profession, trade, calling or employment, subject to the limits prescribed under Article 276 of the Constitution of India. The provisions relating to professional tax are incorporated within applicable municipal laws and administered by local authorities. Employers are required to deduct and deposit professional tax on behalf of employees after obtaining registration, while self-employed persons are required to obtain enrollment and pay such tax directly. The Act also prescribes provisions relating to registration, enrolment, returns, assessment, exemptions, and penalties for non-compliance.

**The Telangana Tax on Professions, Trades, Callings and Employments Act, 1987 (the "Act")**

The Telangana Tax on Professions, Trades, Callings and Employments Act, 1987 provides for the levy and collection of professional tax in the State of Telangana on persons engaged in any profession, trade, calling or employment, subject to the maximum limit prescribed under Article 276 of the Constitution of India. The Act applies to the whole of the State of Telangana and empowers the State Government to levy professional tax as specified in the Schedules to the Act. Employers are required to deduct professional tax from the salaries or wages of employees and deposit the same with the prescribed authority within the stipulated timelines after obtaining registration under the Act. Self-employed persons and professionals are required to obtain enrolment and pay professional tax directly. The Act also lays down provisions relating to registration, enrolment, assessment, filing of returns, exemptions, penalties and interest for non-compliance.

**The Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976 (the "Act")**

The Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976 provides for the levy and collection of professional tax in the State of Karnataka on persons engaged in any profession, trade, calling or employment, subject to the maximum limit prescribed under Article 276 of the Constitution of India. The Act applies to the whole of the State of Karnataka and empowers the State Government to levy professional tax as specified in the Schedules to the Act. Employers are required to deduct professional tax from the salaries or wages of employees and deposit the same with the prescribed authority within stipulated timelines after obtaining registration under the Act. Self-employed persons and professionals are required to obtain enrolment and pay professional tax directly. The Act also lays down provisions relating to registration, assessment, filing of returns, exemptions, penalties and interest for non-compliance.

**The West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 (the "Act")**

The West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 provides for the levy and collection of professional tax in the State of West Bengal on persons engaged in any profession, trade, calling or employment, subject to the maximum limit prescribed under Article 276 of the Constitution of India. The Act applies to the whole of the State of West Bengal and empowers the State Government to levy professional tax as specified in the Schedules to the Act. Employers are required to deduct professional tax from the salaries or wages of employees and deposit the same with the prescribed authority within stipulated timelines after obtaining registration under the Act. Self-employed persons and professionals are required to obtain enrolment and pay professional tax directly. The Act also lays down provisions relating to registration, assessment, filing of returns, exemptions, penalties and interest for non-compliance.

## EMPLOYMENT AND LABOUR LAWS

**The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act")**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms 'sexual harassment' and 'workplace' are both defined in the Act. Every employer should constitute an "Internal Complaints Committee" and every officer and member of the Committee shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

**Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")**

The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986, as amended, has been enacted to prohibit the employment of children below the age of fourteen years and to regulate the employment of adolescents in certain occupations and processes. The Act prohibits the engagement of children in all occupations and restricts the employment of adolescents in hazardous occupations and processes. The Act applies to all establishments, including manufacturing units, and imposes obligations on employers to ensure compliance with its provisions. Any contravention of the Act may attract penalties and other consequences as prescribed under applicable law.

**The Haryana Shops and Commercial Establishments Act, 1958 (as amended) (the "Act")**

Under the provisions of the Act, establishments are required to be registered and comply with conditions of work and employment in shops and commercial establishments in the State of Haryana. The Act governs the regulation of working hours, rest intervals, overtime, payment of wages, opening and closing hours, weekly holidays and leave, and other terms of service for persons employed in shops, commercial establishments, offices, hotels, restaurants and similar business premises. Recent amendments have increased the permissible daily working hours to 10, extended allowable quarterly overtime limits, and modernised compliance requirements for documentation and penalties. Employers are required to obtain registration with the prescribed authority within the stipulated timelines and maintain statutory registers and records as mandated under the Act. The Act also lays down provisions relating to employment of young persons and women, exemptions, penalties and fines for non-compliance

**The Delhi Shops and Establishments Act, 1954 (the "Act")**

Under the provisions of the Act, establishments are required to be registered with the prescribed authority. Such laws regulate the working and employment conditions of persons employed in shops, commercial establishments, offices, hotels, restaurants and similar service providers in the National Capital Territory of Delhi. The Act governs the fixation of working hours, intervals for rest, maximum spread-over, payment of wages, leave, weekly holidays, overtime work and other terms of service, including entitlement to overtime remuneration at prescribed rates. Employers are required to maintain statutory registers, records and returns as mandated under the Act and ensure compliance with age, employment and welfare provisions. The Act also lays down provisions relating to exemptions, penalties and fines for non-compliance.

**The Kerala Shops and Commercial Establishments Act, 1960 (the "Act")**

Under the provisions of the Act, establishments are required to be registered with the prescribed authority. Such laws regulate the working and employment conditions of workers employed in shops, commercial establishments, offices, hotels, restaurants, theatres and other places of public business in the State of Kerala. The Act governs the fixation of working hours, rest intervals, payment of wages, leave, holidays, overtime, opening and closing hours and other terms of service, including entitlement to overtime wages. Employers are required to maintain statutory registers, records and returns as mandated under the Act and ensure compliance with employment and welfare provisions. The Act also lays down provisions relating to exemptions, penalties and fines for non-compliance.

**The West Bengal Shops and Establishments Act, 1963 (the "Act")**

Under the provisions of the Act, establishments are required to be registered with the prescribed authority. Such laws regulate the working and employment conditions of persons employed in shops, commercial establishments, offices, hotels, restaurants and other business premises in the State of West Bengal. The Act governs the fixation of working hours, rest intervals, payment of wages, holidays, leave, overtime work, opening and closing hours and other terms of service of employees in shops and establishments. Employers are required to maintain statutory registers, records and returns as mandated under the Act and ensure compliance with provisions relating to holidays and leave. The Act also lays down provisions relating to exemptions, penalties and fines for non-compliance.

**The Karnataka Shops and Commercial Establishments Act, 1961 (the "Act")**

Under the provisions of the Act, establishments are required to be registered with the prescribed authority. Such laws regulate the working and employment conditions of persons employed in shops, commercial establishments, offices, hotels, restaurants and similar business premises in the State of Karnataka. The Act governs the fixation of working hours, rest intervals, overtime, payment of wages, weekly holidays, leave entitlements and other terms of service of employees, including entitlement to overtime wages at prescribed rates. Employers are required to maintain statutory registers, records and returns as mandated under the Act and ensure compliance with employment and welfare provisions. The Act also lays down provisions relating to exemptions, penalties and fines for non-compliance.

**The Code on Wages, 2019 (the "Wages Code")**

The Wages Code received the assent of the President of India on August 8, 2019, and the provisions of the Code came into effect from November 21, 2025, after being notified in the Official Gazette by the Central Government. The Wages Code has replaced the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976.

The Wages Code extends to the whole of India and regulates minimum wages, floor wages, payment of wages, permissible deductions, bonus and equal remuneration. It introduces a harmonized definition of "wages", prohibits discrimination on grounds of gender in matters of wages and recruitment for the same work or work of a similar nature, and confers a statutory right to minimum wages for all employees, supported by a national floor wage below which State minimum wages cannot fall. The Wages Code also provides for advisory boards, an Inspector-cum-Facilitator based compliance regime, maintenance of prescribed registers and issuance of wage slips, and offences and penalties for non-compliance

**The Occupational Safety, Health and Working Conditions Code, 2020 (the "OSHWC Code")**

The OSHWC Code is a central legislation enacted to consolidate and amend the laws regulating the occupational safety, health and working conditions of persons employed in an establishment; it received the assent of the President of India on September 28, 2020 and, pursuant to a notification issued by the Ministry of Labour and Employment, has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws. The OSHWC Code replaces and subsumes 13 central enactments relating to safety, health and working conditions, including, among others, 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, the Mines Act, 1952, the Plantations Labour Act, 1951, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, the Motor Transport Workers Act, 1961, the Beedi and Cigar Workers (Conditions of Employment) Act, 1966 and laws governing dock workers, working journalists, cine-workers and sales promotion employees, subject to repeal-and-savings provisions that preserve existing rules and notifications to the extent they are not inconsistent with the Code.

The OSHWC Code applies, inter alia, to establishments employing 10 or more workers and to all mines and docks, as well as to specified categories such as factories, building and other construction works, plantations, motor transport undertakings, audio-visual production units and newspaper establishments, and requires eligible establishments to obtain registration (with deemed migration of existing registrations), comply with notified occupational safety and health standards, provide a safe working environment and prescribed welfare facilities, conduct periodic medical examinations including free annual health check-ups for specified employees, issue letters of appointment to all employees, and report certain accidents, dangerous occurrences and notified occupational diseases. It also contains specific provisions on working hours, leave and overtime, engagement and conditions of contract labour and inter-State migrant workers, and employment of women (including in night shifts and in all types of work subject to consent and prescribed safeguards), and establishes an Inspector-cum-Facilitator and advisory board framework for enforcement and standard-setting.

The OSHWC Code also provides for registration of applicable establishments, maintenance of safe and healthy working environment and welfare facilities, engagement and treatment of contract labour and inter-State migrant workers, employment of women, and maintenance of prescribed registers, records and returns and timely reporting of accidents, dangerous occurrences and occupational diseases.

**The Industrial Relations Code, 2020 (the "IR Code")**

The IR Code is a central legislation enacted to consolidate and amend the laws relating to trade unions, conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes; it received the assent of the President of India on September 28, 2020 and, pursuant to notifications issued by the Ministry of Labour and Employment, has been brought into force with effect from November 21, 2025.

The IR Code consolidates and replaces three key enactments, namely (i) the Industrial Disputes Act, 1947, (ii) the Trade Unions Act, 1926, and (iii) the Industrial Employment (Standing Orders) Act, 1946. It extends to the whole of India and, among other matters, provides a unified framework for (i) registration, governance and recognition of trade unions, including recognition of a negotiating union or negotiating council in industrial establishments having multiple unions; (ii) constitution of bi-partite forums such as Works Committees and Grievance Redressal Committees in establishments above prescribed thresholds; (iii) certification, modification and deemed adoption of standing orders in industrial establishments employing 300 or more workers, aligned with central model standing orders; and (iv) mechanisms for conciliation, voluntary arbitration and adjudication of industrial disputes by Industrial Tribunals and the National Industrial Tribunal.

The IR Code also introduces provisions on fixed term employment with parity of wages and benefits vis-à-vis permanent workers and gratuity eligibility after one year, prescribes conditions and procedures for strikes and lock-outs, and revises the regime governing lay-off, retrenchment and closure in certain industrial establishments, including a higher statutory threshold (currently 300 workers, with power for States to increase this limit) for prior government approval for lay-off, retrenchment and closure, while defining "worker" and "employee" broadly to cover a wider segment of the workforce and prohibiting unfair labour practices.

**The Code on Social Security, 2020 (the "Social Security Code")**

The Social Security Code is a central legislation enacted to modernize and consolidate the laws relating to social security with the objective of extending social security coverage to employees and workers in the organized, unorganized, gig and platform sectors across India; it received the assent of the President of India on September 28, 2020 and, pursuant to a notification issued by the Ministry of Labour and Employment under Section 1(3), has been brought into force with effect from November 21, 2025.

The Social Security Code consolidates and replaces nine central enactments, including the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine Workers Welfare Fund Act, 1981, the Building and Other Construction Workers Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. Among other matters, it provides the framework for social security schemes relating to provident fund, pension and deposit-linked insurance, employees' state insurance, maternity benefits, gratuity, employee compensation and welfare of building and other construction workers, as well as social security schemes for unorganized workers, gig workers and platform workers, and establishes or continues social security organisations such as the Central Board of Trustees of the Employees' Provident Fund, the Employees' State Insurance Corporation, the National and State Social Security Boards for unorganized workers and State Building and Other Construction Workers' Welfare Boards.

The Social Security Code also contemplates electronic registration of establishments, technology-enabled record-keeping and benefit delivery, and empowers the Central and State Governments to extend the application of EPF, ESIC and other schemes to additional classes of establishments and workers.

The Social Security Code and the rules and schemes framed thereunder, provides for registration of eligible establishments, enrolment of employees under the Employees' Provident Fund and Employees' State Insurance schemes, payment of employer and employee contributions, provision of statutory gratuity, maternity and employee compensation benefits, facilitation of social security for eligible contract, unorganized, gig or platform workers engaged in its operations, and maintenance of prescribed records and returns, and any non-compliance may result in interest, penalties and other enforcement action.

## INTELLECTUAL PROPERTY LEGISLATIONS

**Trade Marks Act, 1999 ("TM Act")**

The Trademarks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

## FOREIGN INVESTMENT LAWS

**Foreign Exchange Management Act, 1999 & Rules thereunder**

Foreign investment in India is governed by the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time. Foreign investment is permitted in most sectors under the automatic route or the government approval route, subject to sectoral caps and conditions prescribed under the NDI Rules.

Investment by NRIs and OCIs on a repatriation basis under the portfolio investment route is subject to limits prescribed under applicable RBI regulations, including individual and aggregate caps, which are distinct from foreign direct investment limits.

**Foreign Direct Investment**

The Government of India, from time to time, issues policy pronouncements on foreign direct investment ("FDI") through press notes, press releases and consolidated policy circulars. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("DPIIT") issues the consolidated FDI Policy, as updated from time to time, which consolidates and supersedes all previous press notes, press releases and clarifications relating to FDI policy that are in force. The consolidated FDI Policy is updated periodically and is applicable as amended from time to time.

FDI in India is also regulated by the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended from time to time, and the Master Directions on Foreign Investment in India issued by the Reserve Bank of India ("RBI"), as updated from time to time. In terms of the applicable regulations, an Indian company may issue fresh shares to persons resident outside India, subject to sectoral caps, entry routes, eligibility conditions and pricing guidelines prescribed under applicable law. Such issuance of shares is also subject to reporting requirements, including filings with the RBI, such as Form FC-GPR, in accordance with applicable regulations.

## GENERAL LAWS

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the following are also applicable to our Company:

**The Companies Act, 2013 ("Companies Act")**

The Companies Act, 2013 as amended consolidates and regulates the law relating to companies in India. The Act, inter alia, provides for incorporation, management, governance, audit and winding up of companies and prescribes duties and liabilities of directors and officers. It also sets out requirements relating to disclosure, corporate governance, accounts and investor protection. Compliance with this Act is relevant for all corporate entities, their management and shareholders.

**The Indian Contract Act, 1872 ("Contract Act")**

The Indian Contract Act, 1872 as amended governs contracts and agreements enforceable by law in India. The Act, inter alia, provides for the essentials of a valid contract, performance and breach of contracts, contracts relating to indemnity, guarantee, bailment, pledge and agency. It defines the rights and obligations of contracting parties and remedies for breach. Compliance with this Act is relevant for entities entering into commercial agreements in the course of business.

**The Negotiable Instruments Act, 1881 ("NI Act")**

The Negotiable Instruments Act, 1881 as amended regulates promissory notes, bills of exchange and cheques and defines the rights and obligations of parties thereto. The Act, inter alia, provides for the recognition of negotiable instruments, endorsement, transferability and penalties for dishonor of cheques. It prescribes criminal liability for dishonor of cheques due to insufficiency of funds and enables summary trial procedures. Compliance with this Act is relevant for entities issuing or accepting negotiable instruments in the course of business.

**The Consumer Protection Act, 2019 ("CPA")**

The Consumer Protection Act, 2019 consolidates provisions relating to consumer rights, protection and dispute redressal. The Act, inter alia, provides for establishment of Consumer Commissions, product liability, unfair trade practices, misleading advertisements and e-commerce rules. It empowers consumers to seek compensation against defective goods or deficient services. Compliance with this Act is relevant for entities engaged in sale of goods or provision of services including through digital platforms.

**The Competition Act, 2002 ("Competition Act")**

The Competition Act, 2002, as amended, regulates anti-competitive agreements, abuse of dominant position and combinations in India. The Act empowers the Competition Commission of India to investigate and penalise contraventions and requires prior approval for certain mergers, acquisitions and investments exceeding prescribed thresholds. Recent amendments have introduced deal value thresholds and settlement and commitment mechanisms. Compliance with this Act is relevant for entities undertaking transactions or business practices that may have an impact on competition in India.

**The Transfer of Property Act, 1882 ("TPA")**

The Transfer of Property Act, 1882 as amended regulates the transfer of immovable property in India. The Act, inter alia, provides for sale, mortgage, lease, exchange and gift of property and prescribes the rights and obligations of transferors and transferees. It governs conditions, restrictions and formalities relating to such transfers. Compliance with this Act is relevant for entities involved in acquisition, disposal or development of immovable property.

**The Arbitration and Conciliation Act, 1996 ("Arbitration Act")**

The Arbitration and Conciliation Act, 1996 as amended provides the legal framework for arbitration, conciliation and related alternative dispute resolution mechanisms in India. The Act, inter alia, provides for recognition and enforcement of arbitration agreements, conduct of arbitral proceedings and enforceability of domestic and foreign awards. It incorporates provisions aligned with UNCITRAL Model Law and prescribes timelines for expeditious disposal. Compliance with this Act is relevant for entities entering into contracts containing arbitration clauses or subject to arbitration proceedings.

**The Sale of Goods Act, 1930 ("SOGA")**

The Sale of Goods Act, 1930 as amended regulates contracts relating to sale of goods in India. The Act, inter alia, provides for conditions and warranties in contracts of sale, transfer of ownership, rights and duties of buyer and seller and remedies in case of breach. It governs implied conditions such as title, quality and fitness of goods. Compliance with this Act is relevant for entities engaged in sale or purchase of goods in the ordinary course of business.

**Digital Personal Data Protection Act, 2023**

The Digital Personal Data Protection Act, 2023 provides the legal framework for protection of personal data in digital form and governs the processing of such data by data fiduciaries. The Act applies to the processing of digital personal data carried out in India, including processing undertaken in connection with the provision of goods or services. The operations of the Company involve processing of digital personal data in the course of its business activities, including in relation to employees, contractors and deployment of digital systems, and are accordingly subject to the provisions of the Digital Personal Data Protection Act, 2023. Non-compliance with the provisions of the Act may attract penalties in accordance with applicable law.

**Information Technology Act, 2000 (the "IT Act")**

The Information Technology Act, 2000 has been enacted to provide legal recognition to electronic records and electronic transactions and to regulate activities relating to the use of computer systems, information technology infrastructure and digital platforms in India. The Act prescribes the legal framework governing electronic data, cybersecurity, unauthorised access to computer resources and liability arising from misuse or breach of electronic systems. The provisions of the IT Act are applicable to entities that deploy, operate or integrate digital or electronic systems in the course of their business operations, including systems involving electronic processing of information. Non-compliance with the provisions of the IT Act may result in civil or criminal consequences in accordance with applicable law.

**Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (the "SPDI Rules")**

The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 have been framed under the Information Technology Act, 2000 to regulate the collection, handling, storage, processing and disclosure of sensitive personal data or information by body corporates. The SPDI Rules require entities handling such data in electronic form to implement reasonable security practices and procedures, adopt appropriate internal safeguards and ensure contractual protections where data processing is undertaken through third-party service providers. The provisions of the SPDI Rules are applicable to entities that collect or process sensitive personal data or information in the course of their business operations, and non-compliance may attract liabilities as prescribed under applicable law. The SPDI Rules continue to be in force under the Information Technology Act, 2000 and apply to entities handling sensitive personal data or information, subject to transition and harmonisation with the Digital Personal Data Protection Act, 2023 and rules framed thereunder.

**The Registration Act, 1908 ("Registration Act")**

The Registration Act, 1908 as amended provides for registration of documents relating to immovable property and certain other instruments. The Act, inter alia, prescribes documents compulsorily registrable, procedures for presentation, time limits and effects of non-registration. It ensures public notice of transactions and maintains records affecting property rights. Compliance with this Act is relevant for entities executing property-related documents or transactions.

**The Bharatiya Nyaya Sanhita, 2023 ("BNS")**

The Bharatiya Nyaya Sanhita, 2023 consolidates and replaces the Indian Penal Code, 1860 and inter alia provides the substantive criminal law in India. The Act defines offences, prescribes punishments and sets out liability for individuals and entities. Key provisions cover offences against the State, human body, property, documents and cyber-enabled crimes along with penalties for corporate fraud and misconduct. Compliance with this Act is relevant for entities and their management in the context of criminal liability, fraud prevention and corporate governance.

**The Bharatiya Nagarik Suraksha Sanhita, 2023 ("BNSS")**

The Bharatiya Nagarik Suraksha Sanhita, 2023 replaces the Code of Criminal Procedure, 1973 and lays down the procedural framework for investigation, trial and adjudication of offences. The Act, inter alia, provides for registration of FIRs, powers of investigation, rights of the accused, trial processes and mechanisms for appeal. It also introduces timelines for filing chargesheets and mandates use of technology in investigation and trial. Compliance with this Act is relevant for entities in relation to criminal proceedings against them or their personnel.

**The Bharatiya Sakshya Adhiniyam, 2023 ("BSA")**

The Bharatiya Sakshya Adhiniyam, 2023 replaces the Indian Evidence Act, 1872 and governs the admissibility and relevancy of evidence in judicial proceedings. The Act, inter alia, provides for documentary, oral, electronic and digital evidence and prescribes rules for burden of proof, examination of witnesses and evidentiary value of records. Compliance with this Act is relevant for entities in connection with legal proceedings involving documentary and electronic records.

**The Indian Stamp Act, 1899 and Stamp Acts in various states**

The purpose of The Indian Stamp Act,1899 was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Government of Maharashtra, Delhi, Haryana, Karnataka, Telangana, Goa, Kerala, West Bengal, Uttarakhand, Rajasthan and Tamil Nadu  is empowered to prescribe or alter the stamp duty as per its need.

## HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated on December 15, 2020, under the name of 'Eventions Private Limited', as a private limited Company under the provisions of the Companies Act, 2013, pursuant to a Certificate of Incorporation issued by Registrar of Companies, Central Registration Centre. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extra-ordinary General Meeting held on February 17, 2026 and the name of our Company was changed from "Eventions Private Limited" to "Eventions Limited" vide fresh certificate of incorporation dated February 26, 2026 issued by the Registrar of Companies, Central Processing Centre. The Corporate identification number of our Company is U92190HR2020PLC091592.

### CHANGES IN OUR REGISTERED OFFICE

The Registered Office of the Company is presently situated at Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003. Except as disclosed below, there has been no change in the address of our registered office since incorporation.

| Date of Board Resolution | From | To | Reason of Change |
|---|---|---|---|
| January 16, 2026 | K-5A/13, DLF Phase-2, Gurgaon, Haryana 122010 | Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003 | Administrative convenience |

### MAIN OBJECTS OF OUR COMPANY

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

"*To undertake, handle and carry on business in India and abroad connected with events for different corporate, companies or individuals which includes any travel management such as organizing and management of luxury events, government & private events, road shows including expositions, seminars, fashion shows, concerts, lavish parties, conferences, social events.*

*To carry on such other incidental/auxiliary activities as may be necessary in connection with sales promotion, travel management and event management.*"

The main objects, as contained in the Memorandum of Association, enable our Company to carry on the business presently carried out as well as business proposed to be carried out by the Company.

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY

Set out below are the amendments to our Memorandum of Association in the 10 years preceding the date of this Red Herring Prospectus:

| Date of Amendment/ Shareholder resolution | Particulars of Amendment |
|---|---|
| March 11, 2025 | The object clause was amended by adding new clause III (b) 33 after the existing clause III (b) 32 thereof in the matters which are necessary for furtherance of the objects specified in clause III (a):<br>"*Subject to the provisions of the Companies Act, 2013 including the rules and* |

| | |
|---|---|
| | *regulations made herein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security or any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.*” |
| August 11, 2025 | Clause V of the Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from INR 15,00,000 (Indian Rupees Fifteen Lakh) divided into 1,50,000 (One Lakh Fifty Thousand) equity shares of INR 10 (Indian Rupees Ten) each to INR 5,00,00,000 (Indian Rupees Five Crores) divided into 50,00,000 (Fifty Lakh) equity shares of INR 10 (Indian Rupees Ten) each |
| February 17, 2026 | Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from “Eventions Private Limited” to “Eventions Limited” pursuant to the conversion of our Company from a private limited company to a public limited company. |
| March 01, 2026 | Clause V of the Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from INR 5,00,00,000 (Indian Rupees Five Crores) divided into 50,00,000 (Fifty Lakh) equity shares of INR 10 (Indian Rupees Ten) each to INR 15,00,00,000 (Indian Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of INR 10 (Indian Rupees Ten) each |

## KEY EVENTS AND MILESTONES

The table below sets forth some of the major events and milestones in the history of our Company:

| Calendar Year | Event |
|---|---|
| 2020 | Incorporation of our Company as Private Limited Company in the name and style of “Eventions Private Limited". |
| 2025 | Surpassed INR 75 crores revenue mark in Financial Year 2024-25 |
| 2026 | Conversion of our company from private limited company to public limited company. |
| 2026 | Acquired 70.00% stake in Gantu Online Private Limited through acquiring the equity shares pursuant to which it became our Subsidiary Company |

## KEY AWARDS, ACCREDIATIONS OR RECOGNITIONS

Our Company has not received awards, accreditations and recognition except as mentioned below –

| Calendar Year | Event |
|---|---|

| | |
|---|---|
| **2025** | Excellence in MICE Business Awards 2024–25 – India's Leading MICE & Event Brand of the Year (Season 7, The MICE Conference Expo & Awards by MICE Affairs Media Group) |
| **2025** | Recognition as Event Sponsor & Partner at Season 7 of The MICE Conference Expo & Awards (MICE Affairs Media Group) |
| **2024** | Recognition by TBO.com as one of the leading MICE partners / agencies (Certificate of Appreciation issued by TBO.com) |

## OUR HOLDING COMPANY

Our Company has no Holding Company as on the date of filing of this Red Herring Prospectus.

## OUR SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There are no associates and joint ventures of our company, however we have one Subsidiary Company as on the date of this Red Herring Prospectus, the details of the same are as follows -

| | |
|---|---|
| **Name of the Subsidiary Company** | Gantu Online Private Limited |
| **Corporate Information** | Gantu Online Private Limited was incorporated under the Companies Act, 2013 and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre at Haryana dated August 30, 2024. The registered office of our subsidiary is situated at A-16/3, BLOCK-A, DLF-1, Gurgaon, Sadar Bazar, Gurgaon-122001, Haryana. Its Corporate Identification Number is U79120HR2024PTC124602. |
| **Date of incorporation** | August 30, 2024 |
| **Nature of Business** | The subsidiary is engaged in the business of tourism and travel-related services, including acting as tour operators, travel agents, transport agents and freight and passage brokers. The subsidiary company facilitates travel arrangements through land, air and sea transportation, including ticketing services for road, rail, air and sea travel.<br><br>The subsidiary also undertakes tour planning and management services, including arranging travel itineraries, accommodation, transportation, and other related services for tourists and travelers. In connection with its operations, the subsidiary may coordinate with airlines, travel agencies, tour operators, shipping lines, railways and other transportation service providers, both in India and overseas.<br><br>Additionally, the subsidiary provides travel-related support services, including hotel bookings, lodging arrangements, tourist assistance and baggage handling, and may offer such services through physical offices and/or digital platforms including e-commerce channels, in India and internationally. |
| **Capital Structure as on date of this Red Herring Prospectus** | The authorised share capital of Gantu Online Private Limited is INR 10,00,000 divided into 1,00,000 equity shares of face value of INR 10 each.<br><br>The issued, subscribed and paid-up share capital of Gantu Online Private Limited is INR 9,63,400 divided into 96,340 equity shares of face value of INR 10 each. |
| **Shareholding of our Company on the subsidiary Company** | |

| Name of the Shareholders | No. of shares | % |
|---|---|---|
| Mr. Cristoo Arora | 13,781 | 14.30 |
| Mr. Ravi Rajak | 8,781 | 9.11 |
| Ms. Shaleen Kapur | 5,000 | 5.19 |
| Ms. Ruchi Gupta | 200 | 0.21 |
| Ms. Smrati Shrivastava | 1,140 | 1.18 |

| | |
|---|---|
| | Eventions Limited \| 67,438 \| 70.00<br>**Total** \| **96,340** \| **100.00** |
| **Amount of Accumulated profit or losses of the Subsidiary(ies) not accounted for by our company.** | The acquisition of subsidiary is completed has taken place in March 2026 itself and since we are disclosing the Financial Information of our Company for the financial year March 31, 2024, 2025 and 2026, thus Financial Information does not depict the accumulated profit or losses of the Subsidiary. However the effect of the accumulated profit or losses of the Subsidiary has been taken into account in Proforma Financials. |
| **Interest in our Company** | Except as provided in "*Our Business*" on page 128 and "*Restated Financial Statement – Note 26- Related Party Disclosures*" on page 191, our Subsidiary does not have any business interest in our Company. |
| **Common pursuits** | Eventions Limited and Gantu Online Private Limited, operate in complementary segments of the travel and experiential ecosystem and do not have any conflicting or competing lines of business. While Eventions focuses on B2B event management and MICE services, Gantu operates in the B2C FIT (Free Independent Traveller) segment, offering customised travel experiences. Accordingly, there is no common pursuit of business between the two entities; rather, their operations are synergistic and aligned to enhance the overall service offerings of the Company. |
| **Other confirmations** | Our Subsidiary is not listed on any stock exchange in India or abroad. Further, neither have any of the securities of our Subsidiary been refused listing by any of the stock exchanges in India or abroad, nor has our Subsidiary failed to meet the listing requirements of any of the stock exchanges in India or abroad.<br><br>There is no conflict of interest between the lessors of immoveable properties, suppliers of raw materials and third-party service providers, which are crucial for the operations of our Company, and our Subsidiary and/or their directors |

## ACCUMULATED PROFITS OR LOSSES

As on the date of this Red Herring Prospectus, there are no accumulated profits or losses that have not been accounted for or consolidated by our Company.

## TIME AND COST OVERRUNS IN SETTING UP PROJECTS

As on the date of this Red Herring Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

## DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks.

## CAPACITY, FACILITY CREATION AND LOCATION OF MANUFACTURING FACILITIES

Our company is not into any manufacturing activity.

## LAUNCH OF KEY PRODUCTS, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS

For information on key products launched by our Company, entry into new geographies or exit from existing markets, see "Our Business" on page 128.

## DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS / UNDERTAKINGS, MERGERS OR AMALGAMATION, AND ANY REVALUATION OF ASSETS IN THE LAST 10 YEARS.

Our Company has not made any divestments of any material business or undertaking and has not undertaken any material acquisitions or revaluation of assets in the last 10 years immediately preceding the date of this Red Herring Prospectus except subscribing the 70.00% equity shares in Gantu Online Private Limited through pursuant to which it became our Subsidiary Company.

In relation to the acquisition of shares of Gantu Online Private Limited, the Company has obtained a valuation report dated March 7, 2026 from an independent registered valuer, Mr. Samrendra Kumar Pandey (IBBI Registration No. IBBI/RV/06/2025/15955), for determining the fair value and exchange ratio of equity shares. The valuer has recommended a share swap ratio whereby 155 (One Hundred Fifty-Five) equity shares of face value INR 10 each, fully paid-up, of Gantu Online Private Limited shall be issued for every 100 (One Hundred) equity shares of face value INR 10 each, fully paid-up, of Eventions Limited.

## STRATEGIC PARTNERS

Our Company does not have any strategic partner(s) as on the date of this Red Herring Prospectus.

## FINANCIAL PARTNERS

As on the date of this Red Herring Prospectus, our Company does not have any financial partners.

## SHAREHOLDERS' AGREEMENT

Our Company does not have any subsisting shareholders' agreement as on the date of this Red Herring Prospectus.

## AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT, DIRECTORS OR PROMOTER OR ANY OTHER EMPLOYEE

There are no agreements entered into by our Key Managerial Personnel, Senior Management, Promoters, Directors or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

## KEY TERMS OF SUBSISTING MATERIAL AGREEMENTS INCLUDING WITH STRATEGIC PARTNERS, JOINT VENTURE PARTNERS AND / OR FINANCIAL PARTNERS OTHER THAN IN THE ORDINARY COURSE OF BUSINESS OF THE ISSUER

As on the date of this Red Herring Prospectus, our Company has not entered into any material agreements other than in the ordinary course of business carried on by our Company.

## DETAILS OF AGREEMENTS REQUIRED TO BE DISCLOSED UNDER CLAUSE 5A OF PARAGRAPH A OF PART A OF SCHEDULE III OF SEBI LISTING REGULATIONS

There are no agreements that have been entered into by the Shareholders, Promoters, Promoter Group, related parties, Directors, Key Managerial Personnel, employees of our Company amongst themselves or with our Company or with any third party, solely or jointly, which either, directly or indirectly, or potentially, or whose purpose and effect is to impact the management or control of our Company or impose any restrictions on or create any liability upon our Company.

## OTHER AGREEMENTS

As on the date of this Red Herring Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Red Herring Prospectus.

As on the date of this Red Herring Prospectus, our Company has not entered into any agreements, arrangements, or covenants, other than those entered into in the ordinary course of business, that are material and whose non-disclosure may have a bearing on the investment decision of investors, other than those already disclosed in this Red Herring Prospectus.

As on the date of this Red Herring Prospectus, there are no findings or observations arising from any inspection or inquiry conducted by SEBI or any other regulatory authority which are material, and whose non-disclosure may have a bearing on the investment decision of investors, other than those already disclosed in this Red Herring Prospectus.

As on the date of this Red Herring Prospectus there is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Company, our Promoters, Promoter Group, Key Managerial Personnel, Directors, and our Subsidiary/Group Companies and its directors

As on the date of this Red Herring Prospectus there is no conflict of interest between the lessors of the immovable properties (crucial for the operations of our Company) and our Company, our Promoters, Promoter Group, Key Managerial Personnel, Directors, and our Subsidiary/Group Companies and its directors. Accordingly, no disclosure in this regard is required to be made.

## OUR PROMOTERS AND PROMOTER GROUP

### PROMOTERS OF OUR COMPANY

The Promoters of our Company are Mr. Cristoo Arora, Mr. Ravi Rajak and and Mrs. Kirat Ahluwalia.

As on date of this Red Herring Prospectus, our Promoters hold 88,99,059 Equity shares of our Company, representing 99.39% of the pre-issue paid-up Equity Share capital of Our Company. For details of the build-up of the Promoter's shareholding in our Company, see "Capital Structure" on page 72 of this Red Herring Prospectus:

**Brief profile of our Individual Promoters is as under:**

| **Mr. Cristoo Arora** | |
|---|---|
|  | Mr. Cristoo Arora, aged 38 years is the Whole Time Director and CFO of our Company. He has over 15 years of experience in the field of MICE and event management. |
| **Age** | 38 Years |
| **Date of Birth** | November 21, 1987 |
| **PAN** | AKWPA2432Q |
| **Address** | Plot No 44 first floor, Block C South City Phase 1, Wazirabad, Silokhra and Jharsa, Wazirabad (75), Gurgaon, Haryana - 122003 |
| **Qualification** | Diploma in Instrument Technology (3-year course) from the Indo-Swiss Training Centre, operating under the Central Scientific Instruments Organisation (CSIO), in July 2009.<br><br>He has also obtained the Diplôme d'Études en Langue Française (DELF) – Level A1 (2007) and Level A2 (2008) issued by the French Ministry of National Education under the Common European Framework of Reference for Languages (CEFR). |
| **Occupation** | Business |
| **No of Equity Shares & % of Shareholding (Pre-Issue)** | 43,82,629 equity shares representing 48.95% of the pre-issue equity share capital of the Company |
| **Positions / Post held in the past** | He is the director of the company since incorporation. Recently he has been appointed as CFO of the company. |
| **Directorship Held** | **i.**Naturesum (OPC) Private Limited<br>**ii.**Gantu Online Private Limited |
| **Other Ventures** | Eventions (Proprietorship) |

| Mr. Ravi Rajak | |
|---|---|
|  | Mr. Ravi Rajak, aged 37 years is the Whole Time Director and CEO of the Company. He has over 7 years of experience in the field of MICE and event management. |
| **Age** | 37 Years |
| **Date of Birth** | June 05, 1989 |
| **PAN** | ATZPR8555M |
| **Address** | 1052 4th Floor, Block-C, Ansal API - Esencia, Badshahpur, Gurgaon, Haryana - 122101 |
| **Qualification** | Bachelor of Science (B.Sc.) from Jiwaji University in 2009. He has also obtained a Post Graduate Diploma in Management (Tourism and Travel) from the Indian Institute of Tourism and Travel Management during the 2010–2012 session. |
| **Occupation** | Business |
| **No of Equity Shares & % of Shareholding (Pre-Offer)** | 44,79,980 equity shares representing 50.04% of the pre-issue equity share capital of the Company |
| **Positions / Post held in the past** | He is the director of the company since incorporation. Recently he has been appointed as CEO of the company. |
| **Directorship Held** | Gantu Online Private Limited<br>Hilasmic LLP |
| **Other Ventures** | Nil |

| Mrs. Kirat Ahluwalia | |
|---|---|
|  | **Mrs. Kirat Ahluwalia**, aged 39 years is the Non-Executive Director of our Company. She has over 4 years of experience in the field of Marketing and Brand |
| **Age** | 39 Years |
| **Date of Birth** | March 31, 1987 |
| **PAN** | ASLPA1668B |
| **Address** | C-44, Ground Floor, Block-C, South City-1, Sector-41, Gurgaon, PO: Gurgaon, Dist: Gurgaon, Haryana - 122001 |
| **Qualification** | Master of Business Administration from Chaudhary Charan Singh University and Graduate Diploma in Communication Design from IILM School of Design |
| **Occupation** | Professional |

| | |
|---|---|
| **No of Equity Shares & % of Shareholding (Pre-Issue)** | 36,450 equity shares representing 0.41% of the pre-issue paid-up Equity Share capital in our Company |
| **Positions / Post held in the past** | She was associated with Mohan Clothing Company Private Limited where she last held the position of Manager – Brand Experience |
| **Directorship Held** | Nil |
| **Other Ventures** | TSA Innovations FZ-LLC |

## CONFIRMATION/ DECLARATIONS

We declare and confirm that the details of the Aadhar Number, Driving License, Permanent account numbers, Bank Account numbers and Passport numbers of Our Promoters are being submitted to the NSE, stock exchange on which the specified securities are proposed to be listed along with filing of this Red Herring Prospectus with the Stock Exchange.

## CHANGE IN THE CONTROL OR MANAGEMENT OF OUR COMPANY IN LAST FIVE YEARS

There has not been any change in the control of our Company in the five years immediately preceding the date of this Red Herring Prospectus.

## INTEREST OF OUR PROMOTERS

- None of our Promoters have any interest in our Company except to the extent of compensation payable paid, and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding and the related party transactions carried as stated in chapter "Financial Information" on page no. 191.

- For further details please see the chapters titled "Capital Structure", "Financial Information" and "Our Management" beginning on page nos.72, 191 and 170 respectively of this Red Herring Prospectus.

- Except as stated otherwise in this Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business. For further details, please refer the section titled "Financial Information" on page no. 191 of this Red Herring Prospectus.

- Our Promoters have interests in Promoter Group Entity namely, Eventions (Proprietorship) - which are engaged in a similar line of business. We have entered into a non-compete agreement with respect to this entity. For further details on common pursuits and the associated risks, please refer to the 'Risk Factors' titled "Risk Factor. 4 – Conflict of interest may arise as certain promoter group entities are engaged or may be engaged in a similar line of business as our Company on page 23 of this Red Herring Prospectus.

**Interest of Promoters in the Promotion of Our Company**

Our Company is currently promoted by the promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

**Interest of Promoters in the Property of Our Company**

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Red Herring Prospectus.

Further, other than as mentioned in the chapter titled "Our Business" on page no. 128 of this Red Herring Prospectus our Promoters does not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

## PAYMENT OF AMOUNT OF BENEFIT TO THE PROMOTERS OR PROMOTER GROUP DURING LAST TWO YEARS

Except as stated in the section "Related Party Transaction" as mentioned in "Financial Information" chapter at page no. 191 of this Red Herring Prospectus, there has been no payment of benefits made to our Promoters in the two years preceding the filing of this Red Herring Prospectus. Further, our Company may enter into transaction with or make payment of benefit to the Promoters, Directors or Promoters' Group, towards remunerations as decided by Board of Director.

## CONFIRMATIONS

1. Our Company and Promoters confirmed that they have not been declared as willful defaulters or Fraudulent Borrowers or by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

2. Further, our Promoters, promoters' group or directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

3. Additionally, our Promoters, promoters' group or directors do not have direct or indirect relation with the companies, its promoters and whole-time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

4. Our Promoters has not been declared as fugitive economic offenders under the provisions of Section 12 of the Fugitive Economic Offenders Act, 2018.

**We and Our Promoters, Companies promoted by Promoters confirm that:**

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;

- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years;

- The details of outstanding litigation including its nature and status are disclosed in the section title "Outstanding Litigation and Material Developments" appearing on page no. 264 of this Red Herring Prospectus.

## DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEAR

Except as disclosed below, our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Red Herring Prospectus:

| S. No. | Name of Promoter(s) | Name of disassociating entity | Date of disassociation | Reason of disassociation |
|---|---|---|---|---|
| 1) | Ravi Rajak | Aadvik Traders Private Limited | April 22, 2023 | Resignation due to no major operations in the Company. |

## EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter "Our Management" beginning on page no. 170 of this Red Herring Prospectus.

## MATERIAL GUARANTEES

Except as stated in the "Financial Indebtedness" and "Financial Information" beginning on page nos. 243 and 191 of this Red Herring Prospectus respectively, our Promoters has not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus.

## RELATIONSHIP OF PROMOTERS WITH EACH OTHER AND WITH OUR DIRECTORS

There is no relationship between Promoters of our Company with each other and other Directors except as mentioned below –

| S.No. | Related Directors | Nature of Relationship |
|---|---|---|
| 1. | Mr. Cristoo Arora and Mrs. Kirat Ahluwalia | Mrs. Kirat Ahluwalia is wife of Mr. Cristoo Arora |

## OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI (ICDR) Regulation, 2018, the following individuals and entities shall form part of our Promoter Group:

**A. Natural Person who are part of Our Individual Promoter Group**

| Relationship with promoter | Mr. Cristoo Arora | Mr. Ravi Rajak | Mrs. Kirat Ahluwalia |
|---|---|---|---|
| Spouse of the Promoter | Mrs. Kirat Ahluwalia | Mrs. Malti Verma | Mr. Cristoo Arora |
| Father of the Promoter | Mr. Harbans Singh | Mr. Netram Rajak | Late Tejinder Singh Ahluwalia |
| Mother of the Promoter | Mrs. Kuldeep Kaur | Mrs. Durga Bai | Mrs. Saran Ahluwalia |
| Brother of the Promoter | NA | Mr. Shubham Rajak | Mr. Karan Singh Ahluwalia |
| Sister of the Promoter | Ms. Vincy Arora | Ms. Renu Rajak | NA |
| Son of the Promoter | NA | Mr. Aadvik Rajak<br>Mr. Ritvik Rajak | NA |
| Daughter of the Promoter | NA | NA | NA |
| Father of the Spouse of the Promoter | Late Mr. T S Ahluwalia | Mr. Virendra Kumar Haroliya | Mr. Harbans Singh |
| Mother of the Spouse of the Promoter | Mrs. Saran Ahluwalia | Mrs. Prema Bai | Ms. Kuldeep Kaur |
| Brother of the Spouse of the Promoter | Mr. Karan Singh Ahluwalia | Mr. Ashish Verma | NA |

| | | | |
|---|---|---|---|
| Sister of the Spouse of the Promoter | NA | Ms. Rajni Devi<br>Ms. Chhaya<br>Ms. Hemlata<br>Ms. Richa Verma | Ms. Vincy Arora |

**B. Companies, Proprietary concerns, HUFs related to our Promoters:**

| Nature of Relationship | Name of Entities |
|---|---|
| Any Body Corporate in which twenty percent or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member. | i. Gantu Online Private Limited<br>ii. Naturesum (OPC) Private Limited<br>iii. TSA Innovations FZ-LLC<br>iv. Aureus Group LLC-FZ |
| Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital. | Not Applicable |
| Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than twenty percent. | 1. EVENTIONS (Proprietorship Concern of Cristoo Arora – 100% Holding) |

**C. Following person whose shareholding is aggregated under the heading "Shareholding of the Promoter Group":**

Not Applicable

*M/s. Charu Sharma & Associates, PCS has confirmed the Promoter Group of the Company vide its certificate dated September 19, 2026, having UDIN F008899H001542805.*

# OUR MANAGEMENT

## BOARD OF DIRECTORS

*As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on our Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Red Herring Prospectus, our Board consists of 2 (Two) Executive Directors and 3 (Three) Non-Executive Directors, of which 2 (Two) are Independent Directors and 1 (one) women director. The detailed composition are as follows:*

| S. No. | Name | DIN | Category | Designation |
|---|---|---|---|---|
| 1. | Mr. Cristoo Arora | 08996161 | Executive | Whole time Director and CFO |
| 2. | Mr. Ravi Rajak | 08877166 | Executive | Whole time Director and CEO |
| 3. | Mrs. Kirat Ahluwalia | 11256833 | Non- Executive | Director |
| 4. | Mr. Kanwar Nitin Singh | 10204543 | Non- Executive | Independent Director |
| 5. | Mr. Sandeep Singh | 10985084 | Non- Executive | Independent Director |

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Red Herring Prospectus:

| **Mr. Cristoo Arora** | |
|---|---|
| **Address** | Plot No 44 first floor, Block C South City Phase 1, Wazirabad, Silokhra and Jharsa, Wazirabad (75), Gurgaon, Haryana - 122003 |
| **Date of Birth** | November 21, 1987 |
| **Age** | 38 Years |
| **Designation** | Whole time Director and CFO |
| **Status** | Executive |
| **DIN** | 08996161 |
| **Occupation** | Business |
| **Qualification** | Diploma in Instrument Technology (3-year course) from the Indo-Swiss Training Centre, operating under the Central Scientific Instruments Organisation (CSIO), in July 2009. He has also obtained the Diplôme d'Études en Langue Française (DELF) – Level A1 (2007) and Level A2 (2008) issued by the French Ministry of National Education under the Common European Framework of Reference for Languages (CEFR). |
| **No. of Years of Experience** | He has 15 years experience in the field of MICE and event management. |
| **Period of Directorship** | Director since incorporation i.e., December 15, 2020. Subsequently, he has been appointed as Whole time director for five years with effect from February 02, 2026. |
| **Current Terms of Appointment** | For a term of 5 year commencing w.e.f. February 02, 2026. |
| **Directorship in other Companies** | Naturesum (OPC) Private Limited<br>Gantu Online Private Limited |
| **Mr. Ravi Rajak** | |
| **Address** | 1052 4th Floor, Block-C, Ansal API - Esencia, Badshahpur, Gurgaon, Haryana - 122101 |
| **Date of Birth** | June 05, 1989 |

| | |
|---|---|
| **Age** | 37 years |
| **Designation** | Whole time Director and CEO |
| **Status** | Executive |
| **DIN** | 08877166 |
| **Occupation** | Business |
| **Qualification** | Bachelor of Science (B.Sc.) from Jiwaji University in 2009. He has also obtained a Post Graduate Diploma in Management (Tourism and Travel) from the Indian Institute of Tourism and Travel Management during the 2010–2012 session. |
| **No. of Years of Experience** | He has 7 years of experience in the field of MICE and event management. |
| **Period of Directorship** | Director since incorporation i.e., December 15, 2020. Subsequently, he has been appointed as CEO and Whole time director with effect from February 02, 2026. |
| **Current Terms of Appointment** | For a term of 5 year commencing w.e.f. February 02, 2026. |
| **Directorship in other Companies** | Gantu Online Private Limited<br>Hilasmic LLP |
| **Mrs. Kirat Ahluwalia** | |
| **Address** | C-44, Ground Floor, Block-C, South City-1, Sector-41, Gurgaon, PO: Gurgaon, Dist: Gurgaon, Haryana - 122001 |
| **Date of Birth** | March 31, 1987 |
| **Age** | 39 years |
| **Designation** | Director |
| **Status** | Non-Executive |
| **DIN** | 11256833 |
| **Occupation** | Professional |
| **Qualification** | Master of Business Administration from Chaudhary Charan Singh University and Graduate Diploma in Communication Design from IILM School of Design |
| **No. of Years of Experience** | She has over 4 years of experience in the field of Marketing and Brand management. She was associated with Mohan Clothing Company Private Limited where she last held the position of Manager – Brand Experience. |
| **Period of Directorship** | Director since August 25, 2025 |
| **Current Terms of Appointment** | Liable to retire by rotation |
| **Directorship in other Companies** | Nil |
| **Mr. Kanwar Nitin Singh** | |
| **Address** | House No.1035/3 Near Bahadurpur Gate Hoshiarpur , Punjab - 146001 |
| **Date of Birth** | October 18, 1982 |
| **Age** | 43 years |
| **Designation** | Additional-Independent Director |
| **Status** | Non-Executive |
| **DIN** | 10204543 |
| **Occupation** | Professional |
| **Qualification** | Master of Business Administration (Executive) from Amity University, Uttar Pradesh, A qualified Company Secretary and member of the Institute of Company Secretaries of India, Bachelor of Laws from Himachal Pradesh University, Bachelor of Commerce from Panjab University. |
| **No. of Years of Experience** | More than 4 years of experience in the field of Legal and Secretarial work. He was associated as compliance officer with BSE Listed Company like JCT Limited and Esquire Money Guarantees Limited. |

| | |
|---|---|
| **Period of Directorship** | Director since February 28, 2026 |
| **Current Terms of Appointment** | For a term of 5 year commencing w.e.f. February 28, 2026 |
| **Directorship in other Companies** | - Leel Electricals Limited<br>- Alka Securities Limited<br>- Take Solutions Limited<br>- Spright Agro Limited<br>- Muktamani Finco Limited<br>- Afloat Enterprises Limited<br>- Suntek Axpress Limited |
| **Mr. Sandeep Singh** | |
| **Address** | House No.122, Anand Nagar, Maqsudan, Jalandhar, Punjab - 144008 |
| **Date of Birth** | September 25, 1988 |
| **Age** | 37 years |
| **Designation** | Professional |
| **Status** | Non-Executive |
| **DIN** | 10985084 |
| **Occupation** | Private Employment |
| **Qualification** | Bachelor of Commerce from Lovely Professional University, Qualified Company Secretary and member of the Institute of Company Secretaries of India and Bachelor of Laws from Panjab University. |
| **No. of Years of Experience** | More than 9 years of experience in the field of Legal and Secretarial work. He was initially engaged in independent Company Secretary practice and was thereafter associated with HDFC Bank as the Manager. |
| **Period of Directorship** | Director since February 28, 2026 |
| **Current Terms of Appointment** | For a term of 5 year commencing w.e.f. February 28, 2026 |
| **Directorship in other Companies** | Aegeus Technologies Limited |

## BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

**Mr. Cristoo Arora**, aged 38 years, is a Director of our Company and has been associated with the Company since its inception. He holds a Diploma in Instrument Technology (3-year course) from the Indo-Swiss Training Centre, operating under the Central Scientific Instruments Organization. He has also obtained the Diplôme d'Études en Langue Française (DELF) – Level A1 and Level A2, issued by the French Ministry of National Education under the Common European Framework of Reference for Languages (CEFR). He has over 15 years of experience in the MICE and event management industry. His expertise includes event planning, client servicing, and execution of large-scale corporate events. Mr. Arora plays a significant role in driving the Company's business operations and strategic initiatives.

**Mr. Ravi Rajak,** aged 37 years, is a Director of our Company and has been associated with the Company since its inception. He holds a Post Graduate Diploma in Management (Tourism and Travel) from the Indian Institute of Tourism and Travel Management and a Bachelor of Science (B.Sc.) degree from Jiwaji University. He has over 7 years of experience in the MICE and event management industry. His expertise lies in planning, coordination, and execution of events and corporate engagements. Mr. Rajak plays a key role in the overall management and operational execution of the Company's business activities.

**Mrs. Kirat Ahluwalia,** aged 39 years, is a Non-Executive Director of our Company. She was appointed on the Board with effect from August 25, 2025 and is liable to retire by rotation. She holds a Master of Business

Administration from Chaudhary Charan Singh University and a Graduate Diploma in Communication Design from IILM School of Design. She has over 4 years of experience in the field of marketing and branding management. She was associated with Mohan Clothing Company Private Limited where she last held the position of Manager – Brand Experience.

**Mr. Kanwar Nitin Singh,** aged 43 years, is an Independent Director of our Company. He has been associated with the Company since February 28, 2026. He holds a professional qualification as a Company Secretary from the Institute of Company Secretaries of India and also holds Master of Business Administration (Executive) from Amity University. He has been appointed as an Independent Director for a term of five years, in accordance with the applicable provisions of the Companies Act, 2013. Mr. Singh has more than 4 years of experience in the field of Legal and Secretarial work and was associated as compliance officer with BSE Listed Company like JCT Limited and Esquire Money Guarantees Limited.

**Mr. Sandeep Singh,** aged 37 years, is an Independent Director of our Company. He has been associated with the Company since February 28, 2026. He holds a Bachelor of Commerce degree from Lovely Professional University and a Bachelor of Laws (LL.B.) degree from Panjab University. He is also a qualified Company Secretary and an Associate Member of the Institute of Company Secretaries of India. He has over 9 years of experience in the field of legal and secretarial functions. He was initially engaged in independent Company Secretary practice and was thereafter associated with HDFC Bank as the Manager. He has been appointed as an Independent Director of the Company for a term of five years commencing from February 28, 2026, in accordance with the applicable provisions of the Companies Act, 2013.

Note:

- *There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of senior management*
- *Other than statutory benefits upon termination of the employment in our Company on retirement, none of the Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.*
- *None of our Directors are on the RBI list of wilful defaulters.*
- *None of our Directors are declared as Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.*
- *None of our Director is or was a director of any listed company during the last 5 years preceding, whose shares have been or were suspended from being traded on the stock exchange(s), during the term of their directorship in such Company.*
- *None of our Director is or was a director of any listed company which has been or was delisted from any recognized stock exchange during the term of their directorship in such company.*
- *None of the Promoter, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a Promoter, Director or Persons in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.*
- *No proceedings/ investigations have been initiated by SEBI against any company, the board of directors of which also comprises any of the Directors of our Company.*

## FAMILY RELATIONSHIP BETWEEN DIRECTORS

Except as disclosed there is no family relationship between the directors –

| S. No. | Related Directors | Nature of Relationship |
|---|---|---|
| 1. | Mr. Cristoo Arora & Mrs. Kirat Ahluwalia | Husband - Wife |

Also, there is no relationship between any of the directors and key managerial personnel of the Company.

## DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) IN LISTED COMPANIES WHOSE SHARES HAVE BEEN / WERE SUSPENDED FROM BEING TRADED ON THE STOCK EXCHANGES AND REASONS FOR SUSPENSION

None of our directors is / was a Director in any listed company during the last five years before the date of filing of this Red Herring Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.

## DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) IN LISTED COMPANIES WHICH HAVE BEEN/ WERE DELISTED FROM THE STOCK EXCHANGE(S) AND REASONS FOR DELISTING.

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

## DETAILS OF ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS, PURSUANT TO WHICH OF THE DIRECTORS WERE SELECTED AS A DIRECTOR OR MEMBER OF SENIOR MANAGEMENT.

There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.

## TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS

1. **Executive Directors**

**Mr. Cristoo Arora**

Mr. Cristoo Arora was paid INR 54.00 Lakhs by our Company in Financial Year 25-26. The details of compensation paid for FY 25-26 are as mentioned below -

| | |
|---|---|
| **Salary** | INR 54.00 Lakhs |
| **Perquisite** | Nil |

**Mr. Ravi Rajak**

Ravi Rajak was paid INR 48.00 Lakhs by our Company in Financial Year 25-26. The details of compensation paid for FY 25-26 are as mentioned below -

| | |
|---|---|
| **Salary** | INR 48.00 Lakhs |
| **Perquisite** | Nil |

2. **Non-Executive Directors**

Non-Executive Non-Independent Directors and Independent Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board. They are entitled to a sitting fee for attending the meeting of the Board and the Committee thereof respectively.

## SHAREHOLDING OF DIRECTORS IN OUR COMPANY

The shareholding of our directors as on the date of this Red Herring Prospectus is as follows:

| S. No. | Name of the Directors | No. of Equity Shares held | % of pre-issue paid-up Equity Share capital in our Company |
|---|---|---|---|
| 1. | Mr. Cristoo Arora | 43,82,629 | 48.95 |
| 2. | Mr. Ravi Rajak | 44,79,980 | 50.04 |
| 3. | Mrs. Kirat Ahluwalia | 36,450 | 0.41 |
| 4. | Mr. Kanwar Nitin Singh | Nil | Nil |
| 5. | Mr. Sandeep Singh | Nil | Nil |
| **Total** | | **88,99,059** | **99.39** |

## INTEREST OF OUR DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to anybody corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

***Interest in promotion of Our Company***

Except Cristoo Arora and Ravi Rajak being director-promoters and MOA subscribers, have interest in the promotion, while all other directors do not have any such interest.

***Interest in the property of Our Company***

Our directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Red Herring Prospectus.

Our directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

***Interest in the business of Our Company***

Save and except as stated otherwise in "Related Party Transaction" in the chapter titled "Financial Information" beginning on page number 191 of this Red Herring Prospectus, our directors do not have any other interests in our Company as on the date of this Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue, or any such intermediaries registered with SEBI.

## DETAILS OF SERVICE CONTRACTS

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

## BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

There is no bonus or profit-sharing plan for the Directors of our Company.

## CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

No Director has received or is entitled to any contingent or deferred compensation.

## OTHER INDIRECT INTEREST

Except as stated in chapter titled "Financial Information" beginning on page 191 of this Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our directors.

## BORROWING POWER OF THE BOARD

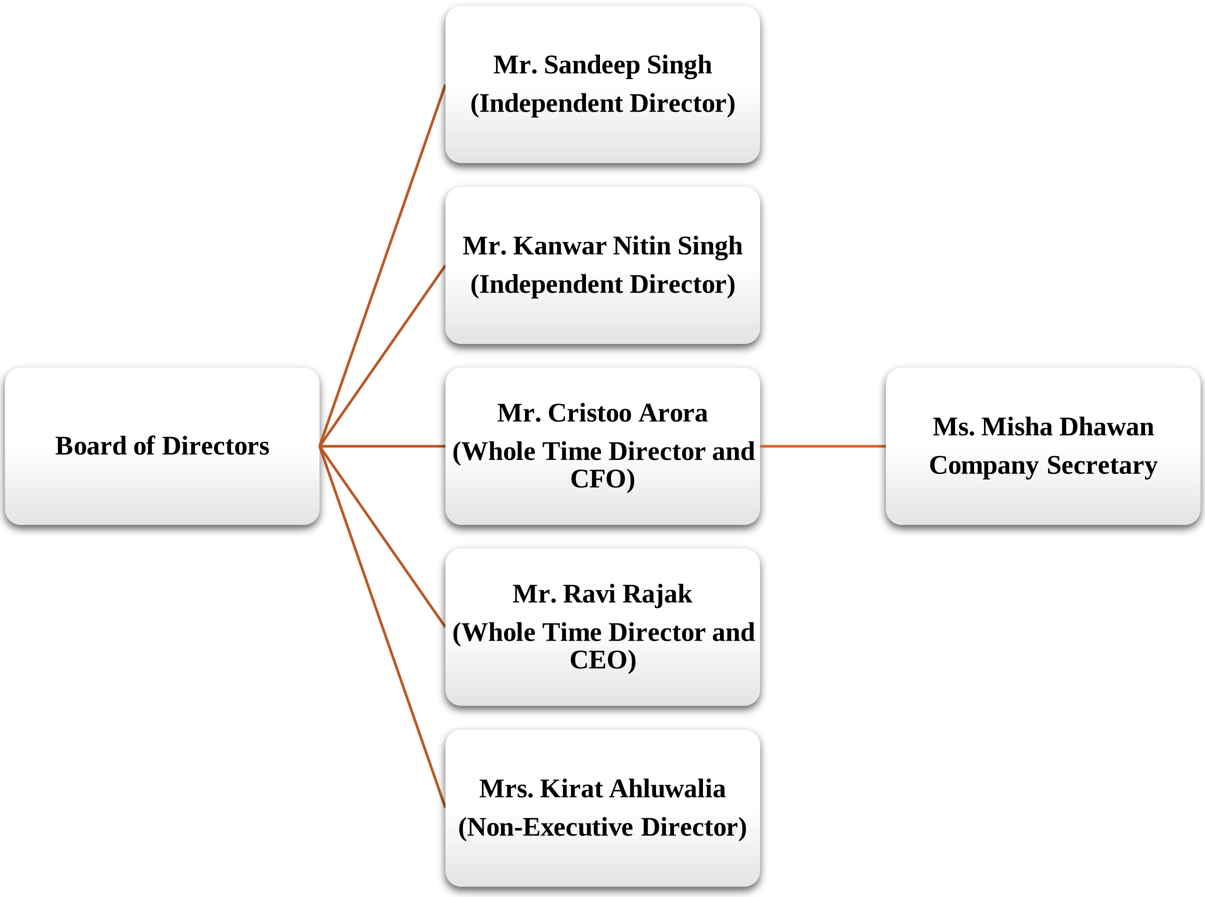
In terms of the special resolution passed in the Extra Ordinary General Meeting of our Company held on March 01, 2026 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of monies from time to time notwithstanding that the money or monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of the business) may exceed the aggregate of the paid up share capital of the Company, its free reserves and securities premium, that is to say, reserves not set apart for any specific purposes, provided that the total amount which may be so borrowed by the Board of Directors and outstanding at any time (apart from temporary loans obtained from the Company'sbankers in the ordinary course of the business) shall not exceed INR 100 Crore (Rupees One Hundred Crores Only) over and above the paid- up share capital, free reserves and securities premium accounts of the Company for the time being.

## CHANGES IN THE BOARD FOR THE LAST THREE YEARS

Save and except as mentioned below, there had been no change in the Directorship during the last three (3)years:

| Name of Director | Date of Event | Reason for Change |
|---|---|---|
| Mrs. Kirat Ahluwalia | August 25, 2025 | Appointed as Additional Director |
| Mrs. Kirat Ahluwalia | February 28, 2026 | Designated as Non Executive Director |
| Mr. Cristoo Arora | February 02, 2026 | Designated as Whole time director |

| | | |
|---|---|---|
| Mr. Ravi Rajak | February 02, 2026 | Designated as Whole time director |
| Mr. Kanwar Nitin Singh | February 28, 2026 | Appointed as Independent Director |
| Mr. Sandeep Singh | February 28, 2026 | Appointed as Independent Director |



## CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Red Herring Prospectus , as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. IPO Committee

## AUDIT COMMITTEE

The Audit Committee was constituted vide Board resolution dated March 23, 2026 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Red Herring Prospectus, the Audit Committee comprises of:

| Name of the Director | Designation in the Committee | Nature of Directorship |
|---|---|---|
| Mr. Kanwar Nitin Singh | Chairman | Non-Executive Independent Director |
| Mr. Sandeep Singh | Member | Non-Executive Independent Director |
| Mr. Cristoo Arora | Member | Whole Time Director and CFO |

Our Company Secretary, Ms. Misha Dhawan acts as the secretary of the Audit Committee.

The composition of the Audit Committee may be changed by addition or removal of its members at any time by the Board. Any member of the Audit Committee ceasing to be a director shall also cease to be a member of the Audit Committee.

The role of Audit Committee shall include the following:

1. Overseeing the Company's financial reporting process and disclosure of its financial information toensure that its financial statements are correct, sufficient and credible;
2. Recommending to the Board for the appointment, re-appointment, replacement, remuneration and termsof appointment of the statutory auditors of the Company;
3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness ofaudit process;
4. Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
5. 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 theBoard's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
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. Qualifications and modified opinions in the draft audit report.

6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements beforesubmission to the Board for approval;
7. Reviewing, with the management, the statement of uses/ application of funds raised through an issue(public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
8. Approval or any subsequent modifications 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 such conditions as may be prescribed;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
14. 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;
15. Discussing with internal auditors on any significant findings and follow up thereon;
16. 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;
17. Discussing 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;
18. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Reviewing the functioning of the whistle blower mechanism;
20. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
21. Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law; and
22. Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

The Audit Committee enjoys following powers:

a. To investigate any activity within its terms of reference
b. To seek information from any employee
c. To obtain outside legal or other professional advice
d. To secure attendance of outsiders with relevant expertise if it considers necessary

e. The audit committee may invite such of the executives as it considers appropriate (and particularly head of the finance function) to be present at the meetings of the committee, but on the occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of the internal audit committee.

The Audit Committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses;
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject toreview by the audit committee; and
6. statement of deviations:

a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted tostock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
b. annual statement of funds utilized for purposes other than those stated in the issue document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

The Audit Committee shall meet at least four times in a year and more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee, whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced at any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on March 23, 2026. As on the date of this Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

| Name of the Director | Designation in the Committee | Nature of Directorship |
|---|---|---|
| Mr. Kanwar Nitin Singh | Chairman | Non-Executive Independent Director |
| Mr. Sandeep Singh | Member | Non-Executive Independent Director |
| Mrs. Kirat Ahluwalia | Member | Non-Executive Director |

Our Company Secretary, Ms. Misha Dhawan acts as the secretary of the Nomination and Remuneration Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. formulating the criteria for determining qualifications, positive attributes and independence of a directorand recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. for the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
   a. use the services of external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. Consider the time commitments of the candidates.
3. formulation of criteria for evaluation of the performance of independent directors and the Board;
4. devising a policy on diversity of our Board;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under theSEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analysing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then currentIndian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of anyapplicable laws in India or overseas, including:
    a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
    b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities MarketRegulations, 2003, as amended;

Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations Companies Act, each as amended or other applicable law.

The committee shall meet as and when the need arises, subject to at least one meeting in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee has been formed by the Board of Directors at the meeting held on

March 23, 2026. As on the date of this Red Herring Prospectus the Stakeholders' Relationship Committee comprises of:

| Name of the Director | Designation in the Committee | Nature of Directorship |
|---|---|---|
| Mr. Kanwar Nitin Singh | Chairman | Non-Executive Independent Director |
| Mr. Sandeep Singh | Member | Non-Executive Independent Director |
| Mrs. Kirat Ahluwalia | Member | Non-Executive Director |

Our Company Secretary, Ms. Misha Dhawan acts as the secretary of the Stakeholders' Relationship Committee.

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

1. Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. To handle the grievances of the stakeholders in connection with the allotment and listing of shares;
7. Ensure proper and timely attendance and redressal of investor queries and grievances;
8. Carrying out any other functions contained in the Companies Act, 2013 and/or other documents (if applicable), as and when amended from time to time; and
9. To approve, register, refuse to register transfer or transmission of shares and other securities;
10. To review, approve or reject the request for split, sub-divide, consolidate, renewal and or replace any share or other securities certificate(s) of the Company;
11. To authorize affixation of common seal of the Company;
12. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
13. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
14. To dematerialize or rematerialize the issued shares;
15. To do all other acts and deeds as may be necessary or incidental to the above;
16. To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s); and
17. Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

The Stakeholder Relationship Committee shall meet at least once in a year and shall report to the Board on quarterly basis regarding the status of redressal of the complaints received from the shareholders of the Company. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## INITIAL PUBLIC OFFER COMMITTEE

The Initial Public Offer Committee has been formed by the Board of Directors, at the meeting held on March 23, 2026. As on the date of this Red Herring Prospectus the Initial Public Offer Committee comprises of:

| Name of the Director | Designation in the Committee | Nature of Directorship |
|---|---|---|
| Mr. Cristoo Arora | Chairman | Whole Time Director and CFO |
| Mr. Ravi Rajak | Member | Whole Time Director and CEO |
| Mrs. Kirat Ahluwalia | Member | Non-Executive Director |

Our Company Secretary, Ms. Misha Dhawan acts as the secretary of the Initial Public Offer Committee.

The terms of reference of the IPO Committee include the following:

1. Approving amendments to the memorandum of association and the articles of association of the Company;
2. Approving all actions required to dematerialize the Equity Shares, including seeking the admission of the Equity Shares into the Central Depository Services (India) Limited (the "CDSL") and the National Securities Depository Limited (the "NSDL");
3. Finalizing and arranging for the submission of the Issue Document and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, institutions or bodies;
4. Approving a code of conduct as may be considered necessary by the Board or the IPO Committee or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;
5. Issuing advertisements as it may deem fit and proper in accordance with Applicable Laws;
6. Approving suitable policies, including on insider trading, whistle blower/vigil mechanism, risk management and other corporate governance requirement that may be considered necessary by the Board or the IPO Committee or as may be required under Applicable Laws in connection with the Issue;
7. Deciding on the size and all other terms and conditions of the Issue and/or the number of Equity Shares to be issued in the Issue, including any rounding off in the event of any oversubscription as permitted under Applicable Laws;
8. Taking all actions as may be necessary or authorized in connection with the Issue;
9. Appointing and instructing book running lead manager, syndicate members, bankers to the Issue, the registrar to the Issue, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoringagencies, advertising agencies and all such persons or agencies as may be involved in or concerned withthe Issue and whose appointment is required in relation to the Issue, including any successors or replacements thereof;
10. Opening bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with Applicable Laws;
11. Entering into agreements with, and remunerating all the book running lead manager, syndicate members, placement agents, bankers to the Issue, the registrar to the Issue, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all other agencies or persons as may be involved in or concerned with the Issue, including any successors or replacements thereof, by way of commission, brokerage, fees or the like;
12. Seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing application to the Stock Exchanges and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreement with the Stock Exchanges;
13. Seeking, if required, the consent of the Company's lenders and lenders of its subsidiaries, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue;
14. Submitting undertaking/certificates or providing clarifications to the SEBI and the Stock Exchanges;

15. Determining the price at which the Equity Shares are issued to investors in the Issue in accordance with Applicable Laws, in consultation with the book running lead manager and/or any other advisors, and determining the discount, if any, proposed to be issued to eligible categories of investors;
16. Determining the price band and minimum lot size for the purpose of bidding in accordance with applicable laws, any revision to the price band and the final Issue price after bid closure;
17. Determining the bid/issue opening and closing dates;
18. Finalizing the basis of allocation of Equity Shares to Individual investors/non-institutional investors/qualified institutional buyers and any other investor in accordance with the applicable laws and in consultation with the book running lead manager, the Stock Exchanges;
19. Opening with the bankers to the Issue, escrow collection banks and other entities such accounts as are required under Applicable Laws;
20. To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares in the capital of the Company with such features and attributesas may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
21. Severally authorizing Mr. Cristoo Arora and Mr. Ravi Rajak as Authorizing Officer, for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer considers necessary, desirable or expedient, in connection with the Issue, including, without limitation, engagement letters, memoranda of understanding, the listing agreement with the stock exchange, the registrar's agreement, the depositories' agreements, the issue agreement with the book running lead manager (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the cash escrow agreement, the share escrow agreement, confirmation of allocation notes, the advertisement agency agreement and any undertakings and declarations, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Issue, the book running leadmanager, syndicate members, placement agents, bankers to the Issue, registrar to the Issue, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Issue including any successors or replacements thereof; and any such agreements or documents so executed and delivered and acts, deeds, matters and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;
22. Severally authorizing the Authorized Officers to take any and all action in connection with making applications, seeking clarifications and obtaining approvals (or entering into any arrangement or agreement in respect thereof) in connection with the Issue, including, without limitation, applications to,and clarifications or approvals from the GoI, the RBI, the SEBI, the RoC, and the Stock Exchanges and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the actand deed of the Authorized Officer and the Company, as the case may be;
23. Severally authorizing the Authorized Officers, for and on behalf of the Company, to execute and deliverany and all documents, papers or instruments and to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officer may deem necessary, desirable or expedient in order tocarry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officer and the Company, as the case may be; and
24. Executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as the IPO Committee may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by theIPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

## COMPLIANCE WITH SME LISTING REGULATIONS

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on the Emerge Platform of NSE.

## KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company.

Below are the details of the Key Managerial Personnel of our Company:

| **Name** | : | **Mr. Ravi Rajak** |
|---|---|---|
| **Designation** | : | Chief Executive Officer (CEO) |
| **Date of Appointment** | : | February 02, 2026 |
| **Qualification** | : | Bachelor of Science (B.Sc.) from Jiwaji University in 2009. He has also obtained a Post Graduate Diploma in Management (Tourism and Travel) from the Indian Institute of Tourism and Travel Management during the 2010–2012 session. |
| **Previous Employment** | : | Associated with our Company since inception as director and now currently appointed as Chief Executive Officer on the Board of our Company w.e.f. February 02, 2026. |
| **Overall Experience** | : | He has more than 7 years of experience in the field of MICE and Event Management |
| **Remuneration paid in F.Y 2025-26)** | : | INR 48.00 Lakhs *(Total Remuneration)* |

| **Name** | **:** | **Mr. Cristoo Arora** |
|---|---|---|
| **Designation** | : | Chief Financial Officer |
| **Date of Appointment** | : | February 02, 2026 |
| **Qualification** | : | Diploma in Instrument Technology (3-year course) from the Indo-Swiss Training Centre, operating under the Central Scientific Instruments Organisation (CSIO), in July 2009. He has also obtained the Diplôme d'Études en Langue Française (DELF) – Level A1 (2007) and Level A2 (2008) issued by the French Ministry of National Education under the Common European Framework of Reference for Languages (CEFR). |
| **Previous Employment** | : | Associated with our Company since inception as director and now currently appointed as Chief Financial Officer on the Board of our Company w.e.f. February 02, 2026. |
| **Overall Experience** | : | He has 15 years of experience in the field of MICE and Event Management |
| **Remuneration paid in F.Y 2025-26)** | : | INR 54.00 Lakhs *(Total Remuneration)* |
| **Name** | **:** | **Ms. Misha Dhawan** |
| **Designation** | : | Company Secretary and Compliance Officer |
| **Date of Appointment** | : | February 28, 2026 |
| **Qualification** | : | Qualified Company Secretary and member of the Institute of Company Secretaries of India, Management of Business Administration from Sikkim Manipal University and Bachelor of Commerce from Himachal Pradesh University |
| **Previous Employment** | : | Punjab Greenfield Resources Limited |
| **Overall Experience** | : | She has 7 years of experience in the field of corporate secretarial work |

| | | |
|---|---|---|
| **Remuneration paid in F.Y. 2025-26)** | : | 0.21 Lakh |

Notes:

- *All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.*
- *There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a director or member of senior management.*
- *None of our Key Managerial Personnel and Senior Management has entered into any service contracts with our company and no benefits are granted upon their termination from employment other that statutory benefits provided by our Company. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.*

## SENIOR MANAGEMENT PERSONNEL

Except as disclosed under the heading "Our Key Managerial Personnel" in the Chapter titled "Our Management" beginning on page 170 there are no other Senior Management in our Company.

## FAMILY RELATIONSHIP BETWEEN KMP AND SENIOR MANAGEMENT

None of the KMP of the Company are related to each other as per section 2(77) ofthe Companies Act, 2013.

## BONUS AND/ OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel.

## CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

## SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Red Herring Prospectus except as mentioned below:

| S. No | Name of the KMP | No. of Equity Shares held | % of pre-issue paid-up Equity Share capital in our Company |
|---|---|---|---|
| 1. | Mr. Cristoo Arora | 43,82,629 | 48.95 |
| 2. | Mr. Ravi Rajak | 44,79,980 | 50.04 |

## INTEREST OF KEY MANAGERIAL PERSONNEL

None of our key managerial personnel and senior management have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

## CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL DURING THE LAST THREE YEARS

Following have been the changes in the Key Managerial Personnel during the last three years:

| S. No. | Name of KMP | Date of Joining | Reason for Change |
|---|---|---|---|
| 1 | Mr. Deepak Garg | August 25, 2025 | Appointment |
| 2 | Mr. Deepak Garg | January 31, 2026 | Resignation on account of personal reasons |
| 3 | Mr. Ravi Rajak | February 02, 2026 | Already serving as the Executive Director on the board of our Company and now also appointed as CEO w.e.f. February 02, 2026. |
| 4 | Mr. Cristoo Arora | February 02, 2026 | Already serving as the Executive Director on the board of our Company and now also appointed as CFO w.e.f. February 02, 2026. |
| 5 | Ms. Misha Dhawan | February 28, 2026 | Appointment |

*Note: Other than the above changes, there have been no changes to the key managerial personnel and/ or senior management of our Company that are not in the normal course of employment.*

## SCHEME OF EMPLOYEE STOCK OPTIONS OR EMPLOYEE STOCK PURCHASE

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

## LOANS TO KEY MANAGERIAL PERSONNEL

There are no loans outstanding against the key managerial personnel as on the date of this Red HerringProspectus.

## PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled "Financial Information" and the chapter titled "Our Business" beginning on pages 191 and 128 of this Red Herring Prospectus , we have not paid/ given any benefit to the officers of our Company, within the two preceding years nor do we intend tomake such payment/ give such benefit to any officer as on the date of this Red Herring Prospectus.

## RETIREMENT BENEFITS

Except statutory benefits upon termination of their employment in our Company or superannuation, no officerof our Company is entitled to any benefit upon termination of his employment in our Company.

# OUR GROUP COMPANY

In accordance with the provisions of the SEBI ICDR Regulations, the term "group companies", includes (i) such companies (other than promoters and subsidiaries) with which there were related party transactions during the period for which financial information is disclosed in this Red Herring Prospectus, as covered under applicable accounting standards, and (ii) any other companies considered material by the Board of Directors of the pursuant to the Materiality Policy.

With respect to point (ii) above, our Board of Directors, through its resolution dated September 22, 2026, has also considered such companies as material for classification as "group companies", which are (i) a member of the 'Promoter Group' (as defined in the SEBI ICDR Regulations); and (b) has entered into one or more transactions with our Company during the most recent financial year or relevant stub period, if any, which individually or in the aggregate, exceed 10% of the total revenue from operations of our Company, as per the Restated Financial Information for that period.

Accordingly, based on the parameters outlined above, our Company does not have any Group Company.

## DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/ modernization of existing businesses, availability of external finance and relative cost of external funds, additional investments in subsidiaries/associates/joint ventures of our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

For details of risks in relation to our capability to pay dividend, see **Risk Factors No. 58** – ***Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***

Our Company has not declared any dividend on the Equity Shares in the last three financial years to the date of the filing of this Red Herring Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future**.**

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## SECTION V FINANCIAL INFORMATION

## RESTATED FINANCIAL INFORMATION

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**INDEPENDENT EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION**

To,
The Board of Directors
Eventions Limited
(Formerly known as Eventions Private Limited)
Plot No.108, Sector-44, Institutional, Gurgaon,
Sector-45, Haryana, India-122003

Dear Sirs,

1. We Sanjeev Sharma & Associates Chartered Accountants have examined the Restated Financial Information of Eventions Limited (formerly known as Eventions Private Limited) (hereunder referred to as "the Company"/"Issuer") comprising the Restated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024, the Restated Statement of Profit & Loss, the Restated Statement of Cash Flows for the year ending on March 31, 2026, and for the years ending on March 31, 2025 and March 31, 2024. The Statement of Basis of Preparation and Significant Accounting Policies and notes to the Restated Financial Information and other explanatory information thereto (Collectively referred to as the "Restated Financial Information") as approved by the Board of Directors in their meeting held on 19th September 2026 for the purpose of inclusion in the Offer Document, prepared by the Company in connection with its Initial Public Offer (IPO) of Equity Shares, prepared by the company in terms of the requirement of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the “Act”)

   b) Relevant provisions of 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 Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

**I. Managements' Responsibility for the Restated Financial Information:**

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited (“Stock Exchange”) and Registrar of Companies at Haryana in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company for the year ending March 31, 2026 and for the years ended March 31, 2025 and March 31, 2024 on the basis of preparation stated in the Restated Financial Information. The Board of Directors' responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, SEBI ICDR Regulations and the Guidance Note.

II. **Auditors' Responsibility**

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 our engagement letter in connection with the proposed IPO of the Company;

    b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

    c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated 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 proposed IPO;

III. **Restated Financial Information as per audited Financial Statements**

4. These Restated Financial Information have been compiled by the management from:

    a) Audited financial statements of the Company as at March 31, 2026 prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on an accrual basis in compliance with all material aspect of the accounting standard (AS) notified under section 133 of The Companies Act, 2013 (the "Act") read with rule 7 the companies (accounts) rules 2014 which have been approved by the Board of Directors at their meeting held on $17^{th}$ September 2026.

    b) Audited financial statements of the Company as at and for the year ended March 31, 2025 and March 31, 2024 prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on an accrual basis in compliance with all material aspect of the accounting standard (AS) notified under section 133 of The Companies Act, 2013 (the "Act") read with rule 7 the companies (accounts) rules 2014 which have been approved by the Board of Directors at meeting held on September 02, 2025 and September 28, 2024 respectively.

5. In accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, the ICDR Regulations and the Guidance Note, we report that:

    a) The Restated Statement of Assets and Liabilities of the Company, as at March 31, 2026, March 31, 2025 and March 31, 2024 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes on Restated Financial Information.

b) The Restated Statement of Profit & Loss of the Company, for the year ending on March 31, 2026, and for the years ending on March 31 and 2025, March 31, 2024 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes on Restated Financial Information.

c) The Restated Statement of Cash Flows of the Company, including for the year ending on March 31, 2026, and for the years ending on March 31, 2025 and March 31, 2024 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described Significant Accounting Policies and Notes on Restated Financial Information.

6. At the request of the company, we have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report.

7. Based on our examination and according to the information and explanations given to us and based on the para 5 above, we report that the Restated Financial Information:

   a) has been prepared after incorporating adjustments, if any, for the changes in accounting policies and regrouping/reclassifications retrospectively in the financial years ended March 31, 2025 and March 31, 2024 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2026;

   b) there were 03 qualifications in Auditor's Report on the Audited Financial Statements of the Company for the year ended March 31, 2024, which require any adjustments to the Restated Financial Information; and

   c) have been prepared in accordance with the Act, SEBI ICDR Regulations and the Guidance Note.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. The Restated Financial Information comprise of the following Annexures:

a) Restated Statement of Assets and Liabilities
b) Restated Statements of Profit and Loss
c) Restated Cash Flow Statements
d) Notes 01 to 42 forming part of the Restated Financial Statements

10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited Financial Statements mentioned in para above.

11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

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

13. We, Sanjeev Sharma & Associates Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI

14. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, Stock Exchange and Registrar of Companies, Haryana 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.

**Yours faithfully,**
**For Sanjeev Sharma & Associates**
**Chartered Accountants**
**Firm Registration Number: 012326N**

**CA Sanjeev Sharma**
**Partner**
**Membership No: 091211**
**UDIN: 26091211PUKOCK8691**
**Date: September 19, 2026**
**Place: Chandigarh**

**Eventions Limited**
**(Formerly known as Eventions Private Limited)**
**[CIN - U92190HR2020PLC091592]**
**Annexure-I**
**Restated Financial Statement**

**(Rs In Lakhs)**

| | Particulars | Notes Reference | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|---|
| I | **EQUITY AND LIABILITIES** | | | | |
| 1 | **Shareholders' funds** | | | | |
| | Share capital | 2 | 895.35 | 1.00 | 1.00 |
| | Reserve and surplus | 3 | 918.03 | 984.63 | 472.04 |
| | | | **1,813.38** | **985.63** | **473.04** |
| 2 | **Non current liabilities** | | | | |
| | Long term borrowings | 4 | 141.09 | 75.39 | 107.85 |
| | Deferred tax liabilities | 5 | - | 1.95 | 7.65 |
| | Long term provisions | 6 | 8.97 | 4.31 | 155.76 |
| | | | **150.06** | **81.65** | **271.25** |
| 3 | **Current liabilities** | | | | |
| | Short term borrowings | 7 | 803.14 | 282.01 | 92.66 |
| | Trade payables | 8 | | | |
| | -total outstanding dues of micro enterprise and small enterprises | | 8.96 | - | - |
| | -total outstanding dues of creditors other than micro enterprises and small enterprises | | 348.55 | 213.61 | 442.71 |
| | Other current liabilities | 9 | 1,823.80 | 786.22 | 1,616.03 |
| | Short-term provisions | 10 | 115.41 | 28.15 | 4.15 |
| | | | **3,099.86** | **1,309.98** | **2,155.56** |
| | **TOTAL** | | **5,063.30** | **2,377.26** | **2,899.84** |
| II | **ASSETS** | | | | |
| 1 | **Non-current assets** | | | | |
| | Property, plant and equipment | | | | |
| | Tangible Assets | 11 | 73.88 | 27.54 | 40.48 |
| | Non Current Investment | 12 | 106.74 | 209.98 | 130.00 |
| | Deferred tax assets (Net) | 5 | 5.52 | - | - |
| | Long-term loans and advances | 13 | 27.54 | 18.12 | 18.12 |
| | | | **213.68** | **255.64** | **188.59** |
| 2 | **Current assets** | | | | |
| | Trade receivables | 14 | 2,987.09 | 985.68 | 1,255.29 |
| | Cash and bank balances | 15 | 153.45 | 0.57 | 256.24 |
| | Short-term loans and advances | 16 | 1,411.55 | 1,133.64 | 1,192.42 |
| | Other current assets | 17 | 297.53 | 1.73 | 7.31 |
| | | | **4,849.62** | **2,121.62** | **2,711.26** |
| | **TOTAL** | | **5,063.30** | **2,377.26** | **2,899.84** |

**Summary of significant accounting policies** 1

**As per our report of even date attached**
**For Sanjeev Sharma & Associates**
**ICAI Firm registration no.: 012326N**
**Chartered Accountants**

**For and on behalf of the Board of Directors of Eventions Limited (Formerly known as Eventions Private Limited)**

**Sanjeev Sharma**
**Partner**
**Membership No.: 091211**
**Peer Review: 022581**
**UDIN: 26091211PUKOCK8691**

**Cristoo Arora**
**Director**
**DIN: 08996161**

**Ravi Rajak**
**Director**
**DIN:08877166**

**Cristoo Arora**
**CFO**

**CS Misha Dhawan**
**Company Secretary**
**FCS - 11101**

Place : Chandigarh
Date: 19 September, 2026

Place : Gurugram
Date: 19 September, 2026

Place : Gurugram
Date: 19 September, 2026

## Eventions Limited
## (Formerly known as Eventions Private Limited)
## [CIN - U92190HR2020PLC091592]
## Annexure-II
## Restated Statement of Profit and Loss

**(Rs In Lakhs)**

| Particulars | Notes Reference | For the year ended March 31, 2026 | March 31, 2025 | March 31, 2024 |
|---|---|---|---|---|
| **Revenue** | | | | |
| Revenue from operations | 18 | 9,973.96 | 8,752.97 | 8,656.75 |
| Other income | 19 | 88.19 | 49.20 | 71.83 |
| **Total Revenue (I)** | | **10,062.15** | **8,802.16** | **8,728.57** |
| **Expenses** | | | | |
| Cost of Services | 20 | 8,287.19 | 7,354.11 | 7,880.10 |
| Employee benefit expenses | 21 | 402.95 | 485.85 | 248.79 |
| Finance costs | 22 | 66.75 | 39.23 | 24.76 |
| Depreciation and amortisation expenses | 11 | 18.68 | 16.90 | 17.83 |
| Other expenses | 23 | 264.88 | 204.08 | 114.60 |
| **Total expenses (II)** | | **9,040.45** | **8,100.18** | **8,286.08** |
| **Profit before tax and prior period Items (III = I - II)** | | **1,021.70** | **701.99** | **442.49** |
| **Prior Period Item(IV)** | | - | - | - |
| **Profit Before Exceptional and Extraordinary Items and Tax (V = IV - III)** | | **1,021.70** | **701.99** | **442.49** |
| **Tax expense** | | | | |
| Current tax | | 257.16 | 195.09 | 106.19 |
| Deferred tax (net) | | (7.47) | (5.70) | 7.66 |
| **Total tax expense (IV)** | | **249.69** | **189.39** | **113.84** |
| **Profit from Continuing Operations (V - VI )** | | **772.01** | **512.59** | **328.65** |
| **Profit from Discontinuing Operations** | | - | - | - |
| **Total Profit for the year** | | **772.01** | **512.59** | **328.65** |
| **Earnings per equity share [nominal value of share Rs. 10 (March 31, 2026: Rs. 10, March 31, 2025: Rs. 10 March 31, 2024: Rs. 10)]** | 24 | | | |
| Basic earnings per share (in Rs.) | | | | |
| Computed on the basis of profit from operations | | **8.90** | **6.09** | **3.90** |
| Diluted earnings per share | | | | |
| Computed on the basis of profit from operations | | **8.90** | **6.09** | **3.90** |

**As per our report of even date attached**
**For Sanjeev Sharma & Associates**
**ICAI Firm registration no.: 012326N**
**Chartered Accountants**

**Sanjeev Sharma**
**Partner**
**Membership No.: 091211**
**Peer Review: 022581**

**UDIN:**
**26091211PUKOCK8691**

Place : Chandigarh
Date: 19 September, 2026

**Cristoo Arora**
**Director**
**DIN: 08996161**

**Cristoo Arora**
**CFO**

Place : Gurugram
Date: 19 September, 2026

**Ravi Rajak**
**Director**
**DIN:08877166**

**CS Misha Dhawan**
**Company Secretary**
**FCS - 11101**

Place : Gurugram
Date: 19 September, 2026

**Eventions Limited**
**(Formerly known as Eventions Private Limited)**
**[CIN - U92190HR2020PLC091592]**
**Annexure-III**
**Restated Statement of Cash Flow**

(Rs In Lakhs)

| | Particulars | For the year ended March 31, 2026 | March 31, 2025 | March 31, 2024 |
|---|---|---|---|---|
| A. | **Cash flow from operating activities:** | | | |
| | Net profit before tax | 1,021.70 | 701.99 | 442.49 |
| | *Adjustments for profit and loss account items:-* | | | |
| | Depreciation and amortisation expense | 18.68 | 16.90 | 17.83 |
| | Finance Cost | 66.75 | 39.23 | 24.76 |
| | Liability written back | (0.05) | (0.00) | (34.11) |
| | **Operating profit before working capital changes** | **1,107.08** | **758.12** | **450.97** |
| | Adjustments for changes in working capital: | | | |
| | - (Increase)/decrease in trade receivable | (2,001.36) | 269.61 | (776.72) |
| | - (Increase)/decrease in short term loan and advances | (250.99) | 206.50 | (833.68) |
| | - (Decrease)/increase in trade payable | 143.91 | (229.08) | 263.23 |
| | - (Decrease)/increase in other current liabilities | 1,037.58 | (829.85) | 986.58 |
| | - (Decrease)/increase in provisions | 13.26 | (322.54) | 51.94 |
| | - (Increase)/decrease in Other Current Assets | (295.80) | 5.58 | (7.31) |
| | **Cash generated from operating activities** | **(246.32)** | **(141.67)** | **135.01** |
| | Income tax paid (including tax deducted at source) | (205.43) | (147.71) | (105.91) |
| | **Net cash from operating activities** | **(451.75)** | **(289.38)** | **29.10** |
| B. | **Cash flow from investing activities:** | | | |
| | Purchase of Property, plant and equipment and intangible assets | (65.01) | (3.96) | (54.95) |
| | - (Increase)/decrease in long term loan and advances | (9.42) | - | (18.00) |
| | - (Increase)/decrease in Non Current Investment | 109.98 | (79.98) | (100.00) |
| | **Net cash generated from / (used in) investing activities** | **35.55** | **(83.94)** | **(172.95)** |
| C. | **Cash flow from financing activities:** | | | |
| | Proceeds from borrowings | 889.78 | 616.49 | 704.11 |
| | Issue of Equity Shares (Right Issue) | 49.00 | - | - |
| | Repayment of borrowings | (302.95) | (459.60) | (571.51) |
| | Finance Cost | (66.75) | (39.23) | (24.76) |
| | **Net cash generated from / (used in) financing activities** | **569.08** | **117.65** | **107.84** |
| | **Increase/ (decrease) in cash and cash equivalents, net** | **152.88** | **(255.67)** | **(36.00)** |
| | Cash and cash equivalents at the beginning of the year | 0.57 | 256.24 | 292.24 |
| | **Cash and cash equivalents at the end of the year** | **153.45** | **0.57** | **256.24** |

| **Cash and cash equivalents includes** | | | |
|---|---|---|---|
| Cash on hand | - | 0.07 | 0.14 |
| Balances with banks: | | | |
| - On current accounts | 153.45 | 0.50 | 256.10 |
| | **153.45** | **0.57** | **256.24** |

**Note:**

1. The above cashflow statement has been prepared under the ‘Indirect Method’ as set out in the Accounting Standard - 3 on ‘Cash Flow Statements’.
2. Figures in brackets indicate cash outflow.
3. Notes referred to in the Financial Statements form and integral part of the Cash Flow Statement.

**As per our report of even date attached**

| | | |
|---|---|---|
| **For Sanjeev Sharma & Associates** | **For and on behalf of the Board of Directors of** | |
| **ICAI Firm registration no.: 012326N** | | |
| **Chartered Accountants** | | |
| **Sanjeev Sharma** | **Cristoo Arora** | **Ravi Rajak** |
| **Partner** | **Director** | **Director** |
| **Membership No.: 091211** | **DIN: 08996161** | **DIN:08877166** |
| **Peer Review: 022581** | | |
| **UDIN: 26091211PUKOCK8691** | | |
| | **Cristoo Arora** | **CS Misha Dhawan** |
| | **CFO** | **Company Secretary** |
| | | **FCS - 11101** |
| Place : Chandigarh | Place : Gurugram | Place : Gurugram |
| Date: 19 September, 2026 | Date: 19 September, 2026 | Date: 19 September, 2026 |

**Eventions Limited**
**(Formerly known as Eventions Private Limited)**
**[CIN - U92190HR2020PLC091592]**
**Annexure IV**
**Significant Accounting Policy and Notes to the Restated Financial Statements (RFS)**

**1. Company Overview**

Eventions Limited (formerly known as Eventions Private Limited) ("the Company") is incorporated in India on 15th December 2020, having its registered office at PLOT NO. 108, SECTOR 44, INSTITUTIONAL, Gurgaon Sector 45, Gurgaon,Sector -45, Haryana, India, 122003, Corporate Office: 3rd Floor, Plot 108, Sector 44, Gurgaon, Haryana - 122003. The Company’s business consists of Event & Conferences (Tourism business that involves meetings, incentives, conferences and exhibitions for corporate groups).

**2. Basis of Preparation**

The RFS have been prepared under the historical cost convention, on an accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles in India and in compliance with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013.

Ministry of Corporate Affairs ("MCA") through a notification dated March 24, 2021, amended Division I of Schedule III of the Companies Act, 2013 and applicable for the reporting period beginning on or after April 1, 2021. The amendment encompasses certain additional disclosure requirements. The Company has applied and incorporated the requirements of amended Division I of Schedule III of the Companies Act, 2013, to the extent applicable on it while preparing these financial statements.

The restated financial information of the Eventions Limited (formerly known as Eventions Private Limited) comprise of RFS of assets and liabilities as at March 31, 2026, March 31,2025 and March 31,2024 the restated standalone statement of profit and loss account, and restated standalone cash flows for the period/year ended March 31, 2026, March 31, 2025 and March 31,2024 and summary of significant accounting policies and explanatory notes and notes to the restated standalone financial information. These Restated Standalone Financial Information have been prepared by the Management of the company for the purpose of inclusion in the Prospectus ('RHP') prepared by the Company in connection with its proposed Initial Public Offer ('IPO') 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
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants

These Restated Financial Information have been compiled by the Management from:
The audited RFS of the Eventions Limited (formerly known as Eventions Private Limited) as at and for the period/year ended March 31, 2026, March 31, 2025 and March 31,2024 prepared in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.

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 for audit qualifications requiring corrective adjustments in the financial statements, 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/ disclosures as per the audited Standalone financial statements of the Eventions Limited (formerly known as Eventions Private Limited) as at and for the period/year ended March 31, 2026, March 31, 2025 and March 31,2024, and the requirements of the SEBI Regulations, if any;
c) The resultant impact of tax due to the aforesaid adjustments, if any.

**3. Use of Estimates**

The preparation of financial statements in conformity with GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosures of contingent liabilities on the date of financial statements and the reported amount of revenues & expenses during the reporting period. Difference between the actual results and estimated are recognized in the period in which the results are known/ materialized.

**4. Revenue Recognition**

a) Revenue from **service charges** is recognized as and when it becomes **due according to the terms of the contract**. For this company recognition occurs on a **due basis as and when the services are rendered** (this include the amount that is unbilled as at balance sheet date but the services has been rendered), based on the specific agreements or arrangements with the concerned parties. Sales are recorded net of returns and trade discount. The Company collects GST on behalf of the Government and, therefore, these are excluded from revenue.

b) Revenue from **interest** is recognized on a **time proportion basis**, taking into account the amount outstanding and the applicable rate.
c) Revenue from **claims** is recognized only when there is **reasonable certainty** regarding the amounts to be realized and their ultimate collection. .
d) If at the time of rendering a service there is **significant uncertainty** regarding the total amount of consideration or the ultimate collection, the **recognition of revenue is postponed** until such uncertainty is removed

**5. Investment**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are long term investments and classified as non-current Investments.
On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the long-term investments, if any.
On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**6. Property, Plant & Equipments**

(i) Tangible Assets

Property, Plant and Equipment are stated at actual cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

(ii) Intangible Assets

Intangible assets comprises of costs relating to acquisition and development are capitalised in accordance with the AS-26 'Intangible Assets' as notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014.

**7. Depreciation and Amortization**

Depreciation on all property, plant & equipment is provided on Written Down Value (WDV) as per the useful life prescribed under schedule II of Companies Act 2013. Wherever useful life has been taken different from as prescribed in schedule II of the companies act, Management has made separate disclosures for the same. Management estimates the useful life for the property, plant & equipment as follows: -

Tangible Assets

| Class of Assets | Life |
|---|---|
| Furniture & Fixtures | 10 Years |
| Office Equipment | 5 Years |
| Vehicles | 8 Years |
| Plant and Machinery (General) | 15 Years |
| Plant and Machinery (Computer and Data Processing Unit) | 3 Years |

**8. Impairment of Assets**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**9. Inventories**

Inventories are valued as Lower of Cost or Net Realizable Value. As at March 31, 2026 the Company does not hold any inventories (March 31, 2025: Nil; March 31, 2024: Nil).

**10. Employee Benefits**

**i. Short term Employee Benefits:**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

**ii. Long term Employee benefits:**

The Company has opted to change the policy of accounting of Gratuity, and during the restatement, Company has accounted all gratuity expenses basis of actuarial valuation certificate as obtained at every period/year ended.

Company's contributions due / payable during the year towards provident fund is recognized in the profit and loss account.
The Company has no obligation other than the contribution payable to the contribution payable to the provident fund.

**11. Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of the qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the statement of profit and loss.

**12. Foreign Currency Transactions**

Foreign-currency denominated monetary assets and liabilities are translated at exchange rate in effective at balance sheet date. The gains or losses resulting from such transactions are included in the Statement of Profit & Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Revenue, expense & cash flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transaction are included in determining net profit for the period in which the transaction is settled.

**13. Taxes in Income**

(i) Current Tax

Current income tax is measured at the amount expected to be paid to taxation authorities in accordance with the Income Tax Act, 1961 enacted in India by using tax rates and the tax laws that are enacted at the reporting date.

(ii) Deferred Tax

Deferred income tax reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax law those are enacted or substantively enacted at the reporting date. Deferred tax liabilities are recognised for all taxable timing difference. Deferred tax assets are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Accordingly, the Company has recognised deferred tax assets only to the extent of existing deferred tax liabilities and other timing differences where reasonable certainty of future taxable income exists, in accordance with AS-22.

**14. Earnings Per Share**
Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

**15. Provision and Contingent Liabilities**
(i) Provisions
A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(ii) 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 beyond 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. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

**16. Segment Accounting**

The Company is engaged in the business of Event Management and Conference Organization services, which in the context of Accounting Standard 17 'Segment Reporting' is considered as the only business segment. The Company primarily operates in India, which is considered as a single geographical segment. Therefore, the disclosure requirements of Accounting Standard 17 are not applicable.

**17. Operating Leases**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit.

The Company has various operating lease arrangements for office premises. These leases are generally cancellable and are renewed on a periodic basis as per mutual agreement between the parties.

**CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS STATEMENT**

1. Except as mentioned below, there have been no changes in significant accounting policies during the periods covered under the RFS:

a) Gratuity Accounting: The Company has changed its accounting policy for gratuity from cash basis to accrual basis. Effective from the earliest period presented in the RFS, gratuity is accounted for on the basis of actuarial valuation as per Accounting Standard 15 (Revised) 'Employee Benefits'. The impact of this change has been given effect retrospectively and the opening reserves as at April 1, 2023 have been adjusted accordingly.

b) Leave Encashment: The Company has changed its accounting policy for leave encashment from cash basis to accrual basis. Effective from the earliest period presented in the RFS, leave encashment is accounted for on the basis of actuarial valuation. The impact of this change has been given effect retrospectively.

**2. Impact of Changes in Accounting Policies**
The impact of changes in accounting policies on the reserves is disclosed separately in Annexure VI - Material Adjustments to the RFS.

**NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIAL STATEMENTS**

**1. General**
The RFS have been prepared after making such regroupings and adjustments considered appropriate to comply with the requirements of Section 26 of the Companies Act, 2013, the ICDR Regulations and the Guidance Note. As a result of these regroupings and adjustments, the amounts reported in the RFS may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

**2. Micro, Small and Medium Enterprises**
Amounts due to entities covered under Micro, Small and Medium Enterprises Development Act, 2006, have been determined to the extent such parties have been identified on the basis of information available with the Company.

**3. Employee benefits:**
The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary.

**4. Income Tax and Deferred Tax**
Income tax expense comprises current tax and deferred tax. Current tax and deferred tax are recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

For the purpose of preparation of RFS, current tax and deferred tax have been recomputed on the restated profit/(loss) for each year at the prevailing tax rates applicable for that year.

**5. Related Party Disclosures (AS-18)**
Related party transactions are reported as per Accounting Standard 18 'Related Party Disclosures' of the Companies (Accounting Standards) Rules, 2006, as amended. The details are provided in the respective annexures to the RFS.

**Eventions Limited**
**(Formerly known as Eventions Private Limited)**
**[CIN - U92190HR2020PLC091592]**
**Annexure IV**
**Significant Accounting Policy and Notes to the Restated Financial Statements (RFS)**

**6. Provisions, Contingent Liabilities and Contingent Assets (AS-29)**
Provisions, contingent liabilities and contingent assets have been disclosed in accordance with Accounting Standard 29 'Provisions, Contingent Liabilities and Contingent Assets'.

**7. Earnings Per Share (AS-20)**
Earnings per share have been calculated as per Accounting Standard 20 'Earnings Per Share'. The details are provided in the respective annexures. The computation has been adjusted for any bonus issues, share splits or consolidation of shares during the periods covered.

**8. Realizations**
In the opinion of the Management, the current assets, loans and advances are realizable in the ordinary course of business at least equal to the amount at which they are stated in the Restated Statement of Assets and Liabilities. The provision for all known and determined liabilities is adequate and not in excess of the amount reasonably necessary.

**9. Contractual Liabilities**
All contractual liabilities connected with the business operations of the Company have been appropriately provided for in the RFS.

**10. Amounts in the Financial Statements**
Amounts in the RFS are reported in Indian Rupees in Lakhs and rounded off to two decimal places. Figures in brackets indicate negative values or deductions.

**11. Auditors' Qualifications**
Details of Auditors' qualifications of prevous years and their impact on the RFS are given below:

a) Qualifications which required adjustments in RFS:

| **Financial Year** | **Audit Qualifications** | **Remarks** |
|---|---|---|
| FY 2024-25 | NIL | |
| FY 2023-24 | 1. Statutory Compliance Issues<br>A. ESI & Provident Fund Compliance: According to us, the company has yet to make compliances under the provisions of Employees Provident Fund and Employees State Insurance Act. The non – compliance of the same has impact on the financial statements of the company. | 1.The company has taken all necessary registrations, duly paid all the liabilities of ESI & PF and duly filed all the returns as on date of signing of restated financials |

b) Qualifications which do not require adjustments in RFS:

| **Financial Year** | **Audit Qualifications** | **Remarks** |
|---|---|---|
| FY 2024-25 | NIL | |
| FY 2023-24 | 1. Statutory Compliance Issues<br><br>B. GST Compliance<br>The company having GST number in the Kerala state, on the basis of Suo motu the GST number was cancelled. There is an outstanding of Rs. 8.22 lacs towards Interest and other charges. The company has not provided for the provisions on the same.<br><br>2. Forex<br>The company has foreign exchange transactions during the course of business. The financial impact of the foreign exchange fluctuations has not been recorded in the financial statements of the company. These transactions could impact the profit/loss of the company. | 2.The outstanding amount of Rs. 8.22 lacs towards GST interest and other charges has been duly accounted for in the books of the company and the necessary GST compliance has been completed.<br><br>3.The foreign exchange transactions during the period have been duly accounted for in the financial statements of the company for FY 2023-24 and FY 2024-25. |
| FY 2023-24 | NIL | |

**Eventions Limited**
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**[CIN - U92190HR2020PLC091592]**
**Annexure IV**
**Significant Accounting Policy and Notes to the Restated Financial Statements (RFS)**

**MATERIAL ADJUSTMENTS [AS PER THE ICDR) REGULATION**

Appropriate adjustments have been made in the RFS, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 2013, and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective years and their impact on the profit /(losses) of the Company is as under.

**Statement of surplus in Profit and loss**

| Particulars | 31-Mar-26 | 31-Mar-25 | 31-Mar-24 |
|---|---|---|---|
| Reserves and surplus as per audited financial statements | 921.64 | 1,008.73 | 444.72 |
| **Opening balance of adjustments** | **(24.09)** | **27.32** | **6.71** |
| -Adjustment for liabilities written back | - | (47.95) | 31.24 |
| PF & ESI | 7.36 | (3.78) | (2.87) |
| (Increase)/ Decrease in Expenses | 3.71 | 0.42 | 1.10 |
| -Recognition of deferred tax liabilities | 9.41 | (0.11) | (8.86) |
| **Closing balance of adjustments** | **(3.61)** | **(24.09)** | **27.32** |
| | | | |
| **Restated reserve and surplus** | **918.03** | **984.63** | **472.04** |

**Statement of Profit and Loss after Tax**

The reconciliation of Profit/ (loss) after tax as per audited results and the Profit/(loss) after tax as per Restated accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the respective year profit & losses of the company.

**Statement of Profit and Loss after Tax**

| Particulars | 31-Mar-26 | 31-Mar-25 | 31-Mar-24 |
|---|---|---|---|
| Net profit/(loss) after Tax as per audited accounts bur before adjustment for restated accounts | 751.53 | 564.00 | 308.05 |
| -Adjustment for liabilities written back | - | (47.94) | 31.24 |
| PF & ESI | 7.36 | (3.78) | (2.87) |
| (Increase)/ Decrease in Expenses | 3.71 | 0.42 | 1.10 |
| -Recongnition of deferred tax liabilities | 9.41 | (0.11) | (8.86) |
| Net profit/(loss) after Tax as per Restated accounts | **772.01** | **512.60** | **328.65** |

a) Adjustment of Gratuity Expenses

Company had accounted gratuity on cash basis, however during the restatement, Company has complied with the requirement of AS-15 (Revised) "Employee Benefits" and accordingly booked Gratuity expenses basis of actuarial valuation report.

b) Adjustment on account of Provision of Deferred Tax Assets

Due to Provision for Gratuity (Employee benefits), The Company has recalculated the deferred tax liability and deferred tax assets at the end of respective year ended at the rate of normal Tax rate applicable at the end of relevant year. For more details refer table of Reconciliation of Statement of Profit and loss as above.

c) Adjustment in account of EPF and ESI

During the current financial year, the Company identified that certain expenses relating to Employees' Provident Fund (EPF) and Employees' State Insurance (ESI) contributions, pertaining to the financial years 2022-23, 2023-24 and 2024-25, had not been provided for in the respective years to which they relate. These expenses were originally accounted for in the year of payment to which they pertain. These have been restated to respective financial year.

**As per our report of event attached**

**For Sanjeev Sharma & Associates**
**ICAI Firm registration no.: 012326N**
**Chartered Accountants**

**For and on behalf of the Board of Directors of**
**Eventions Limited (Formerly known as Eventions Private Limited)**

**Sanjeev Sharma**
**Partner**
**Membership No.: 091211**
**Peer Review: 022581**

**Cristoo Arora**
**Director**
**DIN: 08996161**

**Ravi Rajak**
**Director**
**DIN:08877166**

**Cristoo Arora**
**CFO**

**CS Misha Dhawan**
**Company Secretary**
**FCS - 11101**

**Place : Chandigarh**
**Date: 19/09/2026**

**Place : Gurugram**
**Date: 19/09/2026**

**Place : Gurugram**
**Date: 19/09/2026**

**Eventions Limited**
**(Formerly known as Eventions Private Limited)**
**[CIN - U92190HR2020PLC091592]**
**Notes to Restated Financial Statements - Other Information**

**Note : 2 Details of Share Capital as Restated** **(Rs In Lakhs, Except Share Data)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Authorised Share Capital** | | | |
| Equity Share Capital | 1,500.00 | 15.00 | 15.00 |
| No. of Equity Shares @ Rs. 10 each | 1,50,00,000 | 1,50,000 | 1,50,000 |
| **Total** | **1,500.00** | **15.00** | **15.00** |
| | | | |
| **Issued, Subscribed and Paid up Share Capital** | | | |
| Equity Share Capital | 895.35 | 1.00 | 1.00 |
| No. of Equity Shares @ Rs. 10 each | 89,53,509 | 10,000 | 10,000 |
| **Total** | **895.35** | **1.00** | **1.00** |

*During the year the company has increased authorized share capital from 1,50,000 to 1,50,00,000 Equity shares on 11th August 2025*

**Note : 2.1 Reconciliation of Number of Shares Outstanding at the end of the Year / Period ( Number of Shares not in Lakhs)** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | | As at March 31,2025 | | As at March 31,2024 | |
|---|---|---|---|---|---|---|
| **Equity shares of Rs. 10 each fully paid up** | **No. of Shares** | **Amount** | **No. of Shares** | **Amount** | **No. of Shares** | **Amount** |
| As at the beginning of the year | 10,000 | 1.00 | 10,000 | 1.00 | 10,000 | 1.00 |
| **Issued during the year** | | | | | | |
| Rights Issue | 4,90,000 | 49.00 | - | - | - | - |
| Issued Shared in favour of investment | 43,509 | 4.35 | | | | |
| Bonus Issue | 84,10,000 | 841.00 | - | - | - | - |
| **Outstanding at the end of the year** | **89,53,509** | **895.35** | **10,000** | **1.00** | **10,000** | **1.00** |

**Note : 2.2 Terms/ rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs 10 per share. Each shareholder of equity shares is entitled to one vote per share held. The Company declares and pays dividend in Indian Rupees. The dividend, if any, proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

1) During the year, pursuant to the approval of the shareholders at the Extra Ordinary General Meeting held on 29 th September 2025, the Company issued bonus equity shares in the ratio of 1:49 i.e. 49 equity shares of face value Rs. 10 each for every 1 equity shares held as on the record date 02nd September 2025. Accordingly, 4,90,000 equity shares were allotted on 29th September by capitalizing an amount of Rs 49 Lakhs from Retained Earnings.

2) During the year, pursuant to the approval of the shareholders at the Extra Ordinary General Meeting held on 29th September 2025, the Company has allotted rights issue 4,90,000 to its existing equity shareholders dated 29th September 2025 in accordance with applicable laws and regulations with face value of Rs. 10.

3) During the year, pursuant to the approval of the shareholders at the Extra Ordinary General Meeting held on 05th March, 2026, the Company issued bonus equity shares in the ratio of 1:8 i.e. 8 equity shares of face value Rs 10 each for every 1 equity shares held as on the record date 05th March 2026. Accordingly, 79,20,000 equity shares were allotted on 05th March 2026 by capitalizing an amount of Rs 7,92,00,000 from Retained Earnings.

4) During the year, the Company allotted 43,509 equity shares of Rs 10 each, credited as fully paid-up, to Mr. Cristoo Arora and Mr. Ravi Rajak, in consideration for acquisition of 70% of its equity share capital, pursuant to a Share Swap / Purchase Agreement dated 09 th March 2026, under Section 62(1)(c) of the Companies Act, 2013. Fair value was determined as per valuation report of Mr. Samrendra Kumar Pandey dated 07th March 2026. Consequent to this allotment, M/s. Gantu Online Private Limited became a subsidiary of the Company with effect from 10th March 2026.

**Note : 2.3 Details of shareholders holding more than 5% shares in the Company ( Number of Shares not in Lakhs)**

| Particulars | As at March 31, 2026 | | As at March 31,2025 | | As at March 31,2024 | |
|---|---|---|---|---|---|---|
| | **No. of Shares** | **% holding in the class** | **No. of Shares** | **% holding in the class** | **No. of Shares** | **% holding in the class** |
| **Equity shares of Rs. 10 each fully paid** | | | | | | |
| Cristoo Arora | 43,82,629 | 48.95% | 7,500 | 75.00% | 7,500 | 75.00% |
| Ravi Rajak | 44,79,980 | 50.04% | 2,500 | 25.00% | 2,500 | 25.00% |
| | **88,62,609** | **98.98%** | **10,000** | **100.00%** | **10,000** | **100.00%** |

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

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**Notes to Restated Financial Statements - Other Information**

**Note : 2.4 Shareholding of promoters ( Number of Shares not in Lakhs)**

| Particulars | March 31, 2026 | | March 31, 2026 | March 31, 2025 | |
|---|---|---|---|---|---|
| | No of shares | % of total shares | Change in share holding | No of shares | % of total shares |
| Cristoo Arora | 43,82,629 | 48.95% | 58335% | 7,500 | 75.00% |
| Ravi Rajak | 44,79,980 | 50.04% | 179099% | 2,500 | 25.00% |
| Kirat Ahluwalia | 36,450 | 0.41% | 100% | - | |

Promoter here means promoter as defined in the Companies Act, 2013, as amended

**Note : 3 Details of Reserve & Surplus as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Surplus /(Deficit) in the statement of** | | | |
| Balance as per last financial statements | 984.63 | 472.04 | 143.39 |
| Profit for the year | 772.01 | 512.59 | 328.65 |
| Bonus issue during the year | (841.00) | - | - |
| **Net surplus in the statement of profit and loss** | **915.64** | **984.63** | **472.04** |

**Note : 3.1 Securities Premium Account**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Balance as per last financial statements | | | |
| Add: Securities Premium received during the year | 2.39 | - | - |
| **Net surplus in the statement of profit and loss** | **2.39** | **-** | **-** |

**Note : 3.2 Reconciliation of restated reserve and surplus** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Reserves and surplus as per audited financial statements | 921.64 | 1,008.73 | 444.72 |
| **Opening balance of adjustments** | **(24.09)** | **27.32** | **6.71** |
| -Adjustment for liabilities written back | - | (47.95) | 31.24 |
| PF & ESI | 7.36 | (3.78) | (2.87) |
| (Increase)/ Decrease in Expenses | 3.71 | 0.43 | 1.10 |
| -Recognition of deferred tax liabilities and Tax Expenses | 9.41 | (0.11) | (8.86) |
| Closing balance of adjustments | **(3.61)** | **(24.09)** | **27.32** |
| | | | |
| **Restated reserve and surplus** | **918.03** | **984.64** | **472.04** |

**Note : 4 Details of Long Term Borrowings as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Secured** | | | |
| -From banks | - | 17.63 | 26.31 |
| -From financial institutions | 141.09 | 57.76 | 81.54 |
| **Total** | **141.09** | **75.39** | **107.85** |

**Note : 4.1 Additional Information to Secured Long Term**

The Non-Current portion of term loans are shown under long term borrowings and the current maturities of the long term borrowings are shown under Short term borrowings as per disclosure requirements of the Schedule III of the Companies Act, 2013.

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
3. Please refer note no. 7.1 for detailed terms and condition related to borrowings

**Note : 5 Details of Deferred Tax Liabilities/(Assets) as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Deferred tax assets/(Liabilities)** | | | |
| Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization | 2.79 | 1.78 | 1.20 |
| Provision for gratuity expenses | 1.92 | 3.77 | - |
| Provision for leave encashment expenses | 0.56 | 0.26 | - |
| Provision for ESI | - | 0.11 | 0.09 |
| Provision for PF | - | 0.89 | 0.58 |
| Deferred tax on account of adjustments for restatement of financial statements | 0.25 | (8.76) | (9.52) |
| **Total** | **5.52** | **(1.95)** | **(7.65)** |

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Notes to Restated Financial Statements - Other Information

During FY 2024–25, the Company wrote back certain liabilities that were no longer required to be paid. Upon preparation of the restated financial statements, these liabilities have been recognized in the respective earlier financial years to which they pertain. Consequently, a timing difference has arisen in those earlier years, resulting in the recognition of deferred tax liability in accordance with applicable accounting standards.

**Note:**
1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

**Note : 6 Details of Long Term Provisions as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Provision for employee benefits** | | | |
| Provision for gratuity | 7.46 | 3.37 | 1.31 |
| Provision for leave encashment | 1.51 | 0.94 | - |
| Other provision | - | (0.00) | 154.45 |
| **Total** | **8.97** | **4.31** | **155.76** |

**Notes:**
1. The Provisioning for Gratuity has been taken into account based on the Actuarial Valuer Report.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
3. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.

**Note : 7 Details of Short Term Borrowings as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Term loan from Banks and Financial Institution** | | | |
| -From banks | 8.30 | 11.68 | 15.59 |
| -From financial institutions | 74.37 | 23.78 | 34.38 |
| **Loan from Related party-Directors** | | | |
| Cristo Arora | - | 126.68 | 34.96 |
| Ravi Rajak | - | 26.00 | - |
| **CC/Overdraft** | | | |
| Bank overdraft | 720.47 | 93.87 | - |
| Credit card balance | 0.00 | - | 7.73 |
| **Total** | **803.14** | **282.01** | **92.66** |

**Note : 7.1 Details of Terms of Repayment** **(Rs In Lakhs)**

| Name of lender | Tenure (In Months) | Purpose | Repayment Mode | Rate of interest | Secured/ Unsecured | Sanctioned Amount | Outstanding as at March 31, 2026 | Outstanding as at March 31, 2025 | Outstanding as at March 31, 2024 |
|---|---|---|---|---|---|---|---|---|---|
| **Banks** | | | | | | | | | |
| **HDFC Bank** | **36** | **Business Loan** | **EMI** | **14.50%** | Unecured | 50.00 | 8.30 | 29.31 | 41.89 |
| **ICICI Bank** | | **Credit card** | **On demand** | **Interest of fixed deposit pledge + 1%** | Unsecured | | 0.00 | - | 7.73 |
| **HDFC Bank** | | **Overdraft** | **On demand** | **9.00%** | Secured | 800.00 | 720.47 | - | - |
| **ICICI Bank** | | **Overdraft** | **On demand** | | Secured | 95.00 | - | 93.87 | - |
| | | | | | | | | | |
| **Financial institutions** | | | | | | | | | |
| **Clix Capital** | **24** | **Business Loan** | **EMI** | **17.75%** | Unsecured | 25.12 | - | 8.26 | 20.59 |
| **Aditya Birla** | **36** | **Business Loan** | **EMI** | **19.00%** | Unsecured | 30.00 | - | 18.73 | 27.44 |
| **Bajaj Finance** | **48** | **Business Loan** | **EMI** | **17.50%** | Unsecured | 35.94 | | 25.17 | 32.63 |
| **Bajaj Finance** | **60** | **Business Loan** | **EMI** | **16.00%** | Unsecured | 51.05 | 51.05 | | |
| **Tata capital** | **36** | **Business Loan** | **EMI** | **16.00%** | Unsecured | 70.38 | 53.70 | 29.39 | 35.26 |
| **Godrej Finance Loan** | **36** | **Business Loan** | **EMI** | **17.00%** | Unsecured | 35.70 | 35.70 | - | - |
| **Incred Financial Loan** | **24** | **Business Loan** | **EMI** | **18.50%** | Unsecured | 75.00 | 75.00 | - | - |
| | | | | | | | | | |
| **Related party** | | | | | | | | | |
| **Cristoo Arora** | | **Business Loan** | **On demand** | **-** | Unsecured | - | - | 126.68 | 34.96 |
| **Ravi Rajak** | | **Business Loan** | **On demand** | **-** | Unsecured | - | - | 26.00 | - |
| | | | | | | **1,268.20** | **944.23** | **357.39** | **200.51** |

*During the year, the Company has entered into a cash credit arrangement with a sanctioned limit of Rs 800 Lakhs, carrying an interest rate of 9% linked to the 3-Month Repo Rate, for a tenure of 12 months, valid up to February 28, 2026. The facility is secured against the Company's book debts, a fixed deposit of Rs 100 Lakhs, and further supported by the personal guarantees of the Directors, Mr. Cristoo Arora and Mr. Ravi Rajak. Additionally, collateral security has been provided in the form of the residential property owned by Mr. Cristoo Arora.

**Eventions Limited**
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**[CIN - U92190HR2020PLC091592]**
**Notes to Restated Financial Statements - Other Information**

**Note:**
1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

**Note : 8 Details of Trade Payable as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Total outstanding dues of micro enterprise and small enterprises | 8.96 | - | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 348.55 | 213.61 | 442.71 |
| **Total** | **357.51** | **213.61** | **442.71** |

**Note : 8.1 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**
The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of amounts payable to such enterprises as at March 31, 2026 has been made based on the information available with the Company. Further, in the view of the Management, the impact of interest, if any, that may be payable in accordance with the Act is not expected to be material. The Company has not received any claim for interest from any supplier under this Act. The information has been determined to the extent such parties have been identified on the basis of information available with the Company.

**Note : 8.2 Details of Ageing of Trade Payables as Restated**

**Trade payable ageing as at March 31, 2026** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | | | | |
|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i)MSME | 8.96 | - | - | - | 8.96 |
| (ii)Others | 321.48 | 26.37 | 0.68 | 0.02 | 348.55 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |
| Total | **330.44** | **26.37** | **0.68** | **0.02** | **357.51** |

**Trade payable ageing as at March 31, 2025** **(Rs In Lakhs)**

| Particulars | As at March 31, 2025 | | | | |
|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i)MSME | - | - | - | - | - |
| (ii)Others | 211.38 | 2.22 | 0.02 | - | 213.61 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |
| Total | **211.38** | **2.22** | **0.02** | **-** | **213.61** |

**Trade payable ageing as at March 31, 2024** **(Rs In Lakhs)**

| Particulars | As at March 31, 2024 | | | | |
|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i)MSME | - | - | - | - | - |
| (ii)Others | 434.32 | 8.29 | 0.10 | - | 442.71 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |
| Total | **434.32** | **8.29** | **0.10** | **-** | **442.71** |

**Note:**
1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

**Note : 9 Detail of Other current liabilities as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Advance From Customer | 1,563.70 | 458.50 | 1,188.62 |
| Employee related payables | 38.84 | 57.95 | 17.47 |
| Statutory dues payable | 221.26 | 269.76 | 409.94 |
| **Total** | **1,823.80** | **786.22** | **1,616.03** |

**Note:**
1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

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**Notes to Restated Financial Statements - Other Information**

**Note : 10 Details of Short Term Provisions as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Provision for employee benefits** | | | |
| Provision for gratuity | 0.16 | 14.98 | 0.00 |
| Provision for leave encashment | 0.72 | 0.40 | - |
| Provision for ESI | 0.04 | 0.84 | 0.40 |
| Provision for PF | 2.55 | 6.52 | 2.97 |
| Provision for income tax | 84.06 | 5.41 | 0.77 |
| Provision for CSR | 8.88 | - | - |
| Provision for Expenses | 19.00 | - | - |
| **Total** | **115.41** | **28.15** | **4.15** |

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

## Eventions Limited (Formerly known as Eventions Private Limited)
## [CIN - U92190HR2020PLC091592]
## Annexure V
## Notes to Restated Financial Statements - Other Information

**Note : 11 Details of Property, Plant and Equipment**

**Note : 11 (a) Tangible Assets**

**As at March 31, 2026** **(Rs In Lakhs)**

| Particulars | Depreciation Rate | Gross Block | | | | Accumulated depreciation | | | | Net block | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | As at April 01, 2025 | Addition | Deletion | As at March 31, 2026 | As at April 01, 2025 | Addition | Deletion | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 |
| **Plant & Machinery** | | | | | | | | | | | |
| General Plant & Machinery | 18.10% | 15.09 | 4.71 | - | 19.79 | 4.27 | 2.59 | - | 6.86 | 10.82 | 12.94 |
| Computer & Data Processing Units | 63.16% | 22.40 | 3.02 | - | 25.42 | 17.72 | 2.82 | - | 20.54 | 4.68 | 4.88 |
| **Office Equipments** | 45.07% | 0.28 | 1.79 | - | 2.07 | 0.20 | 1.36 | - | 1.56 | 0.08 | 0.51 |
| **Furniture & Fixtures** | 25.89% | 5.51 | - | - | 5.51 | 2.39 | 0.76 | - | 3.15 | 3.12 | 2.36 |
| **Vehicles** | 39.30% | 19.60 | 55.50 | - | 75.10 | 10.77 | 11.15 | - | 21.92 | 8.83 | 53.19 |
| **Total** | | **62.87** | **65.02** | **-** | **127.89** | **35.33** | **18.68** | **-** | **54.01** | **27.54** | **73.88** |

**As at March 31,2025**

| Particulars | Depreciation Rate | Gross Block | | | | Accumulated depreciation | | | | Net block | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | As at April 01, 2024 | Addition | Deletion | As at March 31, 2025 | As at April 01, 2024 | Addition | Deletion | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 |
| **Plant & Machinery** | | | | | | | | | | | |
| General Plant & Machinery | 18.10% | 11.97 | 3.11 | - | 15.09 | 1.69 | 2.58 | - | 4.27 | 10.29 | 10.82 |
| Computer & Data Processing Units | 63.16% | 21.76 | 0.64 | - | 22.40 | 10.27 | 7.45 | - | 17.72 | 11.49 | 4.68 |
| **Office Equipments** | 45.07% | 0.28 | - | - | 0.28 | 0.13 | 0.07 | - | 0.20 | 0.15 | 0.08 |
| **Furniture & Fixtures** | 25.89% | 5.30 | 0.21 | - | 5.51 | 1.30 | 1.08 | - | 2.39 | 4.00 | 3.12 |
| **Vehicles** | 39.30% | 19.60 | - | - | 19.60 | 5.04 | 5.72 | - | 10.77 | 14.56 | 8.83 |
| **Total** | | **58.91** | **3.96** | **-** | **62.87** | **18.43** | **16.90** | **-** | **35.33** | **40.48** | **27.54** |

**As at March 31,2024**

| Particulars | Depreciation Rate | Gross Block | | | | Accumulated depreciation | | | | Net block | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | As at April 01, 2023 | Addition | Deletion | As at March 31, 2024 | As at April 01, 2023 | Addition | Deletion | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2024 |
| **Plant & Machinery** | | | | | | | | | | | |
| General Plant & Machinery | 18.10% | 0.95 | 11.02 | - | 11.97 | 0.16 | 1.53 | - | 1.69 | 0.79 | 10.29 |
| Computer & Data Processing Units | 63.16% | 1.43 | 20.33 | - | 21.76 | 0.30 | 9.97 | - | 10.27 | 1.13 | 11.49 |
| **Office Equipments** | 45.07% | 0.17 | 0.11 | - | 0.28 | 0.03 | 0.10 | - | 0.13 | 0.14 | 0.15 |
| **Furniture & Fixtures** | 25.89% | 1.41 | 3.88 | - | 5.30 | 0.10 | 1.20 | - | 1.30 | 1.31 | 4.00 |
| **Vehicles** | 39.30% | - | 19.60 | - | 19.60 | - | 5.04 | - | 5.04 | - | 14.56 |
| **Total** | | **3.96** | **54.95** | **-** | **58.91** | **0.60** | **17.83** | **-** | **18.43** | **3.37** | **40.48** |

## Eventions Limited (Formerly known as Eventions Private Limited)
## [CIN - U92190HR2020PLC091592]
## Notes to Restated Financial Statements - Other Information

**Note : 12 Details of Non current Investment as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Investment in subsidary | 6.74 | | |
| Investment in FDs | 100.00 | 209.98 | 130.00 |
| **Total** | **106.74** | **209.98** | **130.00** |

**Note:**
1. Other Bank Balances include Fixed Deposits marked as lien with the bank as security/margin against bank guarantees, letters of credit, or other credit facilities availed by the Company. These Fixed Deposits have an original maturity period of more than 12 months from the balance sheet date and are therefore classified as Non-Current Assets.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.

**Note : 13 Details of Long Term Loans and Advances as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Security deposits** | | | |
| Unsecured, considered good | 27.54 | 18.12 | 18.12 |
| **Total** | **27.54** | **18.12** | **18.12** |

The Company has placed a refundable security deposit with the landlord in connection with taking office premises on lease. The said deposit is recoverable at the end of the lease period, subject to the terms and conditions of the lease agreement, and does not carry any interest.
Accordingly, the security deposit has been classified as Other non-current Assets, as the same is expected to be recovered after a period of twelve months from the reporting date. The management is of the opinion that the deposit is fully recoverable, and no provision for impairment is considered necessary as at the reporting date.

**Note:**
1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

**Note : 14 Details of Trade receivables as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (a) Secured, considered good | - | - | - |
| (b) Unsecured considered good | 2,987.09 | 985.68 | 1,255.29 |
| (c) Doubtful | - | - | - |
| d) Less : Provision for doubtful debts | - | - | - |
| **Total** | **2,987.09** | **985.68** | **1,255.29** |

**Note : 14.1 Details of Ageing of Trade Receivables as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | |
| | Unbilled | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 2,050.25 | 717.85 | 217.49 | 1.50 | - | - | 2,987.09 |
| (ii) Undisputed Trade Receivables – considered | - | - | - | - | - | - | - |
| (iii) Disputed Trade Receivables considered good | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables considered doubtful | - | - | - | - | - | - | - |
| **Sub-total** | **2,050.25** | **717.85** | **217.49** | **1.50** | **-** | **-** | **2,987.09** |
| Less: Provision for doubtful debts | - | - | - | - | - | - | - |
| **Total** | **2,050.25** | **717.85** | **217.49** | **1.50** | **-** | **-** | **2,987.09** |

**Note : 14.2 Details of Ageing of Trade Receivables as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2025 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | |
| | Unbilled | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 793.69 | 134.49 | 57.49 | - | - | - | 985.68 |
| (ii) Undisputed Trade Receivables – considered | - | - | - | - | - | - | - |
| (iii) Disputed Trade Receivables considered good | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables considered doubtful | - | - | - | - | - | - | - |
| **Sub-total** | **793.69** | **134.49** | **57.49** | **-** | **-** | **-** | **985.68** |
| Less: Provision for doubtful debts | - | - | - | - | - | - | - |
| **Total** | **793.69** | **134.49** | **57.49** | **-** | **-** | **-** | **985.68** |

**Eventions Limited (Formerly known as Eventions Private Limited)**
**[CIN - U92190HR2020PLC091592]**
**Notes to Restated Financial Statements - Other Information**

**Note : 14.3 Details of Ageing of Trade Receivables as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2024 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | |
| | Unbilled | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 461.76 | 782.25 | 4.58 | 6.70 | - | - | 1,255.29 |
| (ii) Undisputed Trade Receivables – considered | - | - | - | - | - | - | - |
| (iii) Disputed Trade Receivables considered good | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables considered doubtful | - | - | - | - | - | - | - |
| **Sub-total** | **461.76** | **782.25** | **4.58** | **6.70** | **-** | **-** | **1,255.29** |
| Less: Provision for doubtful debts | - | - | - | - | - | - | - |
| **Total** | **461.76** | **782.25** | **4.58** | **6.70** | **-** | **-** | **1,255.29** |

**Note:**
1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

## Eventions Limited (Formerly known as Eventions Private Limited)
## [CIN - U92190HR2020PLC091592]
## Notes to Restated Financial Statements - Other Information

**Note : 15 Details of Cash and bank balances as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Cash and cash equivalents** | | | |
| Cash on hand | - | 0.07 | 0.14 |
| Balances with banks: | | | |
| -On current accounts | 153.45 | 0.50 | 256.10 |
| **Total** | **153.45** | **0.57** | **256.24** |

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

**Note : 16 Details of Short Term Loans and Advances as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Advance to Vendor | 214.46 | 78.10 | 131.45 |
| Loan and advances to employees | 75.84 | 151.40 | 59.27 |
| Loan to other parties | - | 17.54 | 7.44 |
| Advance income-tax | 37.72 | 10.80 | 58.18 |
| Prepaid expenses | 1,083.54 | 875.81 | 930.61 |
| **Balances with statutory/ government authorities** | | | |
| Balances with tax authority | (0.00) | - | 5.46 |
| **Total** | **1,411.55** | **1,133.64** | **1,192.42** |

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
3 Loans and advances to employees imperest paid to them, for expenses incurred on behalf of the Company towards the conduct and management of events, in the ordinary course of the Company's business of event management and event training.

**Note : 17 Details of Other current assets as Restated** **(Rs In Lakhs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Advance to employees | 27.15 | - | - |
| Other receivables | 222.54 | 0.00 | (0.00) |
| Issue Related Expenses (IPO realted) | 41.07 | | |
| **Accrued interest** | | | |
| Accrued interest on fixed deposits | 6.77 | 1.73 | 7.31 |
| **Total** | **297.53** | **1.73** | **7.31** |

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

**Note : 18 Details of Revenue from operations as Restated** **(Rs In Lakhs)**

| Particulars | For the period ended March 31, 2026 | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|---|---|---|
| **Sale of services** | | | |
| Income from event management service | 9,973.96 | 8,752.97 | 8,656.75 |
| **Total** | **9,973.96** | **8,752.97** | **8,656.75** |

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

## Eventions Limited (Formerly known as Eventions Private Limited)
## [CIN - U92190HR2020PLC091592]
## Notes to Restated Financial Statements - Other Information

**Note : 19 Details of Other Income as Restated** **(Rs In Lakhs)**

| Particulars | For the period ended March 31, 2026 | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|---|---|---|
| Interest from banks on deposits | 8.02 | 8.34 | 7.43 |
| Interest on income tax refund | 1.96 | 1.81 | 0.40 |
| Commission Income | 78.14 | 39.04 | 29.89 |
| Sundry balance written back | 0.05 | 0.00 | 34.11 |
| **Total** | **88.18** | **49.20** | **71.83** |

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

**Note : 20 Details of Cost of Services as Restated** **(Rs In Lakhs)**

| Particulars | For the period ended March 31, 2026 | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|---|---|---|
| Cost of Services | 8,287.19 | 7,354.10 | 7,880.10 |
| **Total** | **8,287.19** | **7,354.11** | **7,880.10** |

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

**Note : 21 Details of Employee Benefit Expenses as Restated** **(Rs In Lakhs)**

| Particulars | For the period ended March 31, 2026 | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|---|---|---|
| Salaries, wages and bonus (including Director's remuneration) | 398.22 | 459.88 | 242.94 |
| Gratuity Expense (Refer Note No. 27) | (10.73) | 17.04 | 1.02 |
| Staff welfare costs | 7.95 | 4.94 | 2.17 |
| ESI Expense | 0.19 | 0.44 | 0.34 |
| PF Expense (employer contribution) | 7.32 | 3.55 | 2.31 |
| **Total** | **402.95** | **485.85** | **248.79** |

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
3. During the FY 2024-25 the provision for gratuity expenses has been recognized on the basis of estimation. However in the restated financial statement the gratuity expenses has been recognized on the basis of acturial valuation report the impact of short and excess has been recognized

**Note : 22 Details of Finance costs as Restated** **(Rs In Lakhs)**

| Particulars | For the period ended March 31, 2026 | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|---|---|---|
| Bank charges | 2.74 | 2.92 | 2.45 |
| Interest on bank loans | 56.60 | 26.79 | 18.20 |
| Loan processing charges | 7.41 | 9.52 | 4.11 |
| **Total** | **66.75** | **39.23** | **24.76** |

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

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## Eventions Limited (Formerly known as Eventions Private Limited)
## [CIN - U92190HR2020PLC091592]
## Notes to Restated Financial Statements - Other Information

**Note : 23 Details of Other expenses as Restated** **(Rs In Lakhs)**

| Particulars | For the period ended March 31, 2026 | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|---|---|---|
| Power and fuel | 7.35 | 2.44 | 1.62 |
| Rent | 44.82 | 38.23 | 36.31 |
| Payment to auditors (refer detail below) | 3.00 | 3.00 | 0.15 |
| Fees and Subscription | 4.94 | 9.23 | 4.48 |
| Rate Fees & Taxes | 24.09 | 6.15 | 0.43 |
| Insurance Cost | 0.22 | 0.96 | - |
| Internet and telephone expenses | 3.28 | 5.30 | 3.54 |
| Legal and professional fees | 86.58 | 35.78 | 34.49 |
| Postage and Courier | 8.53 | 5.40 | 0.36 |
| Printing and Stationery | 1.19 | 0.91 | 0.97 |
| Bad debts | 4.24 | 7.60 | 0.00 |
| Repair and Maintenance | 8.07 | 5.81 | 13.05 |
| Foreign exchange fluctuation expenses | 4.66 | 2.62 | - |
| CSR Expense | 8.88 | - | - |
| Interest on delay of statutory dues | 49.08 | 80.68 | 19.07 |
| Miscellaneous expenses | 5.95 | (0.03) | 0.13 |
| **Total** | **264.88** | **204.08** | **114.60** |

**Note : 23.1 Auditors Remuneration** **(Rs In Lakhs)**

| Particulars | For the period ended March 31, 2026 | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|---|---|---|
| **To statutory auditors:** | | | |
| Audit fee | 2.50 | 1.75 | 1.75 |
| Tax audit fee | 0.50 | 0.35 | 0.35 |
| **Total** | **3.00** | **2.10** | **2.10** |

* Excludes reimbursement of applicable taxes

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

**Note : 24 Earnings per share (EPS)**

Disclosure as required by Accounting Standard – AS 20 "Earnings Per Share" notified under The Companies (Accounting Standards) Rules, 2006 (as amended). The Company has not issued any potential diluted equity share and therefore the Basic and Diluted earnings per Share will be the same. The earnings per share is calculated by dividing the profit after tax by weighted average number of shares outstanding.

The following reflects the profit and share data used in the basic and diluted EPS computations:

**(Rs In Lakhs)**

| Particulars | For the period ended March 31, 2026 | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|---|---|---|
| **Continuing operations** | | | |
| Profit after tax | 772.01 | 512.59 | 328.65 |
| **Net profit for calculation of basic EPS** | **772.01** | **512.59** | **328.65** |
| Net profit as above | 772.01 | 512.59 | 328.65 |
| **Net profit for calculation of diluted EPS** | **772.01** | **512.59** | **328.65** |
| | **Numbers** | **Numbers** | **Numbers** |
| Weighted average number of equity shares in calculating basic EPS | 86,69,636 | 84,20,000 | 84,20,000 |
| Weighted average number of equity shares in calculating diluted EPS | 86,69,636 | 84,20,000 | 84,20,000 |
| Earnings per share -"Basic" (in Rs.) | 8.90 | 6.09 | 3.90 |
| Earnings per share -"Diluted" (in Rs.) | 8.90 | 6.09 | 3.90 |

## Eventions Limited (Formerly known as Eventions Private Limited)
## [CIN - U92190HR2020PLC091592]
## Notes to Restated Financial Statements - Other Information

| Particulars | As At | | |
|---|---|---|---|
| | **March 31, 2026** | **March 31, 2025** | **March 31, 2024** |
| Net Worth | 1,813.38 | 985.63 | 473.04 |
| Average Net worth (A) | 1,399.51 | 729.33 | 308.71 |
| Adjusted Profit after Tax (B) | 772.01 | 512.59 | 328.65 |
| Number of Equity Share Outstanding as on the End of Year "(C)" | 89,53,509 | 10,000 | 10,000 |
| Weighted average no. of Equity shares at the time of end of the year (D) | 86,69,636 | 84,20,000 | 84,20,000 |
| Face Value per Share | 10.00 | 10.00 | 10.00 |
| Restated Basic and Diluted Earning Per Share (Rs) (B/D) | 8.90 | 6.09 | 3.90 |
| Average Return on Net worth (%) (B/A) | 55.16% | 70.28% | 106.46% |
| Net asset value per share (A/C) (Face Value of Rs 10 Each) (Based on Actual Number of Shares) | 20.25 | 9,856.29 | 4,730.35 |
| Net asset value per share (A/D) (Face Value of Rs 10 Each) (Based on Weighted Average Number of Shares) | 20.92 | 11.71 | 5.62 |
| EBITDA | 1,018.95 | 708.92 | 413.25 |

**Note:**

1) The ratios have been computed as below:

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

(b) Diluted earnings per share (Rs): Net profit after tax as restated for calculating diluted EPS/ Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS

(c) Return on net worth (%): Net profit after tax (as restated)/ Net worth at the end of the period or year

(d) Net assets value per share -: Net Worth at the end of the period or year/ Total number of equity shares outstanding at the end of the period or year

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the restated summary statements of the Company.

5) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income"

6) Pursuant to board resolution dated on September 29, 2025 and shareholder's consent dated September 29, 2025 bonus issue of 61,92,063 equity shares of face value of Rs 10/- in the ratio 49:1 i.e. forty nine (49) bonus equity shares for every one (1) equity share held by shareholder

7) The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.

8) The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

**Note : 25 Expenditure in foreign currency (on accrual basis)**

**(Rs In Lakhs)**

| Particulars | For the period ended March 31, 2026 | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|---|---|---|
| Expenditure incurred on purchase of travel packages (included in Expense pertaining to event management) | 2,257.19 | 1,887.57 | 2,294.76 |
| **Total** | **2,257.19** | **1,887.57** | **2,294.76** |

**Note:**

1. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III, IV & V respectively.
2. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

**Note : 26 Related Party Disclosures**

**a) Names of related parties and related party relationship**

| | |
|---|---|
| Director, Key Managerial Personnel and relatives of such personnel | Mr. Cristoo Arora, Director, CFO<br>Mr. Ravi Rajak, Director, CEO<br>Mrs. Vincy Arora, Relative of Director<br>Mrs. Kirat, Director<br>Mrs Malti Verma, Relative of Director<br>Mr. Kanwar Nitin Singh, Independent Director<br>Mr. Sandeep Singh, Independent Director<br>Mrs. Misha Dhawan, Company Secretary |
| Subsidiary of the company | Gantu Online Private Limited |
| Enterprises, over which the Key Management Personnel exercise significant influence. | Naturesum (OPC) Private Limited<br>Eventions (Proprietorship) |

**0**

| **Particulars** | **Nature of Transaction** | **For the period ended March 31, 2026** | **For the period ended March 31, 2025** | **For the period ended March 31, 2024** |
|---|---|---|---|---|
| Mr. Cristoo Arora | Directors Remuneration | 54.00 | 58.75 | 7.20 |
| Mr. Cristoo Arora | Loan Received | 87.00 | 459.55 | 520.03 |
| Mr. Cristoo Arora | Loan Repaid | 213.68 | 367.89 | 552.97 |
| Mr. Cristoo Arora | Imperest | 283.10 | - | - |
| Mr. Ravi Rajak | Directors Remuneration | 48.00 | 45.75 | 7.20 |
| Mr. Ravi Rajak | Loan Received | 12.80 | 56.00 | - |
| Mr. Ravi Rajak | Loan Repaid | 38.80 | 30.00 | - |
| Mr. Ravi Rajak | Imprest | 88.84 | - | - |
| Gantu Online Private Limited | Investment | 6.74 | - | - |
| Gantu Online Private Limited | Purchase/Services Received | 3.05 | - | - |
| Gantu Online Private Limited | Reimbursement of expenses | 94.93 | - | - |
| Mrs. Kirat | Capital Advance Repaid | 2.50 | - | - |
| Mrs. Kirat | Capital Advance | 0.00 | 2.50 | 2.50 |
| Mrs. Vincy Arora | Remuneration | 7.56 | 5.40 | 3.30 |
| Mrs. Misha Dhawan | Remuneration | 0.21 | - | - |

**c) Disclosure in respect of Outstanding Balances of Related Parties** **(Rs. In Lakhs)**

| **Particulars** | **Nature of Transaction** | **For the period ended March 31, 2026** | **For the period ended March 31, 2025** | **For the period ended March 31, 2024** |
|---|---|---|---|---|
| Mr. Cristoo Arora | Directors Remuneration Payable | 2.75 | 4.50 | - |
| Mr. Cristoo Arora | Loan Payable | 0.00 | 126.63 | 34.96 |
| Mr. Cristoo Arora | Imperest | 80.80 | - | - |
| Gantu Online Private Limited | Trade Payable (include reimbursement of expenses | 26.25 | - | - |
| Mr. Ravi Rajak | Directors Remuneration Payable | 14.50 | 3.00 | - |
| Mr. Ravi Rajak | Loan Payable | 0.00 | 26.00 | - |
| Mr. Ravi Rajak | Imperest | 5.81 | - | - |
| Mrs. Kirat | Capital Advance | 0.00 | 2.50 | 2.50 |

**Note : 27 Employee Benefits**

**Note : 27.1 Gratuity**

The benefits payable under this plan are governed by "Gratuity Act 1972". Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member‘s length of service and salary at retirement age.

The following tables summarise the components of net benefit expense recognised in the summary statement of profit or loss and the funded status and amounts recognised in the statement of assets and liabilities for the respective plans:

**1. Assumptions**

**(Rs. In Lakhs)**

| **Particulars** | **For the Year ended 31th March, 2026** | **For the Year ended 31st March, 2025** | **For the Year ended 31st March, 2024** |
|---|---|---|---|
| Discount Rate | 7.90% | 7.04% | 7.25% |
| Salary Escalation Rate | 15.00% | 15.00% | 15.00% |
| Expected Return on Plan Assets | NA | NA | NA |
| **Average Remaining Service (Years)** | 28.03 | 27.88 | 28.37 |

**2. Change in Present Value of Defined Benefit Obligation (PBO)**

(Rs. In Lakhs)

| Particulars | For the Year ended 31th March, 2026 | For the Year ended 31st March, 2025 | For the Year ended 31st March, 2024 |
|---|---|---|---|
| PBO at beginning of the year | 3.38 | 1.31 | 0.29 |
| Interest Cost | 0.24 | 0.10 | 0.02 |
| Current Service Cost | 2.41 | 1.48 | 0.85 |
| Past Service Cost | - | - | - |
| Benefits Paid | - | - | - |
| Actuarial (Gain) / Loss | 1.59 | 0.49 | 0.15 |
| **Present Value of Benefit Obligation at end of the year** | **7.62** | **3.38** | **1.31** |
| Current liability | 0.16 | 0.01 | 0.00 |
| Non-current liability | 7.46 | 3.37 | 1.31 |

**3. Actuarial Gain / Loss Recognised**

(Rs. In Lakhs)

| Particulars | For the Year ended 31th March, 2026 | For the Year ended 31st March, 2025 | For the Year ended 31st March,2024 |
|---|---|---|---|
| Actuarial gain/(loss) for the year – Obligation | **(1.59)** | **(0.49)** | **(0.15)** |
| Actuarial gain/(loss) for the year – Plan Assets | - | - | - |
| Total (gain)/loss for the year | **1.59** | **0.49** | **0.15** |
| Actuarial gain/(loss) recognised in the year | **1.59** | **0.49** | **0.15** |
| **Unrecognised actuarial (gains)/losses at the end of year** | | - | - |

**4. Amount recognised in Balance Sheet**

(Rs. In Lakhs)

| Particulars | For the Year ended 31th March, 2026 | For the Year ended 31st March, 2025 | For the Year ended 31st March,2024 |
|---|---|---|---|
| Present value of obligation | 7.62 | 3.38 | 1.31 |
| Fair value of plan assets | - | - | - |
| **Net liability recognised** | **7.62** | **3.38** | **1.31** |

**5. Expense recognised in Statement of Profit & Loss**

(Rs. In Lakhs)

| Particulars | For the Year ended 31th March, 2026 | For the Year ended 31st March, 2025 | For the Year ended 31st March,2024 |
|---|---|---|---|
| Current service cost | 2.41 | 1.48 | 0.85 |
| Past service cost | - | - | - |
| Interest cost | 0.24 | 0.10 | 0.02 |
| Net actuarial Gain/ (loss) recognized in the year | 1.59 | 0.49 | 0.15 |
| **Expense recognised in Statement of Profit & Loss** | **4.24** | **2.06** | **1.02** |

**Note : 27.2 Employee Benefits**

**1. Assumptions**

(Rs. In Lakhs)

| Particulars | For the Year ended 31th March, 2026 | For the Year ended 31st March, 2025 | For the Year ended 31st March,2024 |
|---|---|---|---|
| Discount Rate | 7.90% | 7.04% | - |
| Rate of increase in compensation | 15% | 15% | - |
| Rate of return on plan assets | - | - | - |
| **Average remaining service (Years)** | **28.03** | **27.88** | **-** |

**2. Change in Present Value of Leave Encashment Obligation**

(Rs. In Lakhs)

| Particulars | For the Year ended 31th March, 2026 | For the Year ended 31st March, 2025 | For the Year ended 31st March,2024 |
|---|---|---|---|
| Present value of obligation at beginning of year | 0.88 | - | - |
| Interest cost | 0.06 | - | - |
| **Past service cost** | **-** | 0.31 | - |
| **Current service cost** | **1.09** | **0.57** | **-** |
| Curtailment / Settlement | **-** | - | - |
| **Benefits paid** | **-** | - | - |
| Actuarial (gain)/loss | 0.20 | - | - |
| Present value of obligation at end of year | 2.23 | 0.88 | - |

**3. Actuarial Gain / Loss Recognised**

(Rs. In Lakhs)

| Particulars | For the Year ended 31th March, 2026 | For the Year ended 31st March, 2025 | For the Year ended 31st March,2024 |
|---|---|---|---|
| Actuarial gain/(loss) – Obligation | (0.20) | - | - |
| Actuarial gain/(loss) – Plan Assets | - | - | - |
| **Total actuarial gain/(loss)** | **(0.20)** | - | - |
| **Unrecognised actuarial gain/loss** | **-** | - | - |

**4. Amount Recognised in Balance Sheet**

(Rs. In Lakhs)

| Particulars | For the Year ended 31th March, 2026 | For the Year ended 31st March, 2025 | For the Year ended 31st March,2024 |
|---|---|---|---|
| Present value of obligation | 2.23 | 0.88 | - |
| **Fair value of plan assets** | | - | - |
| **Net liability recognised** | **(2.23)** | **(0.88)** | **-** |

**5. Expenses Recognised in Statement of Profit & Loss**

(Rs. In Lakhs)

| Particulars | For the Year ended 31th March, 2026 | For the Year ended 31st March, 2025 | For the Year ended 31st March,2024 |
|---|---|---|---|
| Current service cost | 1.09 | 0.57 | - |
| Past service cost | - | 0.31 | - |
| Interest cost | 0.06 | - | - |
| Net actuarial (gain)/loss | 0.20 | - | - |
| **Total expense recognised** | **1.35** | **0.88** | **-** |

**6. Bifurcation of Leave Encashment Liability (Schedule III)**

(Rs. In Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Current Liability | 0.72 | 0.25 | - |
| Non-Current Liability | 1.51 | 0.63 | - |
| **Total Leave Encashment Liability** | **2.23** | **0.88** | **-** |

**Note : 28 Lease Commitments**

**Operating lease**

The Company has taken properties on cancellable operating leases and has recognised rent of Rs. 44.82 Lakhs (March31, 2025-Rs 38.23 Lakhs, March 31, 2024 - Rs. 36.31 Lakhs ).

**Note : 29 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006**

(Rs. In Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year. Interest Nil (P.Y. Nil) | 8.96 | - | - |
| b) The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year. | - | - | - |
| c) The amount of interest due and payable for the period of Delay in making payment (which have been but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise | - | - | - |
| d) The amount of interest accrued and remaining unpaid at the end of each accounting year. | - | - | - |
| e) The amount of further interest remaining due and Payable even in the succeeding years, until such date When the interest dues as above are actually paid tithe small enterprise for the purpose of disallowance As a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006. | - | - | - |

**Note : 30 Segment reporting**

The Company operates in a single business segment and within a single geographical segment, as its operations are confined to India. Accordingly, the figures reported in the financial statements represent the results and financial position of the single reportable segment as per the requirements of AS 17-Segment reporting.

**Note : 31 Contingent liabilities**

As at the reporting date, the Company does not have any contingent liabilities or commitments that require disclosure in the financial statements

**Note : 32 Additional regulatory information**

a) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
b) The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
c) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
d) The Company has neither traded nor invested in Crypto currency or Virtual Currency during the period ended March 31, 2026, March 31, 2025, March 31, 2024
e) The Company has not advanced or loaned or invested funds to any other person(s) or entity(is) , including foreign entities (Intermediaries) with the understanding that the Intermediary shall :
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ( Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like lo or on behalf of the Ultimate Beneficiaries

f) The Company has not received any fund from any person(s) or entity(is) , including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
g) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 ( such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
h) The Company is not declared wilful defaulter by any bank or financial Institution or government or any local authority.
i) Compliance with number of layer of companies as per Companies Act, 2013 -
The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of
j) The Company has not entered into any scheme of arrangement which has an accounting impact on current financial year.
k) During the year, the Company has not revalued its Property, Plant and Equipment or Intangible assets.
l) The Company has no immovable property (other than properties where the company is lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
m) The Company has not received any whistleblower complaint during the year. No frauds had been noticed by or reported to the Company.
n) The Government of India notified the four New Labour Codes (Code on Wages, 2019; Industrial Relations Code, 2020; Code on Social Security, 2020; and Occupational Safety, Health and Working Conditions Code, 2020) on November 21, 2025, consolidating 29 existing labour laws. The Company has assessed the requirements, including the revised definition of wages, and implemented necessary changes to its policies and processes, wherever applicable. Based on this assessment and actuarial valuation, there is no material incremental liability arising on account of implementation of the New Labour Codes as at March 31, 2026. The Company will continue to monitor and assess any consequential impact as further rules are notified.

**Note : 33 Key Financial ratio**

| Particulars | Numerator | Denominator | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|---|
| Current ratio | Current assets | Current liabilities | 1.56 | 1.62 | 1.26 |
| Debt Equity Ratio | Total Liability | Total Equity | 52.07% | 36.26% | 42.39% |
| Debt Service Coverage Ratio | Earning available for debt service | Total Debt Services | 16.20 | 9.80 | 4.84 |
| Return on Net Worth/Return on equity | Net profit after tax | Average shareholder equity | 55.16% | 70.28% | 106.46% |
| Inventory Turnover Ratio | Cost of goods sold | Average Inventory | NA | NA | NA |
| Trade receivable turnover ratio | Revenue | Average trade receivables | 5.02 | 7.81 | 9.99 |
| Trade payable turnover ratio | Net Credit purchase | Average trade payable | 29.02 | 22.41 | 25.33 |
| Net Capital Turnover Ratio | Sales | Working Capital | 5.70 | 10.78 | 15.58 |
| Net Profit Ratio | Net profit after tax | Revenue | 7.67% | 5.82% | 3.77% |
| Return on Capital employed | EBIT | Capital employed | 48.76% | 68.31% | 88.51% |
| Return on Investment | Net return on investment | Cost of investment | NA | NA | NA |

**Detailed explanation of ratios**

**Current Ratio**

The Current Ratio is a liquidity ratio that measures a Company’s ability to pay short-term obligations or those due within one year. It is calculated by dividing the current assets by current liabilities.
Formula = Current Assets/Current Liabilities

**Debt Equity Ratio**

The ratio is used to evaluate a Company’s financial leverage. It is a measure of the degree to which a Company is financing its operations through debt versus wholly owned funds. It is calculated by dividing a Company’s total debt by its shareholder’s equity.
Formula = Total Debt/Shareholder's Equity

**Debt service coverage ratio**

The Debt Service Coverage Ratio (DSCR) measures the ability of a company to use its operating income to repay all its debt obligations, including repayment of principal and interest on both short-term and long-term debt. It is calculated by dividing the earnings before interest,non-cash operating expenditure and tax by finance cost plus principal repayment of debt.

Formula = Earning available for debt service/Debt service

**Return on Equity (RoE)/ Return on Net worth**

Return on Equity (RoE) is a measure of profitability of a Company expressed in percentage. It is calculated by dividing profit/loss after tax for the period by average Equity funds employed during the period.

Formula = Net profit after taxes/Average Shareholder's equity

**Inventory Turnover Ratio**

This ratio also known as stock turnover ratio and it establishes the relationship between the cost of goods sold during the period or sales during the period and average inventory held during the period. It measures the efficiency with which a Company utilizes or manages its inventory.

Formula = Cost of goods sold/Average inventory

**Trade Receivables Turnover ratio**

The above ratio is used to quantify a Company's effectiveness in collecting its receivables or money owed by customers. The ratio shows how well a Company uses and manages the credit it extends to customers and how quickly that short-term debt is collected or is paid. It is calculated by dividing Net Credit sales by average trade receivables.

Formula = Net credit sales/Average Accounts Receivable

**Trade Payables Turnover ratio**

The accounts payable turnover ratio shows investors how many times per period a company pays its accounts payable. In other words, the ratio measures the speed at which a company pays its suppliers. It is calculated by dividing net credit purchases by average trade payables.

Formula = Net credit Purchases/Average Trade payables

**Net Capital Turnover ratio**

It measures the entity's ability to generate sales per rupee of long-term investment. A higher ratio indicates better utilization of long-term funds of owners and the lenders. It is calculated by dividing turnover by Working capital.

Formula = Net sales/Average working capital

**Net profit ratio**

It measures the relationship between net profit and sales of the business.

Formula = Net Profit/Net sales

**Return on investment**

Return on investment (ROI) is a financial ratio used to calculate the benefit an investor will receive in relation to their investment cost.

Formula = Net return on investment/Cost of investment

**Note : 34 Restated statement of tax shelter**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Restated standalone profit before tax as per books | 1,021.70 | 701.99 | 442.49 |
| Tax Rates | | | |
| Income tax rate % | 25.17% | 25.17% | 25.17% |
| Income tax on above | 257.16 | 176.69 | 111.37 |
| | | | |
| **Tax expenses as per books** | **249.69** | **189.39** | **113.84** |
| **Adjustment of Tax in accordance with restated financials** | 7.47 | (12.70) | (2.47) |

**Note : 35 Statement of Capitalisation as Restated**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Total borrowings** | **944.23** | **357.39** | **200.51** |
| Current borrowings | 803.14 | 282.01 | 92.66 |
| Non-current borrowings (including current maturity) | 141.09 | 75.39 | 107.85 |
| **Total equity** | **1,813.38** | **985.63** | **473.04** |
| Equity share capital | 895.35 | 1.00 | 1.00 |
| Other equity | 918.03 | 984.63 | 472.04 |
| **Total Capital** | **2757.61** | **1343.02** | **673.55** |
| Ratio: Non-current borrowings / Total Equity | 0.08 | 0.08 | 0.23 |

**Note : 36 Statement of adjustment in the Financial Statements**

**Statement of surplus in Profit and loss**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Reserves and surplus as per audited financial statements | 921.64 | 1,008.73 | 444.72 |
| **Opening balance of adjustments** | **(24.09)** | **27.32** | **6.71** |
| -Adjustment for liabilities written back | - | (47.95) | 31.24 |
| PF & ESI | 7.36 | (3.78) | (2.87) |
| (Increase)/ Decrease in Expenses | 3.71 | 0.43 | 1.10 |
| -Recognition of deferred tax liabilities and Tax Expenses | 9.41 | (0.11) | (8.86) |
| **Closing balance of adjustments** | **(3.61)** | **(24.09)** | **27.32** |
| **Restated reserve and surplus** | **918.03** | **984.64** | **472.04** |

**Statement of Profit and Loss after Tax**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Net profit/(loss) after Tax as per audited accounts bur before adjustment for restated | 751.53 | 564.00 | 308.05 |
| -Adjustment for liabilities written back | - | (47.95) | 31.24 |
| PF & ESI | 7.36 | (3.78) | (2.87) |
| (Increase)/ Decrease in Expenses | 3.71 | 0.43 | 1.10 |
| -Recognition of deferred tax liabilities and Tax Expenses | 9.41 | (0.11) | (8.86) |
| **Net profit/(loss) after Tax as per Restated accounts** | **772.01** | **512.60** | **328.65** |

**Note : 37** Certain Trade receivables, Advances and Trade payables as at March 31, 2026 are subject to confirmation of balances and reconciliation with the respective parties, the impact of which is not ascertained. The financial statements do not include the impact of adjustments, if any, which may arise out of the confirmation and reconciliation process. Management is of the opinion that there will be no significant impact on the financial statements

**Note : 38** In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

**Note : 39 Change in Accounting Policy**

Except as mentioned below, there have been no changes in significant accounting policies during the periods covered under the Restated Standalone Financial Statements:

a) Gratuity Accounting: Effective from the earliest period presented in the Restated Standalone Financial Statements, gratuity is accounted for on the basis of actuarial valuation as per Accounting Standard 15 (Revised) 'Employee Benefits'. The impact of this change has been given effect retrospectively and the opening reserves as at April 1, 2025, April 1, 2024 and April 1, 2023 have been adjusted accordingly.

b) Leave Encashment: The Company has changed its accounting policy for leave encashment from cash basis to accrual basis. Effective from the earliest period presented in the RFS, leave encashment is accounted for on the basis of actuarial valuation. The impact of this change has been given effect retrospectively.

**Note : 40** During the financial year ended 31 March 2026, the Company has earned profits exceeding Rs. 5 crores for the first time. As per the provisions of Section 135 of the Companies Act, 2013, the Company is required to spend 2% of the average net profits of the immediately preceding three financial years towards Corporate Social Responsibility (CSR) activities, amounting to Rs. 8,88,366/-. The Company had deposited the said amount of CSR expenditure dated 15th March 2026 to the schedule VII of the Company Act (i.e. In PM Care Fund).

**Note : 41** Previous year figures have been regrouped/recast, wherever considered necessary to make them comparable with those of current years.

**Note : 42** Lease rentals in respect of assets taken on operating lease are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term. The Company has taken the asset on lease for a period of 24 months. In accordance with the Guidance Note on Accounting for Leases, the Company has evaluated the Lease Equalisation Reserve; however, since the straight-lining adjustment relates to only 2 months of the lease term, its impact on the financial statements is immaterial. Accordingly, no separate adjustment has been made in the books.

**For Sanjeev Sharma & Associates**
**ICAI Firm registration no.: 012326N**
**Chartered Accountants**

**For and on behalf of the Board of Directors of**
**Eventions Limited (Formerly known as Eventions Private Limited)**

**Sanjeev Sharma**
**Partner**
**Membership No.: 091211**
**Peer Review: 022581**

**Cristoo Arora**
**Director**
**DIN: 08996161**

**Ravi Rajak**
**Director**
**DIN:08877166**

**Cristoo Arora**
**CFO**

**CS Misha Dhawan**
**Company Secretary**
**FCS - 11101**

Place : Chandigarh
Date: 19 September, 2026

Place : Gurugram
Date: 19 September, 2026

Place : Gurugram
Date: 19 September, 2026

# PROFORMA FINANCIALS

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**INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PROFORMA CONSOLIDATED FINANCIAL INFORMATION**

To,
The Board of Directors
Eventions Limited (Formerly known as Eventions Private Limited)
Plot No.108, Sector-44, Institutional, Gurgaon,
Sector-45, Haryana, India-122003

Dear Sir,

We have completed our assurance engagement to report on the compilation of Unaudited Proforma consolidated Financial Information of Eventions Limited. The Unaudited Proforma Consolidated Financial Information consists of the Unaudited Proforma consolidated statement of Assets and Liabilities as at 31st March 2026, the Unaudited Proforma consolidated statement of profit and loss for the year ended 31st March 2026 and related notes thereon (hereinafter referred as 'Proforma Consolidated Financial Information') as approved by the Board of Directors of the company at their meeting held on September 19,2026. The applicable criteria on the basis of which the management has compiled the Proforma Consolidated Financial Information are specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI Regulations"), as amended from time to time.

The Unaudited Proforma Consolidated Financial Information has been compiled by Management to show the effect of Investment in Gantu Online Private Limited made on March 10, 2026. on the Company's financial position as at 31st March 2026 and its financial performance for the year ended 31st March 2026 as if the acquisition had taken place at the beginning of the earliest periods presented i.e. 01st April 2025.

As part of this process, information about the Company's financial position and financial performance has been extracted by the management of the Holding Company from the Company's:

(i) Restated Financial Statement of Assets and Liabilities for the year 31st March 2026 and Restated Financial Statement of Profit and Loss for the year ended 31st March 2026 and

(ii) The Restated financial statements of Gantu Online Private Limited for the year ended 31st March 2026 and Restated Financial Statement of Profit and Loss for the year ended 31st March 2026

These unaudited Proforma Consolidated Financial Information have been prepared by the management of the Company to illustrate the impact of the proposed acquisition for the purpose of inclusion in offer document has been prepared as per AS and after making the adjustments as detailed in the notes to the Proforma Consolidated Financial Information.

The Management is responsible for compiling the Proforma Consolidated Financial Information on the basis as stated in Note 1 to the Proforma Consolidated Financial Information and the same has been approved by the Board of Directors of the Company. The Management's responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Unaudited Pro forma Consolidated Financial Information on the basis stated in note to the Proforma Consolidated Financial Information that is free from material misstatement, whether due to fraud or error.

The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Unaudited Proforma Consolidated Financial Information.

**Management's Responsibility for the Unaudited Proforma Consolidated Financial Information:**

The management of the holding Company is responsible for compiling the Unaudited Proforma Consolidated Financial Information on the basis set out in note to the Unaudited Proforma Consolidated Financial Information. This responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Unaudited Proforma Consolidated Financial Information on the basis set out in note 1 to the Unaudited Proforma Consolidated Financial Information that is free from material misstatement whether due to fraud or error. The management of holding Company is also responsible for identifying and ensuring that the holding Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Unaudited Proforma Consolidated Financial Information. The Unaudited Proforma Consolidated Financial Information was approved by the Board of Directors of the holding Company at their meeting held on September 19, 2026. for the purpose of inclusion in the RHP.

**AUDITOR'S RESPONSIBILITIES:**

Our responsibility is to express an opinion about whether the Proforma Consolidated Financial Information of the Company has been compiled, in all material respects, by the Management on the basis stated in Note to the Proforma Consolidated Financial Information.

We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, Assurance Engagements to Report on the Compilation of Unaudited Proforma Financial Information Included in a Prospectus, issued by the Institute of Chartered Accountants of India. This Standard requires that the practitioner comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Management has compiled, in all material respects, the Unaudited Pro forma Consolidated Financial Information on the basis on the basis set out in applicable criteria.

The purpose of Proforma Consolidated Financial Information included in the Red Herring Prospectus (Offer Document") is solely to illustrate the impact of combining the financial information of the Company as at 31$^{st}$ March 2026 as if the acquisition of the entity had been undertaken at an earlier date. Accordingly, we do not provide any assurance that the actual outcome of the acquisition would have been as presented.

A reasonable assurance engagement to report on whether the Proforma Consolidated Financial Information has been compiled, in all material respects, on the basis of stated in Note 1 to the Proforma Consolidated Financial Information, involves performing procedures to assess whether the applicable criteria used by the Management in the compilation of the Proforma Consolidated Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

a) The related Pro forma adjustments give appropriate effect to those applicable criteria; and

b) The Unaudited Proforma Consolidated Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the Auditor's judgment, having regard to the Auditor's understanding of the nature of the Company, the event or transaction in respect of which the Unaudited Proforma financial information has been compiled and other relevant engagement circumstances. The engagement also involves evaluating the overall presentation of the Unaudited Proforma Consolidated Financial Information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports or examination reports issued by us or by other chartered accountants on any financial statements of the Company or any of the components included in the Unaudited Proforma Consolidated Financial Information.

Further we have no responsibility to update our report or reissue our report for events and circumstances occurring after the date of the report.

**OPINION:**

In our opinion, the Unaudited Proforma Consolidated Financial Information has been compiled, in all material respects, on the basis stated in note 1 to the Proforma Consolidated Financial Information.

**RESTRICTIONS ON USE:**

This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report issued by us or other Auditors. We have no responsibility to update our report for events and circumstances occurring after the date of the report. Our report is intended solely for use of the Board of Directors for inclusion in the Red Herring Prospectus ("Offer Document") to be filed with the National Stock Exchange of India Limited in connection with the proposed initial public offering of the Company.

Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. The Unaudited Proforma Consolidated Financial Information is not a complete set of financial statements of the Company in accordance with the Accounting Standards prescribed under section 133 of the Companies Act, 2013, ("the Act") as applicable and is not intended to give a true and fair view of the Unaudited Proforma Consolidated Balance Sheet and Unaudited Pro Forma Consolidated Financial Information Statement of profit and loss of the Company for the year ended 31st March 2026 , in accordance with the Accounting Standards prescribed under section 133 of the Act, as applicable. As a result, these Unaudited Proforma Consolidated Financial Information may not be suitable for any other purpose. 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.

Based on our examination and according to the information and explanations given to us, Unaudited consolidated Performa Financials have been made based on the following notes. This document should be read along with the following Notes

**NOTES TO THE UNAUDITED PROFORMA CONSOLIDATED FINANCIAL INFORMATIONS**

1. **CORPORATE INFORMATION REPORTING ENTITY:**

The Holding Company was incorporated on December 15, 2020, under the name of 'Eventions Private Limited', as a private limited Company under the provisions of the Companies Act, 2013, pursuant to a Certificate of Incorporation issued by Registrar of Companies, Central Registration Centre. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extra-ordinary General Meeting held on February 17, 2026 and the name of our Company was changed from "Eventions Private Limited" to "Eventions Limited" vide fresh certificate of incorporation dated February 26, 2026 issued by the Registrar of Companies, Central Processing Centre. The Corporate identification number of our Company is U92190HR2020PLC091592. The Holding Company is into Meetings, Incentives, Conferences and Exhibitions ("MICE") and Event Management segment and is engaged in providing services relating to the planning, coordination and execution of corporate events, conferences, incentive travel programs and related activities.

2. **BASIS OF PREPARATION:**

The unaudited Proforma consolidated financial information of the Company comprising the Proforma consolidated statement of asset and liabilities 31st March 2026, the Proforma consolidated statement of profit and loss for the year ended 31st March 2026 read with the notes to the Unaudited Proforma consolidated financial information.

The Holding Company i.e., Eventions Limited recently on March 10, 2026. acquired 70% shares in Gantu Online Private Limited through Equity Swap Agreement dated March 09, 2026, pursuant to which Gantu Online Private Limited became subsidiary company of Eventions Limited.

The Unaudited Proforma Consolidated Financial Information has been included as additional information in the RHP, considering the impact of 70% acquisition of the Gantu Online Private Limited in FY 2025-26 as a significant acquisition, although these Unaudited Proforma Consolidated Financial Information are not mandatorily required to be included as per SEBI ICDR Regulations. Because of their nature, the Unaudited Proforma Consolidated Financial Information addresses a hypothetical situation and, therefore, do not represent Eventions Limited actual consolidated financial information. They purport to indicate the results of operations that would have resulted had the said 70% acquisition been completed at 01st April 2025 but are not intended to be indicative of expected results or operations in the future year of the Company.

The proforma adjustments are based upon available information and assumptions that the management of the holding Company believes to be reasonable. Such Unaudited Proforma Consolidated financial information has not been prepared in accordance with standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. Accordingly, the degree of reliance placed by investors in other jurisdictions on such proforma information should be limited. These Unaudited Proforma Consolidated Financial Information have been prepared by the management of the Company to illustrate the impact of the said 70% acquisition during FY 2025-26 as at September 19, 2026. for the purpose of inclusion in offer document has been prepared as per AS and after making the adjustments as detailed in the following section "Proforma adjustments based on the following:

a) Eventions Limited Restated Financial Information as at and for the year ended 31st March 2026 approved by the Board of Directors of the Eventions Limited on dated September 19, 2026

b) The restated financial statements of Gantu Online Private Limited for the period ended 31st March 2026 approved by the Board of Directors of the Gantu Online Private Limited on September 19, 2026.

c) Proforma consolidated financial information has been prepared for year ending 31st March 2026 by making a line-by-line consolidation of the consolidated financial information of the company Gantu Online Private Limited as at and for the period ended 31st March 2026 along with the Restated financial statement of the company Eventions Limited by adding like items of assets, equity, liabilities, income and expenses.

d) Eliminating in full intra Company assets and liabilities, income and expenses relating to transactions among entities of the Company.

These Proforma Consolidated Financial Information illustrate the results of operations that would have resulted in the financial statements of the Company pursuant to its investment in Gantu Online Private Limited. The Proforma adjustments are based upon available information and assumptions that the management of the Company believes to be reasonable. Such Proforma Consolidated Financial Information has not been prepared in accordance with generally accepted accounting principles including accounting standards and accordingly should not be relied upon as if it had been carried out in accordance with those principles, standards and practices.

The Unaudited Proforma Consolidated Financial Information is not a complete set of financial statements and does not include all disclosures in accordance with the Accounting Standards (referred to as AS) prescribed under Section 133 of the Companies Act, 2013 (referred to as 'the Act') and Schedule III of the Act, as applicable and is not intended to give true and fair view of the financial position or the financial performance for the period/year, in accordance with AS prescribed under Section 133 of the Act. As a result, these Unaudited Proforma Consolidated Financial Information may not be comparable and suitable for any other purpose. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the financial position and performance. Hence, these Unaudited Proforma Consolidated Financial Information have been indicated as Financial Information. Accordingly, the degree of reliance placed by investors on such proforma information should be limited.

These Unaudited Proforma Consolidated Financial Information is made on the assumption that the said 70% acquisition been completed at 01st April 2025 therefore minority Interest has been identified and shown accordingly in the Unaudited Proforma Consolidated Financial Information as at 31st March 2026 along with the minority shareholders interest in the net assets of the proposed acquisition.

Minority interest in the net assets of the consolidated subsidiaries consists of:

While identifying the share of minority holders, the company has attributed the same in proportionate to unacquired equity shareholding holding of the company i.e. 30% for the year ended 31st March 2026. Therefore 30% of the equity, reserves & profits for the year ended 31st March 2026 has been identified as minority Interest.

3. **PROFORMA ADJUSTMENTS RELATING TO ACCOUNTING POLICIES:**

The Unaudited Proforma Consolidated Financial Information has been compiled to reflect the respective accounting policies adopted by the Company hence there are no adjustments considered in related to uniformity of accounting policies in the unaudited proforma consolidated financial information.

4. **PROFORMA ADJUSTMENTS**

Acquisition Adjustment

**Amount in Lakhs**

| **Particulars** | **Gantu Online Private Limited as on 01.04.2025** |
|---|---|
| Consideration Paid | **6.74** |
| Equity Share Capital | **6.66** |
| Reserve and Surplus | **(0.77)** |
| **Goodwill/ (Capital Reserve)** | **0.85** |

Intercompany Elimination

**Amount in Lakhs**

| | As on 31.03.2026 | | |
|---|---|---|---|
| **Particulars** | **Eventions Limited** | **Gantu Online Private Limited** | **Total** |
| Elimination of Sales | - | 3.05 | 3.05 |
| Elimination of Purchase | 3.05 | - | 3.05 |
| Amount payable | 26.25 | - | 26.25 |
| Amount receivable | - | 26.25 | 26.25 |

Other than those mentioned above, no additional adjustments have been made to the Unaudited Proforma Consolidated Financial Information to reflect any other transactions of the Company or the Target Entity subsequent to 31st March 2026.

Yours faithfully,

**For Sanjeev Sharma & Associates**
**Chartered Accountants**
**Firm Registration Number: 012326N**

**CA Sanjeev Sharma**
**Partner**
**M. No: 091211**
**UDIN: 26091211UGJVPF5775**
**Date: 19/09/2026**
**Place: Chandigarh**

**Eventions Limited (Formerly known as Eventions Private Limited)**
**[CIN - U92190HR2020PLC091592]**
**Annexure I**
**Restated Statement of Assets & Liabilities**

| | Particulars | Restated Summary Statement of Assets and Liabilities of Eventions Limited(Formerly known as Eventions Private Limited) as at 31 March 2026 | Restated Summary Statement of Assets and Liabilities of Gantu Online Private Limited as at 31 March 2026 | Acquisition Adjustments | Intragroup /Consolidation elimination | Total Adjustments | Unaudited Proforma Consolidated Statement of Assets and Liabilities as at 31 March, 2026 |
|---|---|---|---|---|---|---|---|
| | | (A) | (B) | (C) | (D) | (E=C+D) | (F=A+B+E) |
| I | **EQUITY AND LIABILITIES** | | | | | | |
| 1 | **Shareholders' funds** | | | | | | |
| | Share capital | 895.35 | 9.63 | | (9.63) | (9.63) | 895.35 |
| | Reserve and surplus | 918.03 | (18.89) | | (33.30) | -33.30 | 865.84 |
| | Minority Interest | | | | 37.04 | 37.04 | 37.04 |
| | | **1,813.38** | **(9.26)** | **-** | **(5.89)** | **(5.89)** | **1,798.23** |
| 2 | **Non current liabilities** | | | | | | |
| | Long term borrowings | 141.09 | 39.70 | - | - | - | 180.79 |
| | Deferred tax liabilities | - | - | - | - | - | - |
| | Long term provisions | 8.97 | 0.56 | - | - | - | 9.54 |
| | | **150.06** | **40.26** | **-** | **-** | **-** | **190.33** |
| 3 | **Current liabilities** | | | | | | |
| | Short term borrowings | 803.14 | - | - | - | - | 803.14 |
| | Trade payables | - | | | | | |
| | -total outstanding dues of micro enterprise and small enterprises | 8.96 | | - | - | - | 8.96 |
| | -total outstanding dues of creditors other than micro enterprises and small enterprises | 348.55 | 16.61 | - | (26.25) | (26.25) | 338.90 |
| | Other current liabilities | 1,823.80 | 126.75 | - | - | - | 1,950.55 |
| | Short-term provisions | 115.41 | 46.03 | - | - | - | 161.45 |
| | | **3,099.86** | **189.39** | **-** | **(26.25)** | **(26.25)** | **3,263.00** |
| | **TOTAL** | **5,063.30** | **220.39** | **-** | **(32.14)** | **(32.14)** | **5,251.56** |
| II | **ASSETS** | | | | | | |
| 1 | **Non-current assets** | | | | | | |
| | Property, plant and equipment and Intangible assets | | | | | | |
| | (i) Tangible Assets | 73.88 | 0.99 | - | - | - | 74.86 |
| | (ii) Intangible assets | - | 4.62 | - | 0.85 | 0.85 | 5.48 |
| | (iii) Intangible assets under development | - | 71.60 | - | | - | 71.60 |
| | Non Current Investment | 106.74 | 2.00 | | (6.74) | (6.74) | 102.00 |
| | Deferred tax assets (Net) | 5.52 | 3.94 | - | | - | 9.46 |
| | Long-term loans and advances | 27.54 | - | - | - | - | 27.54 |
| | | **213.68** | **83.15** | **-** | **(5.89)** | **(5.89)** | **290.94** |
| 2 | **Current assets** | | | | | | |
| | Trade receivables | 2,987.09 | 82.54 | - | (26.25) | (26.25) | 3,043.38 |
| | Cash and bank balances | 153.45 | 0.17 | - | - | - | 153.62 |
| | Other current assets | 1,411.55 | 27.68 | - | - | - | 1,439.23 |
| | Short-term loans and advances | 297.53 | 26.86 | - | - | - | 324.39 |
| | | **4,849.62** | **137.25** | **-** | **(26.25)** | **(26.25)** | **4,960.62** |
| | **TOTAL** | **5,063.30** | **220.39** | **-** | **(32.14)** | **(32.14)** | **5,251.56** |

**Summary of significant accounting policies**

**As per our report of even date attached**
**For Sanjeev Sharma & Associates**
**ICAI Firm registration no.: 012326N**
**Chartered Accountants**

**Sanjeev Sharma**
**Partner**
**Membership No.: 091211**
**Peer Review: 022581**
**UDIN: 26091211UGJVPF5775**

**Place : Chandigarh**
**Date: 19/09/2026**

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

**Eventions Limited (Formerly known as Eventions Private Limited)**

**Cristoo Arora**
**Director**
**DIN: 08996161**

**Ravi Rajak**
**Director**
**DIN:08877166**

**Cristoo Arora**
**CFO**

**CS Misha Dhawan**
**Company Secretary**
**FCS - 11101**

**Place : Gurugram**
**Date: September 19, 2026**

**Place : Gurugram**
**Date: September 19, 2026**

**Note-01**

## NOTES TO THE UNAUDITED PROFORMA CONSOLIDATED FINANCIAL INFORMATIONS

1. **CORPORATE INFORMATION REPORTING ENTITY:**

The Holding Company was incorporated on December 15, 2020, under the name of 'Eventions Private Limited', as a private limited Company under the provisions of the Companies Act, 2013, pursuant to a Certificate of Incorporation issued by Registrar of Companies, Central Registration Centre. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extra-ordinary General Meeting held on February 17, 2026 and the name of our Company was changed from "Eventions Private Limited" to "Eventions Limited" vide fresh certificate of incorporation dated February 26, 2026 issued by the Registrar of Companies, Central Processing Centre. The Corporate identification number of our Company is U92190HR2020PLC091592. The Holding Company is into Meetings, Incentives, Conferences and Exhibitions ("MICE") and Event Management segment and is engaged in providing services relating to the planning, coordination and execution of corporate events, conferences, incentive travel programs and related activities.

2. **BASIS OF PREPARATION:**

The unaudited Proforma consolidated financial information of the Company comprising the Proforma consolidated statement of asset and liabilities as at 31st March, 2026 the Proforma consolidated statement of profit and loss for the year ended 31st March, 2026 read with the notes to the Unaudited Proforma consolidated financial information.

The Holding Company i.e., Eventions Limited recently on March 10, 2026. acquired 70% shares in Gantu Online Private Limited through Equity Swap Agreement dated March 09, 2026, pursuant to which Gantu Online Private Limited became subsidiary company of Eventions Limited.

The Unaudited Proforma Consolidated Financial Information has been included as additional information in the RHP, considering the impact of 70% acquisition of the Gantu Online Private Limited in FY 2025-26 as a significant acquisition, although these Unaudited Proforma Consolidated Financial Information are not mandatorily required to be included as per SEBI ICDR Regulations.

Because of their nature, the Unaudited Proforma Consolidated Financial Information addresses a hypothetical situation and, therefore, do not represent Eventions Limited actual consolidated financial information. They purport to indicate the results of operations that would have resulted had the said 70% acquisition been completed at 01st April 2025 but are not intended to be indicative of expected results or operations in the future periods of the Company

The proforma adjustments are based upon available information and assumptions that the management of the holding Company believes to be reasonable. Such Unaudited Proforma Consolidated financial information has not been prepared in accordance with standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. Accordingly, the degree of reliance placed by investors in other jurisdictions on such proforma information should be limited. These Unaudited Proforma Consolidated Financial Information have been prepared by the management of the Company to illustrate the impact of the said 70% acquisition during FY 2025-26 as at September 19, 2026. for the purpose of inclusion in offer document has been prepared as per AS and after making the adjustments as detailed in the following section "Proforma adjustments based on the following:

a) Eventions Limited Restated Financial Information as at and for the year ended 31st March 2026 approved by the Board of Directors of the Eventions Limited on dated 19th September 2026.

b) The Restated Financial Statements of Gantu Online Private Limited for the period ended 31st March 2026 approved by the Board of Directors of the Gantu Online Private Limited on 19th September 2026.

c) Proforma consolidated financial information has been prepared for periods ending 31st March 2026 by making a line-by-line consolidation of the consolidated financial information of the company Gantu Online Private Limited as at and for the period ended 31st March 2026 along with the Restated financial statement of the company Eventions Limited by adding like items of assets, equity, liabilities, income and expenses.

d) Eliminating in full intra Company assets and liabilities, income and expenses relating to transactions among entities of the Company.

These Proforma Consolidated Financial Information illustrate the results of operations that would have resulted in the financial statements of the Company pursuant to its investment in Gantu Online Private

Limited. The Proforma adjustments are based upon available information and assumptions that the management of the Company believes to be reasonable. Such Proforma Consolidated Financial Information has not been prepared in accordance with generally accepted accounting principles including accounting standards and accordingly should not be relied upon as if it had been carried out in accordance with those principles, standards and practices.
The Unaudited Proforma Consolidated Financial Information is not a complete set of financial statements and does not include all disclosures in accordance with the Accounting Standards (referred to as AS) prescribed under Section 133 of the Companies Act, 2013 (referred to as 'the Act') and Schedule III of the Act, as applicable and is not intended to give true and fair view of the financial position or the financial performance for the period/year, in accordance with AS prescribed under Section 133 of the Act. As a result, these Unaudited Proforma Consolidated Financial Information may not be comparable and suitable for any other purpose. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the financial position and performance. Hence, these Unaudited Proforma Consolidated Financial Information have been indicated as Financial Information. Accordingly, the degree of reliance placed by investors on such proforma information should be limited.

These Unaudited Proforma Consolidated Financial Information is made on the assumption that the said 70% acquisition been completed at 01$^{st}$ April, 2025 therefore minority Interest has been identified and shown accordingly in the Unaudited Proforma Consolidated Financial Information as at 31st March 2026 along with the minority shareholders interest in the net assets of the proposed acquisition.

Minority interest in the net assets of the consolidated subsidiaries consists of:

While identifying the share of minority holders, the company has attributed the same in proportionate to unacquired equity shareholding holding of the company i.e. 30% for the periods ended 31st March 2026. Therefore 30% of the equity, reserves & profits for the periods ended 31st March 2026 has been identified as minority Interest.

3. **<u>PROFORMA ADJUSTMENTS RELATING TO ACCOUNTING POLICIES:</u>**

The Unaudited Proforma Consolidated Financial Information has been compiled to reflect the respective accounting policies adopted by the Company hence there are no adjustments considered in related to uniformity of accounting policies in the unaudited proforma consolidated financial information.

4. **PROFORMA ADJUSTMENTS**

Acquisition Adjustment

**Amount in Lakhs**

| **Particulars** | **Gantu Online Private Limited as on 01.04.2025** |
|---|---|
| Estiamted Consideration | **6.74** |
| Equity Share Capital | **6.66** |
| Reserve and Surplus | **(0.77)** |
| **Goodwill/ (Capital Reserve)** | **0.85** |

Intercompany Elimination

| | **As on 31.03.2026** | | |
|---|---|---|---|
| **Particulars** | **Eventions Limited** | **Gantu Online Private Limited** | **Total** |
| Elimination of Sales | - | 3.05 | 3.05 |
| Elimination of Purchase | 3.05 | - | 3.05 |
| Amount payable | 26.25 | - | 26.25 |
| Amount receivable | - | 26.25 | 26.25 |

Other than those mentioned above, no additional adjustments have been made to the Unaudited Proforma Consolidated Financial Information to reflect any other transactions of the Company or the Target Entity subsequent to 31st March 2026.

**Eventions Limited (Formerly known as Eventions Private Limited)**
**[CIN - U92190HR2020PLC091592]**
**Annexure II**
**Restated Statement of Profit and Loss**

| Particulars | Restated Summary Statement of Profits and Losses statement of Eventions Limited (Formerly known as Eventions Private Limited) as at 31 March 2026 | Restated Summary Statement of Profits and Losses statement of Gantu Online Private Limited for the year ended 31 March 2026 | Acquisition Adjustments | Intragroup elimination | Total Adjustm ents | Unaudited Proforma Consolidated Statement of Profits and Losses as at 31 March 2026 |
|---|---|---|---|---|---|---|
| | (A) | (B) | (C) | (D) | (E=C+D) | (F=A+B+E) |
| **Revenue** | | | | | | |
| Revenue from operations | 9,973.96 | 313.68 | - | (3.05) | (3.05) | 10,284.59 |
| Other income | 88.19 | 0.39 | | - | - | 88.58 |
| **Total Revenue (I)** | **10,062.15** | **314.07** | **-** | **(3.05)** | **(3.05)** | **10,373.17** |
| **Expenses** | | | | | | |
| Cost of Services/ Direct Expenses | 8,287.19 | 244.60 | - | (3.05) | (3.05) | 8,528.74 |
| Employee benefit expenses | 402.95 | 76.83 | - | - | - | 479.78 |
| Finance costs | 66.75 | 0.41 | - | - | - | 67.16 |
| Depreciation and amortisation expenses | 18.68 | 8.21 | - | - | - | 26.89 |
| Other expenses | 264.88 | 62.94 | - | - | - | 327.82 |
| **Total expenses (II)** | **9,040.45** | **392.99** | **-** | **(3.05)** | **(3.05)** | **9,430.39** |
| **Profit before tax and prior period items (III = I - II)** | **1,021.70** | **(78.92)** | **-** | **-** | **-** | **942.78** |
| **Prior period items (IV)** | | - | **-** | **-** | **-** | **-** |
| **Profit Before Exceptional and Extraordinary Items and Tax (III = I - II)** | **1,021.70** | (78.92) | **-** | **-** | **-** | **942.78** |
| **Tax expense** | | | | | | |
| Current tax | 257.16 | - | - | - | - | 257.16 |
| Deferred tax (net) | (7.47) | 4.27 | - | - | - | (3.21) |
| **Total tax expense (IV)** | **249.69** | **4.27** | **-** | **-** | **-** | **253.96** |
| **Profit from Continuing Operations (III - IV )** | **772.01** | **(74.65)** | **-** | **-** | **-** | **697.36** |
| **Profit from Discontinuing Operations** | - | | | | | |
| **Total Profit for the year** | **772.01** | **(74.65)** | **-** | **-** | **-** | **697.36** |
| **Earnings per equity share [nominal value of share Rs. 10 (March 31, 2024: Rs. 10, March 31, 2023: Rs** | | | | | | |
| **Basic earnings per share** | **8.90** | **0.36** | **-** | **-** | **-** | **8.28** |
| Computed on the basis of profit from operations | | | | | | |
| **Diluted earnings per share** | **8.90** | **0.36** | **-** | **-** | **-** | **8.28** |
| Computed on the basis of profit from operations | | | | | | |

**As per our report of even date attached**
**For Sanjeev Sharma & Associates**
**ICAI Firm registration no.: 012326N**
**Chartered Accountants**

**Sanjeev Sharma**
**Partner**
**Membership No.: 091211**
**Peer Review: 022581**
**UDIN: 26091211UGJVPF5775**

**Place : Chandigarh**
**Date: 19/09/2026**

**For and on behalf of the Board of Directors of**
**Eventions Limited (Formerly known as Eventions Private Limited)**

**Cristoo Arora**
**Director**
**DIN: 08996161**

**Ravi Rajak**
**Director**
**DIN:08877166**

**Cristoo Arora**
**CFO**

**CS Misha Dhawan**
**Company Secretary**
**FCS - 11101**

**Place : Gurugram**
**Date: September 19, 2026**

**Place : Gurugram**
**Date: September 19, 2026**

**Performa Adjustment** **Amount in Lacs**

| Particulars | Gantu Online Private Limited as on 31.03.2026 |
|---|---|
| Estiamted Consideration | 6.74 |
| Equity Share Capital | 6.66 |
| Reserve and Surplus | (0.77) |
| **Goodwill/ (Capital Reserve)** | **0.85** |

| Minority Interest | 31.03.2026 |
|---|---|
| Share Capital | 2.89 |
| Reserve and Surplus | (0.33) |
| Security Premium | 56.88 |
| Profit & Loss (FY 2025-26) | (22.40) |
| **Total** | **37.04** |

| Reserve and surplus | 31.03.2026 |
|---|---|
| Current year profit | (52.19) |
| Adjustment of Opening reserve | |
| **Total** | **(52.19)** |

| Sale Consideration paid in: | 31.03.2026 |
|---|---|
| Equity shares in Eventions | 4.35 |
| Security Premium | 2.39 |
| **Investment in Gantu** | **6.74** |

| | As on 31.03.2026 | | |
|---|---|---|---|
| **Particulars** | **Eventions Limited** | **Gantu Online Private Limited** | **Total** |
| Elimination of Sales | - | 3.05 | 3.05 |
| Elimination of Purchase | 3.05 | - | 3.05 |
| Amount payable | 26.25 | - | 26.25 |
| Amount receivable | - | 26.25 | 26.25 |

## OTHER FINANCIAL INFORMATION

***(INR in Lakhs)***

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| Earnings per equity share (Face Value of ₹10 /- each) (Basic/Diluted) | 8.90 | 6.09 | 3.90 |
| Return on Net Worth (%) | 55.16% | 70.28% | 106.46% |
| Net asset value per equity share (₹) | 20.92 | 11.71 | 5.62 |
| Share Capital (₹ in lakhs) | 895.35 | 1.00 | 1.00 |
| Reserves (Other equity), as restated (₹ in lakhs) | 918.03 | 984.63 | 472.04 |
| Net worth, as restated (₹ in lakhs) | 1813.38 | 985.63 | 473.04 |
| EBITDA | 1018.95 | 708.92 | 413.26 |

The ratios on the basis of Restated Financial Statements have been computed as below:

1. *Earnings per Equity share (₹): Net profit as restated, attributable to equity shareholders divided by Weighted average number of equity shares(The calculation has been presented after giving effect to the bonus issue dated March 5, 2026.)*
2. *Basic Earnings per share (₹): Net profit as restated, attributable to equity shareholders divided by Weighted average number of equity shares(The calculation has been presented after giving effect to the bonus issue dated March 5, 2026.)*
3. *Diluted Earnings per share (₹): Net profit as restated, attributable to equity shareholders divided by Weighted average number of dilutive equity shares*
4. *Return on net worth (%): Net profit after tax, as restated divided by Net worth at the end of the period*
5. *Net Asset Value (NAV) per equity share (₹): Net worth as restated at the end of the period divided by Number of equity shares outstanding at the end of the period (The calculation has been presented after giving effect to the bonus issue dated March 5, 2026.)*
6. *Net worth: Share capital plus Reserves and surplus*
7. *EBITDA: PBT before extraordinary items+ Depreciation + Finance Cost - Other Income*

## FINANCIAL INDEBTNESS

| Category of borrowing | Sanctioned amount | Outstanding amount as on March 31, 2026 | Outstanding amoun t as March 31, 2025 | Outstanding amount as March 31, 2024 |
|---|---|---|---|---|
| ***Fund Based*** | | | | |
| Bank OD | 895.00[1] | 720.47 | 93.87 | - |
| Loan from related party | - | - | 152.68 | 34.96 |
| Term Loan | | | | |
| -From banks | 50.00 | 8.30 | 26.31 | 49.63 |
| -From financial institutions | 323.20[2] | 215.46 | 81.54 | 115.92 |
| **Total Fund Based (A)** | 1268.20 | 944.23 | 354.40 | 200.51 |
| **Non-Fund Based** | | | | |
| Letter of Credit | - | - | - | - |
| **Total Non-Fund Based (B)** | - | - | - | - |
| **Total (C) = (A)+(B)** | **1268.20** | **944.23** | **354.40** | **200.51** |

*1 With regards to the said sanctioned limit for Financial Institution the loan has been closed during the period of sanctioned limit for Rs 95.00 lakhs.*
*2 With regards to the said sanctioned limit for Financial Institution the loan has been closed during the period of sanctioned limit for Rs 91.07 lakhs.*

**Key terms of the borrowings availed by our Company**

***Tenor:*** The tenor of the fund-based facilities availed by our Company typically ranges from one year to four years. Facilities such as cash credit are made available to our Company on a revolving basis. Unsecured loan from a related party is repayable on demand.

***Interest:*** The interest rates for the term loan and working capital facilities availed by our Company ranges from 9% to 19.00% per annum.

***Security:***. We have provided security in the form of fixed deposits and the director's property for the bank overdraft facility.

***Prepayment:*** The facilities availed by our Company typically have pre-payment provisions which allow for pre-payment of the outstanding amount, with prior notice to the respective lenders and in certain cases, upon receipt of prior approval of the lenders, subject to such pre-payment penalties as set out in the facility agreements. For the term loans availed by our Company, there is a pre-payment penalty of 4%-4.72%, however, for certain term loans there is no pre-payment penalty if loan is pre-paid from the Company's internal accruals.

***Repayment:*** Our Company is required to repay our borrowings on the maturity date or on such dates and/ or in such instalments as stipulated in the relevant borrowing arrangements, with the cash credit facilities being repayable annually.

| Name of lender | Category of Loan (Secured/Unsecured) | Loan Amount | Rate of Interest | Tenure | Prime Security | Principle Terms of Loan | Purpose of Loan | Promoter's Personal Guarantee |
|---|---|---|---|---|---|---|---|---|
| **Banks** | | | | | | | | |
| HDFC Bank | Unsecured | 50.00 | 14.50% | 36 | Nil | EMI | Business Loan | Nil |
| HDFC Bank | Secured | 800.00 | 9.00% | 12 | Fixed Deposit and Property of director | On Demand | Working Capital | Promoter's Personal Guarantee |
| ICICI Bank | Secured | 95.00 | Interest of fixed deposit pledge + 1% | 12 | Fixed Deposit and Property of director | On Demand | Working Capital | Promoter's Personal Guarantee |
| **Financial institutions** | | | | | | | | |
| Clix Capital | Unsecured | 25.12 | 17.75% | 24 | Nil | EMI | Business Loan | Nil |
| Aditya Birla | Unsecured | 30.00 | 19.00% | 36 | Nil | EMI | Business Loan | Nil |
| Bajaj Finance | Unsecured | 51.05 | 16.00% | 60 | Nil | EMI | Business Loan | Nil |
| Tata capital | Unsecured | 70.38 | 16.00% | 36 | Nil | EMI | Business Loan | Nil |
| Godrej Finance Loan | Unsecured | 35.70 | 17.00% | 36 | NIL | EMI | Business Loan | Nil |
| Incred Financial Loan | Unsecured | 75.00 | 18.50% | 24 | NIL | EMI | Business Loan | Nil |
| | | | | | | | | |
| **Related party** | | | | | | | | |
| Cristoo Arora | Unsecured | - | - | | Nil | On Demand | Business Loan | Nil |
| Ravi Rajak | Unsecured | - | - | | Nil | On Demand | Business Loan | Nil |

*As certified by M/s Sanjeev Sharma and Associates vide UDIN no. 26091211UQPWT53034 dated September, 22 2026.*

EVENTIONS

## CAPITALISATION STATEMENT

| | Pre-Issue as at March 31, 2026 | As adjusted for the Issue# |
|---|---|---|
| **Total equity** | | |
| Equity share capital* | 895.35 | [●] |
| Other equity* (Reserve & Surplus) | 918.03 | [●] |
| **Total Equity (A)** | **1813.38** | [●] |
| **Total borrowings** | | |
| Current borrowings* | 803.14 | [●] |
| Non-current borrowings (including current maturity of long-term borrowings)* | 141.09 | [●] |
| **Total Borrowings (B)** | 944.23 | [●] |
| | | |
| **Total (A+B)** | 2,757.61 | [●] |
| **Non-current borrowings /Total Equity ratio** | 0.08 | [●] |
| **Total borrowings/ Total equity ratio** | 0.52 | [●] |

* *These terms shall carry the meaning as per Schedule III of the Companies Act 2013 (as amended).*
*#To be populated upon finalization of the Issue Price.*

MANAGEMENT's DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion presents the management's perspective on our financial condition and operational results for the financial years ended March 31, 2026, 2025 and 2024. This analysis should be read in conjunction with the sections titled "Financial Information" beginning on page 191 of this Red Herring Prospectus. This discussion includes forward-looking statements that represent our current outlook regarding future events and financial performance. It is important to note that such statements are subject to various risks and uncertainties, including, but not limited to, those outlined in the "Risk Factors" section on page 23 of this Red Herring Prospectus. Actual results may vary significantly from those projected in the forward-looking statements. For further details on these forward-looking statements, please refer to the chapter titled "Forward-Looking Statements" on page 21 of this Red Herring Prospectus. Unless stated otherwise, the financial information used in this section is derived from the Restated Financial Statements of the Company. Our financial year concludes on March 31 annually. Therefore, references to specific financial years correspond to the 12-month periods ending on March 31 of the respective year.

In this section, unless the context necessitates otherwise, references to "we," "us," or "our" pertain to Eventions Limited. Unless specified otherwise, the financial data included herein is extracted from the Restated Financial Statements for the financial years 2026, 2025 and 2024, as provided in this Red Herring Prospectus, beginning on page no. 191.

## BUSINESS OVERVIEW

Our Company operates in the Meetings, Incentives, Conferences and Exhibitions ("MICE") and Event Management segment and is engaged in providing services relating to the planning, coordination and execution of corporate events, conferences and related activities. These services are generally provided to corporate clients and institutions and involve coordination of venues, travel arrangements, accommodation, logistics management and on-site event execution support depending on the scope of the engagement. Our services are typically delivered on a project-specific basis, wherein clients engage the Company for the planning and execution of particular programs or events. A portion of the Company's assignments are received through repeat engagements from existing corporate clients, where organisations periodically organise meetings, conferences and corporate events.

Our Company undertakes assignments of varying scale which may be organised at domestic locations across India as well as at international destinations, depending on the requirements of the client. Our Company operates through an asset-light execution model, coordinating with hospitality providers, destination management companies, logistics partners and event production vendors for the delivery of corporate programs across multiple locations. This operating structure enables the Company to manage assignments of varying scale while maintaining operational flexibility.

## SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR AND SIX MONTHS PERIOD

Based on mutual discussions between the Board of the Company and the BRLM, the Board is of the opinion that, since the date of the last financial statements disclosed in this Red Herring Prospectus, no circumstances have arisen that materially or adversely impact, or are likely to impact, the Company within the next twelve months, except as follows:

1. Increase in Authorized Share Capital - The Company has increased the authorized share capital from INR 5,00,00,000 (Indian Rupees Five Crores) divided into 50,00,000 (Fifty Lakh) equity shares of INR 10 (Indian Rupees Ten) each to INR 15,00,00,000 (Indian Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of INR 10 (Indian Rupees Ten) each vide board resolution dated March 01, 2026 and shareholders resolutions in the Extra Ordinary General Meeting dated March 01, 2026.

2. Issue of Bonus Shares - The Board of Directors at its meeting held on March 05, 2026 pursuant to Section 63 and other applicable provisions, if any, of The Companies Act, 2013 and Rules made thereunder, proposed that a sum

of INR 7,92,00,000/- (Indian rupees Seven Crores Ninety-Two Lakh Only) be capitalized as Bonus Equity shares out of security premium, free reserves and surplus, and distributed amongst the Equity Shareholders by issue of 79,20,000 (Seventy-Nine Lakh Twenty Thousand Only) Equity shares of ₹ 10/- each credited as fully paid to the Equity Shareholders in the proportion of 8 (Eight) Equity share for every 1 (One) Equity share. It has been approved in the meeting of shareholders held on March 05, 2026. The Board of Directors of the Company has allotted Bonus Equity Shares to the shareholders of the Company in the board meeting held on March 05, 2026.

3. Acquisition of shares in the Gantu Online Private Limited – The Board of Directors of the Company, in their meeting held on March 10, 2026, approved the acquisition of 70% of the total paid-up equity share capital of Gantu Online Private Limited, comprising 67,438 equity shares. The consideration for the said acquisition was determined in accordance with the valuation report prepared pursuant to Rule 11UA of the Income Tax Rules, 1962. Consequent to this acquisition, Gantu Online Private Limited has become a subsidiary of the Company

4. Additional loan borrowing facility – The Board of Directors of the Company, approved the availing of an unsecured business loan facility from :-

- In Cred Financial Services Limited, up to an aggregate principal amount of ₹75 Lakhs (Rupees Seventy-Five Lakhs only), at an interest rate of 18.5% per annum, subject to the terms and conditions set forth in the sanction letter/loan agreement,
- Godrej Finance Ltd, up to an aggregate principal amount of ₹35.70 Lakhs (Rupees Thirty-Five Lakhs, Seventy Thousands only), at an interest rate of 17% per annum, subject to the terms and conditions set forth in the sanction letter/loan agreement and
- Bajaj Finance Ltd, up to an aggregate principal amount of ₹51.04 Lakhs (Rupees Fifty One Lakhs, Four Thousands only), at an interest rate of 16% per annum, subject to the terms and conditions set forth in the sanction letter/loan agreement

5. Passing of resolution for the proposed IPO – The Board of Directors of the Company in their meeting held on March 26, 2026 approved Initial Public Offer of up to 32,30,400* Equity Shares which was subsequently approved by the members of the Company in their Extra Ordinary General meeting held on March 27, 2026.

## SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is exposed to a range of risks and uncertainties, as detailed in the section titled "Risk Factors" starting on 22 of this Red Herring Prospectus. Several factors influence our operational performance and financial condition, including the following:

a. Changes, if any, in regulations, regulatory frameworks, or economic policies in India and/or foreign countries that impact national and international finance.
b. Company results of operational and financial performance.
c. Competitive dynamics and the performance of industry peers.
d. Significant changes in India's economic and fiscal policies.
e. Inability to adapt to evolving industry needs, particularly in the relevant sector, which may adversely impact on our business and financial condition.
f. Volatility in Indian and global capital markets.

## KEY PERFORMANCE INDICATORS OF OUR COMPANY

| Particulars | For the year ended | | |
|---|---|---|---|
| | March 31, 2026 | March 31, 2025 | March 31,2024 |
| Revenue from operations (1) | 9,973.96 | 8,752.97 | 8,656.75 |
| EBITDA (2) | 1,018.95 | 708.92 | 413.26 |
| EBITDA (%) Margin (3) | 10.22% | 8.10% | 4.77% |
| ROCE (%) (4) | 48.76% | 68.31% | 88.51% |
| Current Ratio (5) | 1.56 | 1.62 | 1.26 |
| Debt to Equity (6) | 52.07% | 36.26% | 42.39% |
| PAT (7) | 772.01 | 512.59 | 328.65 |

| | | | |
|---|---|---|---|
| PAT Margin % (8) | 7.67% | 5.82% | 3.77% |
| ROE/RoNW (9) | 55.16% | 70.28% | 106.46% |
| EPS (10) | 8.90 | 6.09 | 3.90 |

*As certified by M/s Sanjeev Sharma & Associates Chartered Accountant UDIN 26091211SATPW09265 dated September 22, 2026.*

**Notes:**

*(1) Revenue from operations is the total revenue generated by our Company from its operation.*
*(2) EBITDA is calculated as Profit after tax + Depreciation + Interest Expenses – Other Income.*
*(3) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.*
*(4) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity + Total Debt + Deferred Tax Liability.*
*(5) Current Ratio is calculated as Current Asset divided by Current Liability*
*(6) Debt to Equity is calculated as Total Debt divided by Shareholder's Equity*
*(7) PAT is mentioned as PAT for the period.*
*(8) PAT margin is calculated as PAT divided by Total income.*
*(9) ROE is calculated as PAT divided by shareholders' equity.*
*(10) EPS is mentioned as EPS for the period. (The calculation has been presented after giving effect to the bonus issue dated March 5, 2026.)*

## MANAGEMENT's DISCUSSION ON RESULTS OF OPERATION

***In INR Lakh***

| Particulars | For the Fiscal ended March 31, 2026 | % of Revenue from Operations | For the Fiscal ended March 31, 2025 | % of Revenue from Operations | For the Fiscal ended March 31, 2024 | % of Revenue from Operations |
|---|---|---|---|---|---|---|
| Revenue from Operations | 9,973.96 | 100.00% | 8,752.97 | 100.00% | 8,656.75 | 100.00% |
| Other Income | 88.13 | 0.88% | 49.20 | 0.56% | 71.83 | 0.83% |
| **Total Income** | **10,062.09** | **100.88%** | **8,802.16** | **100.56%** | **8,728.57** | **100.83%** |
| **Expenses** | | | | | | |
| (a) Cost of services consumed | 8,287.19 | 83.09% | 7,354.11 | 84.02% | 7,880.10 | 91.03% |
| (b) Employee benefits expenses | 402.95 | 4.04% | 485.85 | 5.55% | 248.79 | 2.87% |
| (c) Finance costs | 66.75 | 0.67% | 39.23 | 0.45% | 24.76 | 0.29% |
| (d) Depreciation and amortization expenses | 18.68 | 0.19% | 16.90 | 0.19% | 17.83 | 0.21% |
| (e) Other expenses | 264.88 | 2.66% | 204.08 | 2.33% | 114.60 | 1.32% |
| **Total Expenses** | **9,040.45** | **90.64%** | **8,100.18** | **92.54%** | **8,286.08** | **95.72%** |
| **Profit before tax** | **1021.70** | **10.24%** | **701.99** | **8.02%** | **442.49** | **5.11%** |
| **Tax expenses:** | | | | | | |
| (a) Current tax | 257.16 | 2.58% | 195.09 | 2.23% | 106.19 | 1.23% |
| (b) Deferred tax | (7.47) | (0.07%) | (5.70) | (0.07%) | 7.66 | 0.09% |
| **Total tax expenses** | **249.69** | **2.50%** | **189.39** | **2.16%** | **113.84** | **1.32%** |
| **Profit / (Loss) for the period** | **772.01** | **7.74%** | **512.59** | **5.86%** | **328.65** | **3.80%** |
| **Earnings per equity share:** | | | | | | |
| (a) Basic | **8.90** | | **6.09** | | **3.90** | |
| (b) Diluted | **8.90** | | **6.09** | | **3.90** | |

## OUR SIGNIFICANT ACCOUNTING POLICIES

For details on significant accounting policies, refer to the section titled "Significant Accounting Policies" under the chapter "Financial Information", beginning on page 191 of this Red Herring Prospectus.

## REVIEW OF BALANCE SHEET ITEMS

**Borrowings**

Total borrowings increased from ₹200.51 lakhs as at March 31, 2024 to ₹357.39 lakhs as at March 31, 2025, representing an increase of 78.24%, and further to ₹944.23 lakhs as at March 31, 2026, representing an increase of 164.20%. The increase is primarily attributable to higher working capital requirements in line with the growth in operations. The Company's project-based model involves upfront execution costs prior to receipt of final payments, resulting in timing gaps in cash flows. While the growth in FY24 was primarily volume-driven, the subsequent increase in borrowings was driven by the execution of higher ticket-size projects. The overall trend reflects the Company's increased operational scale and corresponding working capital requirements.

**Trade Receivables and Trade Payables**

Trade receivables increased from ₹1,255.29 lakhs as at March 31, 2024 to ₹985.68 lakhs as at March 31, 2025, (decrease of 21.48%,) and further increased to ₹2,987.09 lakhs as at March 31, 2026, representing (increase of 203.04%). Trade payables decreased from ₹442.71 lakhs as at March 31, 2024 to ₹213.61 lakhs as at March 31, 2025, and subsequently increased to ₹357.51 lakhs as at March 31, 2026. The fluctuations in trade receivables and trade payables are attributable to timing differences in billing, collections and settlement of outstanding amounts.

**Inventories**

The Company does not maintain inventories as it operates in a service-based business model. Accordingly, no inventory balances were reported as at March 31, 2024, March 31, 2025, March 31, 2026. The absence of inventory is consistent with the nature of operations, which involve rendering services rather than dealing in goods.

**Investments**

Investments increased from ₹30.00 lakhs as at March 31, 2024 to ₹209.98 lakhs as at March 31, 2025, (increase of 599.93%), and thereafter decreased to ₹100.64 lakhs as at March 31, 2026, (decrease of 52.38%). These primarily represent fixed deposits maintained as margin money against banking facilities. The increase in FY25 reflects higher investments in fixed deposits during the year, while the subsequent decrease in FY26

**Loans and Advances**

Long-term loans and advances increased from ₹18.12 lakhs as at March 31, 2025 to ₹27.54 lakhs as at March 31, 2026, (increase of 51.98%). Short-term loans and advances increased from ₹1,133.64 lakhs as at March 31, 2025 to ₹1,411.55 lakhs as at March 31, 2026, representing an increase of 24.51%. These primarily comprise vendor advances, prepaid expenses, employee advances and statutory balances. The movement during FY26 is attributable to changes in the underlying advances and balances maintained in the normal course of business.

**Contingent Liabilities**

The Company does not have any contingent liabilities as at March 31, 2024, March 31, 2025, March 31, 2026.

## OVERVIEW OF REVENUE & EXPENDITURE

The following discussion on the results of operations should be read in conjunction with the Restated Financial Statements for the Financial year 2025-2026, 2024-2025, and 2023-2024. Our revenue and expenses are presented as follows:

**Revenues**

**Revenue of operations**

Our revenue from operations is derived primarily from sale of our services that involve providing end-to-end event planning, coordination and execution services in the Meetings, Incentives, Conferences and Exhibitions ("MICE") and event management segment.

Our service offerings are broadly categorized into:

1. MICE services, including meetings, conferences and incentive travel programs;
2. Corporate events, including product launches, conferences and corporate gatherings including Virtual events, conducted through digital platforms;
3. Free Independent Travel ("FIT") services, comprising customised travel arrangements.
4. Brand and marketing activations, involving promotional and on-ground marketing activities

We provide these services to corporate clients and institutions, which involve coordination of venues, travel and accommodation arrangements, logistics management and on-site execution support, depending on the specific requirements of each engagement.

**Other Income**

Our other income primarily comprises interest income earned on bank deposits and commission income. Interest income is generated from fixed deposits placed with banks, which are maintained as lien against certain borrowing facilities, including overdraft arrangements. Commission income represents earnings from ancillary services provided in the ordinary course of our business.

**Expenditure**

Our total expenditure primarily comprises Cost of Service Consumed, Employee Benefit Expenses, Finance Costs, Depreciation and Amortization Expenses, and Other Expenses.

**Cost of Service Consumed**

Cost of services consumed constitutes a significant portion of our total expenditure and primarily includes expenses incurred in connection with the execution of events and programs undertaken by the Company.

Such costs mainly comprise air fare expenses, hotel stay and accommodation costs, hotel food and catering expenses, travel and transportation expenses (including local conveyance and logistics), visa expenses, foreign remittances, tour package costs (including international travel programs), and hire charges for venues, equipment and related infrastructure.

**Employee benefit expense**

Employee benefit expenses comprise salaries, wages and bonus payments, including remuneration to directors, gratuity expenses, staff welfare costs, and statutory contributions such as Employees' State Insurance ("ESI") and Provident Fund ("PF").

**Finance Cost**

Finance costs primarily comprise interest expenses on bank loans, bank charges and loan processing charges incurred in connection with the Company's borrowings and banking facilities. These costs represent the expenses associated with availing and servicing debt and other credit facilities utilized in the course of our business operations.

**Depreciation and Amortization Expenses**

Depreciation and amortization expenses primarily comprise depreciation on general plant and machinery, computers and data processing units, office equipment, furniture and fixtures, and vehicles.

**Other Expenses**

Other expenses primarily comprise power and fuel expenses, rent, payment to auditors, fees and subscriptions, rates and taxes, insurance costs, internet and telephone expenses, legal and professional fees, postage and courier charges, printing and stationery expenses, bad debts, repair and maintenance, foreign exchange fluctuation expenses, corporate social responsibility ("CSR") expenses, interest on delayed payment of statutory dues and miscellaneous expenses.

## FISCAL ENDED MARCH 31, 2026 COMPARED WITH FISCAL ENDED MARCH 31, 2025 (BASED ON RESTATED FINANCIAL STATEMENTS)

**Revenue from operations**

Net revenue from operations for the financial year 2025-26 amounted to INR 9,973.96 lakhs, compared to INR 8,752.97 lakhs in the financial year 2024-25, representing an increase of 13.95%.

Reason: Revenue from operations increased by 13.95% from ₹8,752.97 lakhs in Fiscal 2025 to ₹9,973.96 lakhs in Fiscal 2026. The increase in revenue from operations was primarily due to the Company's continued focus on higher-margin engagements. Further, revenue was primarily driven by the MICE segment (₹9,104.93 lakhs; 91.29%), followed by Events (₹857.89 lakhs; 8.60%) and FIT & Others (₹11.14 lakhs; 0.11%).

**Other income**

Other income for the financial year 2025-26 amounted to INR 88.13 lakhs, compared to INR 49.20 lakhs in the financial year 2024-25, reflecting a increase of 79.15%.

Reason: Other income increased by 79.15% from ₹ 49.20 lakhs in Fiscal 2025 to ₹ 88.13 lakhs in Fiscal 2026. Other income increased to ₹88.13 lakhs in Fiscal 2026, primarily driven by a significant increase in commission income to ₹78.14 lakhs. The increase was partly supported by interest in income from bank deposits and interest on income tax refunds. Overall, the movement was primarily attributable to higher commission income during the year.

**Cost of services consumed**

Cost of services consumed for the financial year 2025-26 amounted to INR 8,287.19 lakhs, compared to INR 7,354.11 lakhs in the financial year 2024-25, reflecting a increase of 12.69%.

Reason: Cost of Services Consumed for Fiscal 2026 amounted to ₹8,287.19lakhs, compared to ₹7,354.11 lakhs in Fiscal 2025, reflecting an increase of 12.69%. The increase was primarily attributable to the increase in revenue from ₹8,752.97 lakhs in Fiscal 2025 to ₹9,973.96 lakhs in Fiscal 2026 and the corresponding increase in service-related costs. Cost of Services Consumed as a percentage of revenue marginally improved from 84.02% in Fiscal 2025 to 83.09% in Fiscal 2026. The movement in the cost ratio attributable to changes in the procurement and booking mix during the year.

**Employee benefit expenses**

Employee benefit expenses for the financial year 2025-26 amounted to INR 402.95, compared to INR 485.85 lakhs in the financial year 2024-25, reflecting a decrease of 17.06%.

Reason: Employee benefit expenses decreased by 17.06% from ₹485.85 lakhs in Fiscal 2025 to ₹402.95 lakhs in Fiscal 2026. The decrease was primarily attributable to a reduction in salary, wages and bonus, which declined from ₹459.88 lakhs in Fiscal 2025 to ₹398.22 lakhs in Fiscal 2026. The movement in gratuity expense during Fiscal 2026 was primarily due to adjustments relating to amounts recognized in the previous period. This was partly offset by an increase in staff welfare costs and provident fund expenses during the year. Overall, the movement in employee benefit expenses reflects changes in employee-related costs during the year.

*(₹ in lakhs)*

| Particulars | March 31, 2026 | March 31, 2025 | % increase / (decrease) |
|---|---|---|---|
| Salary, wages and bonus | 398.22 | 459.88 | (13.41%) |
| Gratuity expense | (10.73) | 17.04 | (162.99%) |
| Staff welfare cost | 7.95 | 4.94 | 61.05% |

| Particulars | March 31, 2026 | March 31, 2025 | % increase / (decrease) |
|---|---|---|---|
| ESI expense | 0.19 | 0.44 | (56.71%) |
| PF expense | 7.32 | 3.55 | 106.55% |
| **Total** | **402.95** | **485.85** | **(17.06%)** |

**Finance costs**

Finance costs for the financial year 2025-26 stood at INR 66.75 lakhs, compared to INR 39.23 lakhs in the financial year 2024-25, representing an increase of 70.14%.

Reason: Finance costs increased by 70.14% from ₹39.23 lakhs in Fiscal 2025 to ₹66.75 lakhs in Fiscal 2026. The increase was primarily attributable to the increase in total borrowings from ₹357.39 lakhs as at March 31, 2025 to ₹944.23 lakhs as at March 31, 2026, resulting in a corresponding increase in interest on bank loans from ₹26.79 lakhs to ₹56.60 lakhs. The movement in finance costs is in line with the increase in the Company's borrowings during the year.

**Depreciation and amortization expenses**

Depreciation and amortization expenses for the financial year 2025-26 stood at INR 18.68 lakhs, compared to INR 16.90 lakhs in the financial year 2023-24, representing a increase of 10.54%.

Reason: Depreciation expense increased to ₹18.68 lakhs in Fiscal 2026, primarily reflecting the depreciation charge on the Company's existing asset base and additions made during the year. The movement is in line with the depreciation recognized on property, plant and equipment in the normal course of business.

**Other expenses**

Other expenses for the financial year 2025-26 stood at INR 264.88 lakhs, compared to INR 204.08 lakhs in the financial year 2024-25, representing an increase of 29.79%.

Reason: Other expenses increased by 29.79% from ₹204.08 lakhs in Fiscal 2025 to ₹264.88 lakhs in Fiscal 2026. The increase was primarily attributable to higher legal and professional fees, which increased to ₹86.58 lakhs from ₹35.78 lakhs, and an increase in rates, fees and taxes to ₹24.09 lakhs from ₹6.15 lakhs. Further, rent expenses increased to ₹44.82 lakhs from ₹38.23 lakhs, while power and fuel expenses increased to ₹7.35 lakhs from ₹2.44 lakhs. The increase was partly offset by a decrease in interest on delayed payment of statutory dues to ₹49.08 lakhs from ₹80.68 lakhs. CSR expenses of ₹8.88 lakhs were also recognized during Fiscal 2026. The movement in other expenses reflects changes in administrative and operational expenditure during the year.

*(₹ in lakhs)*

| Particulars | March 31, 2026 | March 31, 2025 | % increase / (decrease) |
|---|---|---|---|
| Power and fuel | 7.35 | 2.44 | 201.95% |
| Rent | 44.82 | 38.23 | 17.26% |
| Payment to auditors | 3.00 | 3.00 | 0.00% |
| Fees and subscription | 4.94 | 9.23 | (46.48%) |
| Rates, fees and taxes | 24.09 | 6.15 | 291.63% |
| Insurance cost | 0.22 | 0.96 | (77.28%) |
| Internet and telephone expenses | 3.28 | 5.30 | (38.18%) |
| Legal and professional fees | 86.58 | 35.78 | 141.95% |
| Postage and courier | 8.53 | 5.40 | 57.95% |
| Printing and stationery | 1.19 | 0.91 | 30.44% |
| Bad debts | 4.24 | 7.60 | (44.23%) |
| Repair and maintenance | 8.07 | 5.81 | 38.99% |
| Foreign exchange fluctuation expenses | 4.66 | 2.62 | 77.74% |
| CSR expense | 8.88 | - | - |
| Interest on delayed payment of statutory dues | 49.08 | 80.68 | (39.16%) |

| Particulars | March 31, 2026 | March 31, 2025 | % increase / (decrease) |
|---|---|---|---|
| Miscellaneous expenses | 5.95 | (0.03) | (23447.42%) |
| **Total** | **264.88** | **204.08** | **29.79%** |

**Tax expense**

Tax expense for the financial year 2025-26 stood at INR 249.69 lakhs, comprising INR 257.16 lakhs as total tax and INR (7.47) lakhs as deferred tax. In the financial year 2024-25, the tax expense stood at INR 189.39 lakhs, comprising INR 195.09 lakhs as current tax and INR (5.70) lakhs as deferred tax, representing an increase of 31.84%.

Reason: The increase in tax expense was primarily attributable to the higher profit before tax during the year. The movement also reflects changes in deferred tax arising from timing differences during the respective periods.

**Restated profit after tax**

Restated profit after tax for the financial year 2025-26 was INR 772.01 lakhs, compared to INR 512.59 lakhs in the financial year 2024-25, reflecting an increase of 45.29%.

Reason: The reason for the increase in Profit after Tax during Financial Year 2025-26 was primarily driven by an improved margin profile of long-haul international events, which reflected margins ranging between approximately 21% to 27%, as compared to margins ranging between approximately 11% to 20% for short-haul international and domestic events. Further, the number of long-haul international events increased from 9 in Financial Year 2024-25 to 17 in Financial Year 2025-26, contributing to the improved overall margin profile.

| Particulars | Fiscal 2026 | Fiscal 2025 |
|---|---|---|
| – Domestic | 26 | 15 |
| – International | 23 | 16 |
| Long haul | 17 | 9 |
| Short haul | 6 | 7 |
| **Total** | 49 | 31 |
| Average revenue generated per event (₹ in lakhs) | 200.12 | 262.55 |
| – Domestic | 21 | 19 |
| – International | 12 | 4 |
| Long haul | 5 | 1 |
| Short haul | 7 | 3 |
| **Total** | 33 | 23 |
| Average revenue generated per event (₹ in lakhs) | 24.05 | 18.00 |

**PERIOD ENDED MARCH 31, 2025, COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2024 (BASED ON RESTATED FINANCIAL STATEMENTS)**

**Revenue**

**Revenue of operations**

Net Revenue from Operations for the financial year 2024-25, amounted to INR 8,752.97 Lakhs, compared to INR 8,656.75 Lakhs in the financial year 2023-24, representing an increase of 1.11%.

**Reason:** Revenue from operations increased by 1.11% from ₹8,656.75 lakhs in Fiscal 2024 to ₹8,752.97 lakhs in Fiscal 2025. The modest increase in revenue from operations was primarily due to the Company's focus on profitability over volume growth. During the year, the Company focused on higher-margin engagements. Further, revenue was primarily driven by the MICE segment (₹ 8,032.59 lakhs; 91.77%), followed by Events (₹ 649.90 lakhs; 7.42%) and FIT & Others (₹ 70.48 lakhs; 0.81%).

EVENTIONS

**Other Income**

Other Income for the financial year 2024-25, amounted to INR 49.20 Lakhs, compared to INR 71.83 Lakhs in the financial year 2023-24, reflecting a decrease of 31.51%.

**Reason:** Other income decreased by 31.51% from ₹71.83 lakhs in Fiscal 2024 to ₹49.20 lakhs in Fiscal 2025. The decrease was primarily attributable to the absence of non-recurring income in Fiscal 2025, particularly sundry balances written back amounting to ₹34.11 lakhs recognised in Fiscal 2024. This was partially offset by an increase in commission income to ₹39.04 lakhs in Fiscal 2025 from ₹29.89 lakhs in Fiscal 2024. The movement in other income is largely due to year-on-year variations in such incidental and non-operational items.

**Cost of Service Consumed**

Cost of Service Consumed for the financial year 2024-25, amounted to INR 7,354.11 Lakhs, compared to INR 7,880.10 Lakhs in the financial year 2023-24, reflecting a decrease of 6.67%.

**Reason:** Cost of Service Consumed for the financial year 2024-25 amounted to ₹ 7,354.11 lakhs, compared to ₹ 7,880.10 lakhs in the financial year 2023-24, reflecting a decrease of 6.67%.

The decrease was mainly due to better procurement planning, change in supplier mix and improved vendor relationships, which helped the Company secure better pricing and discounts. As a result, cost of services consumed as a percentage of revenue declined from 91.03% in Financial Year 2023-24 to 84.02% in Financial Year 2024-25.

**Employee benefit expense**

The Employee Benefit Expense for the financial year 2024-25, amounted to INR 485.85 Lakhs, compared to INR 248.79 Lakhs in the financial year 2023-24, reflecting an increase of 95.28%.

**Reason:** Employee benefit expenses increased by 95.28% from ₹248.79 lakhs in Fiscal 2024 to ₹485.85 lakhs in Fiscal 2025. The increase was primarily attributable to an increase in salaries, wages and bonus (including director's remuneration), which rose to ₹459.88 lakhs in Fiscal 2025 from ₹242.94 lakhs in Fiscal 2024. The increase reflects higher employee costs during the year, including increments and performance-linked incentives, as well as an increase in director remuneration. The movement in employee benefit expenses is in line with the Company's operational requirements and cost structure during the year.

**(INR in Lakhs)**

| Particulars | March 31,2025 | March 31,2024 | %age Inc/Dec |
|---|---|---|---|
| Salary, Wages & Bonus | 459.88 | 242.92 | 89.30% |
| Gratuity Expense | 17.04 | 1.02 | 1569.68% |
| Staff Welfare Cost | 4.94 | 2.17 | 127.04% |
| ESI Expense | 0.44 | 0.34 | 28.27% |
| PF Expense | 3.55 | 2.31 | 53.23% |
| **Total Expenses** | 485.85 | 248.79 | 95.28% |

**Finance Cost**

The Finance Cost for the financial year 2024-25, stood at INR 39.23 Lakhs, compared to INR 24.76 Lakhs in the financial year 2023-24, representing an increase of 58.46%.

**Reason:** Finance costs increased by 58.46% from ₹24.76 lakhs in Fiscal 2024 to ₹39.23 lakhs in Fiscal 2025. The increase was primarily attributable to higher borrowings during the year, which increased from ₹200.51 lakhs as at March 31, 2024 to ₹357.39 lakhs as at March 31, 2025, resulting in higher interest expenses. The movement in finance costs is in line with the level of indebtedness during the year.

**Depreciation and Amortization Expenses**

The Depreciation and Amortisation Expenses for the financial year 2024-25, stood at INR 16.90 Lakhs, compared to INR 17.83 Lakhs in the financial year 2023-24, representing a decrease of 5.24 %.

**Reason:** Depreciation and amortization expenses decreased by 5.24% from ₹17.83 lakhs in Fiscal 2024 to ₹16.90 lakhs in Fiscal 2025. The decrease was primarily attributable to lower additions to property, plant and equipment and intangible assets during the year, amounting to ₹3.96 lakhs in Fiscal 2025 as compared to ₹54.95 lakhs in Fiscal 2024. The movement reflects the impact of prior year additions and the normal course of depreciation on existing assets.

**Other Expenses**

The Other Expenses for the financial year 2024-25 stood at INR 204.08 Lakhs, compared to INR 114.60 Lakhs in the financial year 2023-24, representing an increase of 78.09%.

**Reason:** Other expenses increased by 78.09% from ₹114.60 lakhs in Fiscal 2024 to ₹204.08 lakhs in Fiscal 2025. The increase was primarily attributable to higher interest on delay of statutory dues, which increased to ₹80.68 lakhs in Fiscal 2025 from ₹19.07 lakhs in Fiscal 2024, and an increase in legal and professional fees to ₹35.78 lakhs from ₹34.49 lakhs. Further, rent expenses increased to ₹38.23 lakhs from ₹36.31 lakhs and fees and subscription expenses increased to ₹9.23 lakhs from ₹4.48 lakhs. The increase was partially offset by a decrease in repair and maintenance expenses to ₹5.81 lakhs in Fiscal 2025 from ₹13.05 lakhs in Fiscal 2024. The movement in other expenses reflects changes in administrative and operational expenditure during the year.

| Particulars | March 31,2025 | March 31,2024 | % age Increase |
|---|---|---|---|
| Power and fuel | 2.44 | 1.62 | 50.49% |
| Rent | 38.23 | 36.31 | 5.27% |
| Payment to auditors | 3.00 | 0.15 | 1900.00% |
| Fees and Subscription | 9.23 | 4.48 | 105.86% |
| Rate Fees & Taxes | 6.15 | 0.43 | 1347.06% |
| Insurance Cost | 0.96 | - | |
| Internet and telephone expenses | 5.30 | 3.54 | 49.83% |
| Legal and professional fees | 35.78 | 34.49 | 3.75% |
| Postage and Courier | 5.40 | 0.36 | 1406.06% |
| Printing and Stationery | 0.91 | 0.97 | (6.24%) |
| Bad debts | 7.60 | 0.00 | NA |
| Repair and Maintenance | 5.81 | 13.05 | (55.49%) |

| | | | |
|---|---|---|---|
| Foreign exchange fluctuation expenses | 2.62 | - | - |
| CSR Expense | - | - | - |
| Interest on delay of statutory dues | 80.68 | 19.07 | 323.09% |
| Miscellaneous expenses | (0.03) | 0.13 | (119.01%) |
| **Total** | **204.08** | **114.60** | **78.09%** |

**Tax Expense**

The tax expense for the financial year 2024-25, stood at INR 189.39 Lakhs, comprising INR 195.09 Lakhs as current tax and INR (5.70) Lakhs as deferred tax. In the financial year 2023-24, the tax expense stood at INR 113.84 Lakhs, with INR 106.19 Lakhs as current tax and INR 7.66 Lakhs as deferred tax, representing an Increase of 66.36%.

**Reason:** Tax expense increased by 66.36% from ₹113.84 lakhs in Fiscal 2024 to ₹189.39 lakhs in Fiscal 2025. The tax expense for Fiscal 2025 comprised current tax of ₹195.09 lakhs and deferred tax credit of ₹5.70 lakhs, as compared to current tax of ₹106.19 lakhs and deferred tax expense of ₹7.66 lakhs in Fiscal 2024.
The increase in tax expense was primarily attributable to the higher profit before tax during the year. The movement also reflects changes in deferred tax arising from timing differences during the respective periods.

**Restated Profit after Tax**

The restated profit after tax for the financial year 2024-25, was INR 512.59 Lakhs, compared to INR 328.65 Lakhs in the Financial Year 2023-24, reflecting a increase of 55.97%.

**Reason:** The restated profit after tax for the financial year 2024-25 was ₹ 512.59 lakhs, compared to ₹ 328.65 lakhs in the Financial Year 2023-24, reflecting an increase of 55.97%.

The increase in profit after tax was mainly due to improvement in margins during the year. The Company shifted its focus towards higher value events, with the number of events having contract value of ₹ 50 lakhs and above increasing to 31 in Financial Year 2024-25 from 27 in Financial Year 2023-24, while events in the ₹ 10 lakhs to ₹ 50 lakhs category reduced during the same period as mentioned in the table below. This shift towards higher ticket size events helped improve overall realizations.

Further, within these higher value events, the share of international events increased, which generally offer better margins compared to domestic events. This was also supported by an increase in long-haul category of international events, which involve premium destinations and provide better margins per person travelled.

In addition, better procurement planning and vendor pricing also helped reduce cost of services consumed, contributing to the overall improvement in profitability.

| Particulars | FY 2025 | FY 2024 |
|---|---|---|
| **Events with contract value INR 50 lakh and above** | | |
| – Domestic | 15 | 16 |
| – International | 16 | 11 |
| *Long haul* | *9* | *2* |
| *Short haul* | *7* | *9* |
| **Total** | **31** | **27** |
| **Average Revenue Generated per Event (INR in Lakhs)** | **262.55** | **265.92** |
| **Events with contract value ₹10 lakh – ₹50 lakh** | | |
| – Domestic | 19 | 44 |
| – International | 4 | 7 |
| *Long haul* | *1* | *5* |
| *Short haul* | *3* | *2* |

| | | |
|---|---|---|
| **Total** | **23** | **51** |
| **Average Revenue Generated per Event (INR in Lakhs)** | **18.00** | **24.76** |

*The above data represents events executed within specified ticket-size categories and does not include events with contract value below INR 10 lakh.*

The reason for increase in Profit after Tax during Financial Year 2024-25 was primarily driven by (a) favourable shift in event mix towards international and higher-value events; and (b) increased proportion of long-haul international events with improved margins ranging between approximately 15% to 22% as compared to margins ranging between approximately 14% to 16% in short-haul international and domestic events.

**PERIOD ENDED MARCH 31, 2024, COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023 (BASED ON RESTATED FINANCIAL STATEMENTS)**

**Revenues**

**Revenue of operations**

Net Revenue from Operations for the financial year 2023-24, amounted to INR 8,656.75 Lakhs, compared to INR 4,160.48 Lakhs in the financial year 2022-23, representing an increase of 108.07%.

**Reason:** Revenue from operations increased by 108.07% from ₹ 4,160.48 lakhs in Fiscal 2023 to ₹ 8,656.75 lakhs in Fiscal 2024. The increase was primarily attributable to higher business volumes during the year, driven by a significant scale-up in engagements with an existing customer, resulting in higher value projects executed as compared to the previous year. Further, revenue was primarily driven by the MICE segment (₹ 7,565.50 lakhs; 87.39%), followed by Events (₹ 1,011.73 lakhs; 11.69%) and FIT & Others (₹ 79.52 lakhs; 0.92%).

**Other Income**

Other Income for the financial year 2023-24, amounted to INR 71.83 Lakhs, compared to INR 10.53 Lakhs in the financial year 2022-23, reflecting an increase of 582.11%.

**Reason:** Other income increased by 582.11% from ₹10.53 lakhs in Fiscal 2023 to ₹71.83 lakhs in Fiscal 2024. The increase was primarily attributable to higher non-operating income during the year, including income from sundry balances written back amounting to ₹34.11 lakhs and commission income of ₹29.89 lakhs in Fiscal 2024. Interest income on fixed deposits also contributed to the increase. The movement reflects year-on-year variations in such incidental income components.

**Cost of Service Consumed**

Cost of Service Consumed for the financial year 2023-24, amounted to INR 7,880.10 Lakhs, compared to INR 3,782.33 Lakhs in the financial year 2022-23, reflecting an increase of 108.34%.

**Reason:** Cost of services consumed increased by 108.34% from ₹ 3,782.33 lakhs in Financial Year 2022-23 to ₹ 7,880.10 lakhs in Financial Year 2023-24. The increase in cost of services consumed was primarily in line with the significant growth in revenue during the year. Cost of services consumed as a percentage of revenue from operations was 90.91% in Financial Year 2022-23 and 91.03% in Financial Year 2023-24.

**Employee benefit expense**

The Employee Benefit Expense for the financial year 2023-24, amounted to INR 248.79 Lakhs, compared to INR 145.41 Lakhs in the financial year 2022-23, reflecting an increase of 71.09%.

**Reason:** Employee benefit expenses increased by 71.09% from ₹145.41 lakhs in Fiscal 2023 to ₹248.79 lakhs in Fiscal 2024. The increase was primarily attributable to higher salaries, wages and bonus (including director's remuneration), which increased to ₹242.94 lakhs in Fiscal 2024 from ₹142.22 lakhs in Fiscal 2023. The increase includes a rise in director remuneration to ₹14.40 lakhs in Fiscal 2024 from ₹3.90 lakhs in Fiscal 2023, along with higher employee costs in line with the scale of operations during the year. The movement in employee benefit expenses reflects the increased manpower requirements and overall operational scale in Fiscal 2024.

**(INR in Lakhs)**

| Particulars | March 31,2024 | March 31,2023 | %age Inc/Dec |
|---|---|---|---|
| Salary, Wages & Bonus | 242.92 | 142.22 | 70.81% |
| Gratuity Expense | 1.02 | 0.29 | 247.83% |
| Staff Welfare Cost | 2.17 | 2.18 | (0.48%) |
| ESI Expense | 0.34 | 0.05 | 546.29% |
| PF Expense | 2.31 | 0.66 | 251.44% |
| **Total Expenses** | 248.79 | 145.41 | 71.09% |

**Finance Cost**

The Finance Cost for the financial year 2023-24, stood at INR 24.76 Lakhs, compared to INR 0.10 Lakhs in the financial year 2022-23, representing a significant increase of 24167.70%.

**Reason:** Finance costs increased from ₹0.10 lakhs in Fiscal 2023 to ₹24.76 lakhs in Fiscal 2024. The increase was primarily attributable to higher borrowings during the year, which increased from ₹67.91 lakhs as at March 31, 2023 to ₹200.51 lakhs as at March 31, 2024, resulting in higher interest expenses. The movement reflects utilization of debt facilities to support the scale-up of operations during the year.

**Depreciation and Amortization Expenses**

The Depreciation and Amortization Expenses for the financial year 2023-24, stood at INR 17.83 Lakhs, compared to INR 0.60 Lakhs in the financial year 2022-23, representing a substantial increase of 2875.74%.

**Reason:** Depreciation and amortization expenses increased from ₹0.60 lakhs in Fiscal 2023 to ₹17.83 lakhs in Fiscal 2024. The increase was primarily attributable to higher additions to property, plant and equipment and intangible assets during the year, amounting to ₹54.95 lakhs in Fiscal 2024 as compared to ₹3.96 lakhs in Fiscal 2023. The movement reflects the impact of such additions on depreciation during the year.

**Other Expenses**

The Other Expenses for the financial year 2023-24 stood at INR 114.60 Lakhs, compared to INR 54.50 Lakhs in the financial year 2022-23, representing an increase of 110.27%.

**Reason:** Other expenses increased by 110.27% from ₹54.50 lakhs in Fiscal 2023 to ₹114.60 lakhs in Fiscal 2024.

The increase was primarily attributable to higher legal and professional fees, which increased to ₹34.49 lakhs in Fiscal 2024 from ₹16.99 lakhs in Fiscal 2023, and rent expenses, which increased to ₹36.31 lakhs from ₹4.24 lakhs. Further, interest on delay of statutory dues increased to ₹19.07 lakhs from ₹6.91 lakhs, and fees. The movement in other expenses reflects changes in administrative and operational expenditure in line with the scale of operations during the year.

***(INR in Lakhs)***

| Particulars | March 31,2024 | March 31,2023 | %age Inc/Dec |
|---|---|---|---|
| Power and fuel | 1.62 | 0.27 | 508.86% |
| Rent | 36.31 | 4.24 | 755.55% |

| | | | |
|---|---|---|---|
| Payment to auditors | 0.15 | 3.35 | (95.52%) |
| Fees and Subscription | 4.48 | 5.09 | (11.94%) |
| Rate Fees & Taxes | 0.43 | 10.13 | (95.81%) |
| Insurance Cost | - | - | - |
| Internet and telephone expenses | 3.54 | 0.16 | 2087.41% |
| Legal and professional fees | 34.49 | 16.99 | 103.02% |
| Postage and Courier | 0.36 | - | - |
| Printing and Stationery | 0.97 | 0.96 | 0.73% |
| Bad debts | 0.00 | 0.00 | 177.70% |
| Repair and Maintenance | 13.05 | 5.59 | 133.51% |
| Foreign exchange fluctuation expenses | - | - | - |
| CSR Expense | - | - | - |
| Interest on delay of statutory dues | 19.07 | 6.91 | 175.85% |
| Miscellaneous expenses | 0.13 | 0.80 | (83.25%) |
| **Total** | **114.60** | **54.5** | **110.27%** |

**Tax Expense**

The tax expense for the financial year 2023-24, stood at INR 113.84 Lakhs, comprising INR 106.19 Lakhs as current tax and INR 7.66 Lakhs as deferred tax. In the financial year 2022-23, the tax expense stood at INR 49.04 Lakhs, with INR 49.05 Lakhs as current tax and INR (0.01) Lakhs as deferred tax, representing an increase of 132.13%.

**Reason:** Tax expense increased by 132.13% from ₹49.04 lakhs in Fiscal 2023 to ₹113.84 lakhs in Fiscal 2024. The tax expense for Fiscal 2024 comprised current tax of ₹106.19 lakhs and deferred tax expense of ₹7.66 lakhs, as compared to current tax of ₹49.05 lakhs and deferred tax credit of ₹0.01 lakhs in Fiscal 2023. The increase in tax expense was primarily attributable to higher profit before tax during the year. The movement also reflects changes in deferred tax arising from timing differences during the respective periods.

**Restated Profit after Tax**

The restated profit after tax for the financial year 2023-24, was INR 328.65 Lakhs, compared to INR 139.02 Lakhs in the Financial Year 2022-23, reflecting a increase of 136.40%.

**Reason:** Profit after tax increased by 136.40% from ₹ 139.02 lakhs in Fiscal 2023 to ₹ 328.65 lakhs in Fiscal 2024. The increase was primarily driven by higher revenue during the year. Profit after tax as a percentage of total income improved from 3.33% in Financial Year 2022-23 to 3.77% in Financial Year 2023-24.

The improvement in profitability was also supported by a change in event mix within the category of events with contract value of ₹ 50 lakhs and above. During the year, there was a higher proportion of international events in this segment, along with an increase in average revenue per event, both of which generally provide better margins compared to domestic events.
International events in this category increased from 3 in Financial Year 2022-23 to 11 in Financial Year 2023-24, which also contributed to an increase in average revenue per event from ₹ 154.60 lakhs to ₹ 265.92 lakhs as mentioned in table below.

| **Particulars** | **FY 2024** | **FY 2023** |
|---|---|---|
| **Events with contract value INR 50 lakh and above** | | |
| – Domestic | 16 | 15 |
| – International | 11 | 3 |
| *Long haul* | *2* | *1* |
| *Short haul* | *9* | *2* |
| **Total** | **27** | **18** |
| **Average Revenue Generated per Event (INR in Lakhs)** | **265.92** | **154.60** |
| **Events with contract value ₹10 lakh – ₹50 lakh** | | |
| – Domestic | 44 | 44 |
| – International | 7 | 0 |
| *Long haul* | *5* | *0* |
| *Short haul* | *2* | *0* |
| **Total** | **51** | **44** |
| **Average Revenue Generated per Event (INR in Lakhs)** | **24.76** | **23.43** |

*The above data represents events executed within specified ticket-size categories and does not include events with contract value below INR 10 lakh.*

The reason for increase in Profit after tax was primarily driven by (a) higher revenue during the fiscal; (b) by a change in event mix within the category of events with contract value of ₹ 50 lakhs and above; (c) increased proportion of long haul international events with improved margins ranging between 13 to 14% as compared to 7 to 10% in short haul international and domestic events.

**Cash Flow**

| **Sr. No** | **Particulars** | **March 31, 2026** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|---|---|
| 1. | Net cash (used in)/ generated from operating activities | (451.75) | (289.38) | 29.10 |
| 2. | Net cash (used in)/ generated from investing activities | 35.55 | (83.94) | (172.95) |
| 3. | Net cash (used in)/ generated from financing activities | 569.08 | 117.65 | 107.84 |
| 4. | Net increase/(decrease) in cash & cash equivalents | 152.88 | (255.67) | (36.00) |
| 5. | Cash & cash equivalents at the beginning of the period | 0.57 | 256.24 | 292.24 |
| 6. | Cash & cash equivalent at the end of the period | 153.45 | 0.57 | 256.24 |

**Cash Flow from / (used in) Operating Activities**

Net cash used in operating activities in Financial Year 2025-26 was ₹(451.75) lakhs and our profit before tax for that period was ₹1,021.70 lakhs. The difference was primarily attributable to finance cost of ₹66.75 lakhs, depreciation of ₹18.68 lakhs, liability written back of ₹(0.05) lakhs and changes in working capital of ₹(1,301.66) lakhs, mainly on account of increase in trade receivables and short-term loans and advances, resulting in cash used in operations before tax at ₹(194.60) lakhs. Income tax paid during the year amounted to ₹205.43 lakhs.

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Net cash used in operating activities in Financial Year 2024-25 was ₹ (289.38) lakhs and our profit before tax for that period was ₹ 701.99 lakhs. The difference was primarily attributable to finance cost of ₹ 39.23 lakhs, depreciation of ₹ 16.90 lakhs and changes in working capital of ₹ (899.78) lakhs, mainly on account of increase in working capital requirements, resulting in cash used in operations before tax at ₹ (141.66) lakhs. Income tax paid during the year amounted to ₹ 147.71 lakhs.

Net cash generated from operating activities in Financial Year 2023-24 was ₹ 29.10 lakhs and our profit before tax for that period was ₹ 442.49 lakhs. The difference was primarily attributable to finance cost of ₹ 24.76 lakhs, depreciation of ₹ 17.83 lakhs, liability written back of ₹ (34.11) lakhs and changes in working capital of ₹ (315.96) lakhs, resulting in cash generated from operations before tax at ₹ 135.01 lakhs. Income tax paid during the year amounted to ₹ 105.91 lakhs.

**Variance between Profit After Tax and cash flow from operating activities**

The variance between Profit After Tax and cash flow from operating activities for FY 2024-25 and for FY 2025-26 is primarily attributable to working capital movements inherent to the Company's business.

**FY 2024-25:** The Company reported PAT of INR 512.59 lakhs against negative operating cash flow of INR 289.38 lakhs. While decreases in trade receivables and short-term loans and advances resulted in cash inflows, other current liabilities (primarily customer advances) declined by INR 829.85 lakhs due to utilization of such advances against event execution, resulting in a net cash outflow despite profitability.

**FY 2025-26:** Profit After Tax stood at ₹772.01 lakhs against negative operating cash flow of ₹451.75 lakhs, driven by increases in trade receivables of ₹2,001.36 lakhs, including unbilled revenue of ₹2,050.25 lakhs as at March 31, 2026, short-term loans and advances of ₹20.75 lakhs and other current assets of ₹295.80 lakhs, partly offset by an increase in other current liabilities of ₹1,037.58 lakhs and trade payables of ₹143.91 lakhs.

Unbilled Revenue increased from ₹461.76 lakhs as at March 31, 2024 to ₹793.69 lakhs as at March 31, 2025 and further to ₹2,050.25 lakhs as at March 31, 2026, primarily due to higher scale of operations and increased corporate engagements. The build-up arises due to:

- Multi-stage cost finalization and customer approval processes post event execution;
- Reimbursable participant expenses requiring third-party validation before invoicing; and
- Engagements executed through event management companies, where billing is aligned with their collection cycle from end customers.

The levels of unbilled revenue and trade receivables are a result of timing differences in billing and collections for ongoing engagements, and do not reflect any concern on the business or change in revenue recognition practices. The Company confirms that revenue is recognized in accordance with applicable accounting standards.

**Cash Flow from / (used in) Investing Activities**

Net cash generated from investing activities in Financial Year 2025-26 was ₹35.55 lakhs, primarily due to decrease in non-current investments of ₹109.98 lakhs, partially offset by purchase of property, plant and equipment and intangible assets of ₹65.02 lakhs and increase in long-term loans and advances of ₹9.42 lakhs.

In Financial Year 2024-25, net cash used in investing activities was ₹ (83.94) lakhs, mainly on account of investment in non-current investments and purchase of property, plant and equipment.

In Financial Year 2023-24, net cash used in investing activities was ₹ (172.95) lakhs, primarily due to investments in non-current investments, purchase of property, plant and equipment and increase in long-term loans and advances.

**Cash Flow from / (used in) Financing Activities**

Net cash generated from financing activities in Financial Year 2025-26 was ₹569.08 lakhs, primarily due to proceeds from borrowings of ₹889.78 lakhs and issue of equity shares through right issue of ₹49.00 lakhs, partially offset by repayment of borrowings of ₹302.95 lakhs and finance cost of ₹66.75 lakhs.

In Financial Year 2024-25, net cash generated from financing activities was ₹ 117.65 lakhs, mainly due to borrowings, partially offset by repayments and finance costs.

In Financial Year 2023-24, net cash generated from financing activities was ₹ 107.84 lakhs, primarily due to borrowings, partially offset by repayments and finance costs.

## INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS

1. **Unusual or infrequent events or transactions.**

   Except as described in this Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations**

   Other than as described in the section titled Risk Factors beginning on page 23 of this Red Herring Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

   Other than as described in this Red Herring Prospectus, particularly in the sections Risk Factors and Management's Discussion and Analysis on pages 23 and 246 respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

4. **Future changes in the relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.**

   Apart from the risks as disclosed under Section titled "Risk Factors" beginning on page no. 23 there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

5. **Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.**

   The income and sales of our Company on account of major activities derives from its MICE activity. Our Company operates in the Meetings, Incentives, Conferences and Exhibitions ("MICE") and Event Management segment and is engaged in providing services relating to the planning, coordination and execution of corporate events, conferences and related activities.

6. **Total turnover of each major industry segment in which the issuer company operates.**

   The Company is in the business of MICE and event management, the relevant industry data, as available, has been included in the chapter titled "Industry Overview" beginning on page of 114 this Red Herring Prospectus.

7. **Status of any publicly announced new products or business segments.**

   Our Company has not announced any new services or business services

8. **The extent to which the business is seasonal.**

Our Company's business is not directly seasonal as such. For more details kindly refer to Risk Factor No. 17 under Section titled "Risk Factors" beginning on page no. 23

**9. Any significant dependence on a single or few suppliers or customers**

The % of contribution of our Company's customers vis-à-vis the total revenue from operations respectively for the year ended March 2026, March 2025 and March 2024 is as follows:

| Particulars | March 31, 2026 | March 31, 2025 | March 31,2024 |
|---|---|---|---|
| Top 1 (in %) | 42.72% | 54.82% | 63.21% |
| Top 3 (in %) | 54.40% | 82.37% | 77.03% |
| Top 5 (in %) | 64.57% | 90.34% | 86.17% |
| Top 10 (in %) | 84.59% | 96.67% | 92.59% |

The % of contribution of our Company's supplier's vis-à-vis the total revenue from operations respectively for the year ended March 2026, March 2025 and March 2024 are as follows::

| Particulars | March 31, 2026 | March 31, 2025 | March 31,2024 |
|---|---|---|---|
| Top 1 (in %) | 8.12% | 16.49% | 17.18% |
| Top 3 (in %) | 20.00% | 31.67% | 33.02% |
| Top 5 (in %) | 29.67% | 39.41% | 39.75% |
| Top 10 (in %) | 44.51% | 52.41% | 49.59% |

**10. Competitive Conditions**

Competitive conditions are as described under the Chapters titled "Industry Overview" and "Our Business" beginning on pages 114 and 128 respectively of this Red Herring Prospectus.

## SECTION VI – LEGAL AND OTHER INFORMATION

## OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated below, as on the date of this Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any judicial authority); (ii) actions by statutory or regulatory authorities; (iii) claims related to direct or indirect tax liabilities; or (iv) proceedings (other than proceedings covered under (i) to (ii) above) which have been determined to be material pursuant to the Materiality Policy (as disclosed herein below), involving our Company, our Directors, our Promoters, our Subsidiary, (the **"Relevant Parties"**).*

*Further, except as disclosed in this section, there are no (a) disciplinary actions including penalty imposed by the SEBI or any stock exchange against any of our Promoters in the last five Financial Years preceding the date of this Red Herring Prospectus; (b) outstanding criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any judicial authority), involving our Key Managerial Personnel and members of Senior Management; (c) outstanding actions by statutory or regulatory authorities against our Key Managerial Personnel and Senior Managerial Personnel; or (d) pending litigation involving our Group Companies which may have a material impact on our Company.*

*For the purpose of identification and disclosure of material litigation in relation to (iv) above, our Board in its meeting held on September 22, 2026 has considered and adopted the following policy on materiality with regard to material outstanding litigation involving the Relevant Parties, to be disclosed by our Company in this Red Herring Prospectus **("Materiality Policy")**.*

i. *the monetary amount of the claim/dispute made by or against the Relevant Parties in any such pending litigation/ arbitration proceeding, to the extent quantifiable, exceeds the lower of the following:*
   *(a) two percent of turnover, as per the latest annual restated financial statements i.e. INR 199.48 lakhs; or*
   *(b) two percent of net worth, as per the latest annual restated financial statements of the Company, except in case the arithmetic value of the net worth is negative i.e. INR 36.27 lakhs; or*
   *(c) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated consolidated financial statements of the Company i.e. INR 26.89 lakhs."*

ii. *where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in individual litigation does not exceed the amount determined as per clause (a) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (i) above; and*

iii. *where monetary liability is not quantifiable or does not exceed the threshold mentioned in point (i) above, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects, financial position or reputation of the Company.*

*The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% of the Company's total trade payables as per the latest restated financial statements.*

### A. LITIGATION INVOLVING THE COMPANY

#### (a) Criminal proceedings against the Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

#### (b) Criminal proceedings filed by the Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Company.

#### (c) Other pending material litigations against the Company

**Prashant Kumar & Anr. vs. Neeraj Gill & Ors.**

Consumer Complaint under Section 35 of the Consumer Protection Act

A consumer complaint has been filed by Mr. Prashant Kumar and Ms. Soni (collectively, the "Complainants") before the Presiding Officer, Consumer Dispute Redressal Forum, Gurgaon, against Mr. Neeraj Gill, Eventions ("**Our Company**"), Holiday Tram and Vietjet Air through Bird Travels Pvt. Ltd. (collectively, the "Opposite Parties").

As per the complaint, the Complainants had a trip to Bali for the period from February 26, 2024 to March 3, 2024 and had engaged the Opposite Parties for ticketing and related travel arrangements. It has been alleged that, based on the assurances of the Opposite Parties regarding their expertise and verification of travel documentation requirements, the Complainants purchased flight tickets for an aggregate amount of ₹94,000 and separately incurred expenditure towards hotel bookings, insurance and allied travel arrangements.

The complaint further alleges that upon arrival, entry of Complainant No. 1 into Bali was denied on the ground that the validity of his passport was less than six months, following which the Complainants incurred additional expenditure towards urgent return travel, insurance, hotel bookings and other related costs. It has been alleged that the said situation arose on account of deficiency in service and failure on the part of the Opposite Parties to verify the passport validity and applicable travel requirements prior to issuance of tickets and travel arrangements.

Accordingly, the Complainants have filed the present complaint seeking, inter alia, recovery of ₹1,68,896 along with interest at the rate of 18% per annum from February 26, 2024, and further compensation of ₹5,00,000 towards legal expenses, breach of trust, harassment, mental pain and agony and ₹5,00,000 towards loss of enjoyment of the trip.

The case is still pending for adjudication and and the next date of hearing is October 1, 2026. In the event of any adverse order in the matter, the Company may be required to reimburse the Complainants to the extent of the amount determined to be payable by the Company. It is a consumer complaint filed against Mr. Neeraj Gill, Holiday Tram, Vietjet Air and our Company and in case of any adverse order in the matter, the Company may have to reimburse the complainants to extent of the amount claimed by them. As the total amount claimed is for refund of Rs.1,68,896/- plus interest and Rs.10,00,000/- for legal expenses and mental harassment, the final financial loss will not very large as it shall be distributed amongst the four respondents.

**(d) Other pending material litigations filed by the Company**

As on the date of this Red Herring Prospectus, there are no outstanding material litigation initiated by the Company.

**(e) Actions by statutory and regulatory authorities against the Company**

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

**B. LITIGATION INVOLVING THE PROMOTERS OF THE COMPANY**

**(a) Criminal proceedings against the Promoters of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Promoters of the Company.

**(b) Criminal proceedings filed by the Promoters of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoters of the Company.

**(c) Other pending litigations against the Promoters of the Company**

As on the date of this Red Herring Prospectus, there are no other pending litigations initiated against the Promoters.

**(d) Other pending material litigations filed by the Promoters of the Company**

As on the date of this Red Herring Prospectus, there are no other pending litigations initiated by the Promoters.

**(e) Actions by statutory and regulatory authorities against the Promoters of the Company**

As on the date of this Red Herring Prospectus, there are no pending actions by statutory and regulatory authorities against the Promoters.

**(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action**

As on the date of this Red Herring Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoters, nor any penalties have been imposed in the last five years.

## C. LITIGATION INVOLVING THE DIRECTORS OF THE COMPANY

**(a) Criminal proceedings against the Directors of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Directors of the Company.

**(b) Criminal proceedings filed by the Directors of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Directors of the Company.

**(c) Other pending litigations against the Directors of the Company**

As on the date of this Red Herring Prospectus, there are no other pending litigations initiated against the Directors.

**(d) Other pending material litigations filed by the Directors of the Company**

As on the date of this Red Herring Prospectus, there are no other pending litigations initiated by the Directors.

**(e) Actions by statutory and regulatory authorities against the Directors of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Directors.

## D. LITIGATIONS INVOLVING THE SUBSIDIARY COMPANY OF THE COMPANY

**(a) Criminal proceedings against the Subsidiary company of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Subsidiary/ Group company of the Company.

**(b) Criminal proceedings filed by the Subsidiary company of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Subsidiary/ Group company of the Company.

**(c) Other pending material litigations against the Subsidiary company of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding litigations initiated against the Subsidiary/ Group company, which have been considered material by the Company in accordance with the Materiality Policy.

**(d) Other pending material litigations by the Subsidiary company of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding litigations initiated by the Subsidiary/ Group company, which have been considered material by the Company in accordance with the Materiality Policy.

**(e) Actions by statutory and regulatory authorities against the Subsidiary company of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Subsidiary/ Group company of the Company.

**E. PROCEEDINGS INVOLVING THE KEY MANAGERIAL PERSONNEL (KMPs EXCLUDING MANAGING DIRECTOR AND WHOLE TIME DIRECTOR) OF THE COMPANY**

**(a) Criminal proceedings against the KMPs**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Key Managerial Personnel of the Company.

**(b) Criminal proceedings filed by the KMPs**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Key Managerial Personnel of the Company.

**(c) Actions by statutory and regulatory authorities against the KMPs**

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Key Managerial Personnel.

**F. TAX PROCEEDINGS**

| Nature of Proceedings | Number of cases | Amount involved* (Rs. in lakhs) | Status( Description) |
|---|---|---|---|
| **Of the Company- EVENTIONS LIMITED** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| Direct Tax (TDS) | 04 | 53.62 | There is an outstanding demand totalling Rs. 53,62,080 including default of TDS for the years 2025-26 (Rs 18,01,190), 2024-25 (Rs. 19,15,240), 2023-24 (Rs. 4,07,550) and 2022-23 (Rs. 12,38,100) |
| Indirect Tax (GST) | 02 | 17.72 | 1. A show cause notice in Form GST DRC-01 (Reference No. ZD2707260029728) was issued on July 1, 2026 under Section 122(2)(a) of the Maharashtra Goods and Services Tax Act, 2017 and the Central Goods and Services Tax Act, 2017, in relation to non-filing of the GST return for |

| | | | |
|---|---|---|---|
| | | | May 2026. The notice proposed an aggregate penalty of ₹2,96,359, being 10% of the tax liability of ₹29,63,590.20 under IGST. (Maharashtra)<br><br>2. An assessment order in Form GST ASMT-13 (Reference No. ZD330926132255E) was issued on September 17, 2026 under Section 62 of the Tamil Nadu Goods and Services Tax Act, 2017 and Rule 100(1) of the TNGST Rules, pursuant to a GSTR-3A notice issued on August 24, 2026 for non-filing of the GSTR-3B return for July 2026. The order assessed an aggregate tax liability of ₹14,76,000 comprising IGST of ₹14,76,000. An order in Form GST DRC-07 was also issued on September 17, 2026 confirming the said tax liability. The Company was directed to file the GSTR-3B return and discharge the tax liability, along with applicable interest and penalty, within 60 days of receipt of the order. (Tamil Nadu) |
| **Of the Promoters** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| Direct Tax (TDS)<br><br>(Proprietorship of Cristoo Arora) | 06 | 12.65 | There is an outstanding demand totalling Rs. 12,65,410 including default of TDS for the years 2023-24 (Rs. 2,200), 2022-23 Rs.2,08,060), and the prior years (Rs. 10,55,150.)<br><br>Prior Year –<br>2020-21(Rs 96,140), 2021-22(Rs 9,58,890), 2016-17 (Rs 90) and 2019-20 (Rs 30) |
| Indirect Tax (GST) | 04 | 175.46 | 1. For FY 2022–23, a scrutiny notice in Form GST ASMT-10 (Reference No. ZD060726042040T) dated July 30, 2026 was issued under Section 61 of the Central Goods and Services Tax Act, 2017 and the Haryana Goods and Services Tax Act, 2017, identifying various discrepancies in the GST |

| | | | |
|---|---|---|---|
| | | | returns of the Promoter. Subsequently, Reminder-1 dated September 7, 2026 and Reminder-2 dated September 15, 2026 were issued for non-submission of the reply. The matter remains under scrutiny and no demand has been crystallised. (GST Haryana)<br>2. For FY 2019-20, a scrutiny notice in Form GST ASMT-10 was issued on May 15, 2024. Pursuant thereto, a show cause notice in Form GST DRC-01 was issued on May 28, 2024 under Section 73 of the CGST/HGST Act proposing a demand of ₹88,74,249. Subsequently, an order in Form GST DRC-07 dated August 29, 2024 was passed confirming a final demand of ₹69,84,817.The said order is currently under appeal before the appropriate appellate authority dated December 8, 2025. (GST Haryana)<br>3. For FY 2017–18, a show cause notice in Form GST DRC-01 dated September 24, 2023 was issued under Section 73 of the CGST/DGST Act proposing a demand of ₹9,18,940 on account of excess and ineligible input tax credit. Subsequently, an order in Form GST DRC-07 dated December 6, 2023 was passed by the GST Officer, Ward-93, Delhi, confirming a final demand of ₹9,64,886, comprising tax, interest and penalty. (GST Delhi).<br>4. For FY 2019–20, a scrutiny notice in Form GST ASMT-10 dated May 15, 2024 was issued, pursuant to which a show cause notice in Form GST |

| | | | |
|---|---|---|---|
| | | | DRC-01 dated May 29, 2024 was issued under Section 73 of the CGST/DGST Act, proposing a demand of ₹95,95,823. An adjudication order in Form GST DRC-07 dated August 20, 2024 was thereafter passed confirming the proposed demand. The said order was challenged before the Hon'ble High Court of Delhi, which, vide order dated May 7, 2025, set aside the adjudication order and directed fresh adjudication. Pursuant thereto, the Promoter has filed a Contempt Petition against the Union Government and other authorities in the matter for not enabling the GST portal for submission of replies. The said Contempt Petition was disposed of by the Hon'ble High Court of Delhi vide order dated July 6, 2026, with liberty to the Promoter to seek appropriate remedies in accordance with law. The underlying GST proceedings are pending fresh adjudication and the final liability, if any, has not crystallised. |
| **Of the Directors** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| **Of the Subsidiary- GANTU ONLINE PRIVATE LIMITED** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| Direct Tax (TDS) | 01 | 2.44 | There is an outstanding demand in default of TDS for the year 2025-26 of Rs 2,44,070 |
| Indirect Tax (GST) | Nil | Nil | Nil |
| **Of the KMPs** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |

## G. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding 5% of our Company's total Trade payables as per the latest restated financial statements, to small scale undertakings and other creditors as material dues for our

Company. The trade payables for the year ended on March 31, 2026 were INR 357.51 Lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds 17.88 Lakhs This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on September 22, 2026. Based on these criteria, details of outstanding dues owed as on March 31, 2026, by our Company are set out below:

(*₹ in lakhs*)

| Types of creditors | Number of creditors | Amount involved |
|---|---|---|
| A. Dues to micro, small and medium enterprises | 4.00 | 8.96 |
| B. Dues to Material Creditor(s) | 8.00 | 245.60 |
| C. Dues to other creditors | 58.00 | 102.96 |
| **Total** | 70.00 | 357.51 |

The details pertaining to net outstanding dues towards our material creditors as on March 31, 2026 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at www.eventions.in. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus.

**MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled *"Management's Discussion & Analysis of Financial Conditions & Results of Operations"* beginning on page 246 of this Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date

# GOVERNMENT AND OTHER APPROVALS

*Except as mentioned below, our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Red Herring Prospectus.*

*For details in connection with the regulatory and legal framework within which we operate, see the section titled* ***"Key Industrial Regulations and Policies"*** *at page* 148 *of this Red Herring Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

*The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.*

## I. APPROVALS FOR THE ISSUE

The following approvals have been obtained in connection with the Issue:

***Corporate Approvals:***

a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on March 26, 2026, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on March 27, 2026, authorized the Issue.

c) Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated March 31, 2026 and Red Herring Prospectus through its resolution dated September 22, 2026.

***Approval from the Stock Exchange:***

In-principle approval dated June 02, 2026 from NSE for using the name of the Exchange in the offer documents for listing of the Equity Shares on SME Platform of NSE, issued by our Company pursuant to the Issue.

***Agreements with NSDL and CDSL:***

a) The company has entered into an agreement dated February 05, 2026 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is Mudra RTA Ventures Private Limited for the dematerialization of its shares.

b) Similarly, the Company has also entered into an agreement dated May 28, 2025 with the National Securities Depository Limited *("NSDL")* and the Registrar and Transfer Agent, who in this case is Mudra RTA Ventures Private Limited for the dematerialization of its shares.

c) The International Securities Identification Number (ISIN) of our Company is INE20M201019.

***Lenders' No Objection Certificate ("NOC"):***

NOC dated February 25, 2026, for the Issue has been received from HDFC Bank Limited.

## II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

| Sr. No. | Nature of Registration | Certificate is in the name of | CIN | Applicable Laws | Issuing Authority | Date of Certificate | Date of Expiry |
|---|---|---|---|---|---|---|---|
| 1. | Certificate of Incorporation of 'Eventions Private Limited' | Eventions Private Limited | U92190HR2020PTC091592 | The Companies Act, 2013 | Registrar of Companies, Central Registration Centre | December 15, 2020 | Valid Until Cancelled |
| 2. | Certificate of Incorporation on change of name from 'Eventions Private Limited' to 'Eventions Limited' | Eventions Limited | U92190HR2020PLC091592 | The Companies Act, 2013 | Assistant Registrar of Companies, Central Processing Centre, Manesar, Haryana | February 26, 2026 | Valid Until Cancelled |

## III. OTHER APPROVALS

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

### A. TAX RELATED APPROVALS:

| Sr. No | Description | Certificate is in the name of | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|---|---|---|---|---|---|---|---|
| 1. | Permanent Account Number (PAN) | Eventions Limited | AAGCE2423G | Income Tax Act, 1961 | Income Tax Department, Government of India | December 15, 2020 | Valid Until Cancelled |
| 2. | Tax Deduction Account Number (TAN) | Eventions Limited | RTKE03212G | Income Tax Act, 1961 | Income Tax Department, Government of India | December 16, 2020 | Valid Until Cancelled |
| 3. | Certificate of Registration of Goods | Eventions Limited | 07AAGCE2423G1ZZ | Central Goods and Services Tax Act, | Superintendent, Commissioner | June 29, 2026 with effect | Valid Until |

| Sr. No | Description | Certificate is in the name of | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|---|---|---|---|---|---|---|---|
| | and Services Tax (Delhi) | | | 2017 and Delhi Goods and Services Tax Act, 2017 | ate Delhi South | from April 20, 2022 | Cancelled |
| 4. | Certificate of Registration of Goods and Services Tax (Goa) | Eventions Limited | 30AAGCE2423G1ZA | Central Goods and Services Tax Act, and Goa Goods and Services Tax Act, 2017 | Assistant State Tax Officer, Department of State Tax, Goa | June 23, 2026 with effect from October 03, 2022 | Valid Until Cancelled |
| 5. | Certificate of Registration of Goods and Services Tax (Haryana) | Eventions Limited | 06AAGCE2423G1Z1 | Central Goods and Services Tax Act and Haryana Goods and Services Tax Act, 2017 | State Excise & GST Department, Gurugram, Commissionerate, Gurgaon (East )Ward 4 | May 06, 2026 with effect from November 03, 2021 | Valid Until Cancelled |
| 6. | Certificate of Registration of Goods and Services Tax (Karnataka) | Eventions Limited | 29AAGCE2423G1ZT | Central Goods and Services Tax Act and Karnataka Goods and Services Tax Act, 2017 | Assistant Commissioner, Commercial Taxes Department, Karnataka | May 06, 2026 with effect from March 01, 2023 | Valid Until Cancelled |
| 7. | Certificate of Registration of Goods and Services Tax (Kerala) | Eventions Limited | 32AAGCE2423G1Z6 | Central Goods and Services Tax Act, 2017 and Kerala State Goods and Services Tax Act, 2017 | Superintendent, State Goods and Services Tax Department, Kalamassery, Government of Kerala | April 20, 2026 with effect from December 08, 2022 | Valid Until Cancelled |
| 8. | Certificate of Registration of Goods and | Eventions Limited | 27AAGCE2423G1ZX | Central Goods and Services Tax Act, 2017 and | State Tax Officer, Goods and Services Tax | May 04, 2026 with effect from | Valid Until Cancelled |

| Sr. No | Description | Certificate is in the name of | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|---|---|---|---|---|---|---|---|
| | Services Tax (Maharashtra) | | | Maharashtra Goods and Services Tax Act, 2017 | Department, Maharashtra | September 25, 2022 | |
| 9. | Certificate of Registration of Goods and Services Tax (Rajasthan) | Eventions Limited | 08AAGCE2423G1ZX | Central Goods and Services Tax Act, 2017 and Rajasthan Goods and Services Tax Act, 2017 | Assistant Commissioner, Goods and Services Tax Department, Government of Rajasthan | April 27, 2026 with effect from December 13, 2022 | Valid Until Cancelled |
| 10. | Certificate of Registration of Goods and Services Tax (Tamil Nadu) | Eventions Limited | 33AAGCE2423G1Z4 | Central Goods and Services Tax Act, 2017 and Tamil Nadu Goods and Services Tax Act, 2017 | Assistant Commissioner, Commercial Taxes Department, Government of Tamil Nadu | July 29, 2026 with effect from February 27, 2023 | Valid Until Cancelled |
| 11. | Certificate of Registration of Goods and Services Tax (Telangana) | Eventions Limited | 36AAGCE2423G1ZY | Central Goods and Services Tax Act, 2017 and Telangana Goods and Services Tax Act, 2017 | Deputy State Tax Officer, State Tax Department, Government of Telangana | May 20, 2026 with effect from March 02, 2023 | Valid Until Cancelled |
| 12. | Certificate of Registration of Goods and Services Tax (Uttarakhand) | Eventions Limited | 05AAGCE2423G1Z3 | Central Goods and Services Tax Act, 2017 and Uttarakhand Goods and Services Tax Act, 2017 | Assistant Commissioner, State Tax Department, Government of Uttarakhand | April 24, 2026 with effect from September 22, 2022 | Valid Until Cancelled |

| Sr. No | Description | Certificate is in the name of | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|---|---|---|---|---|---|---|---|
| 13. | Certificate of Registration of Goods and Services Tax (West Bengal) | Eventions Limited | 19AAGCE2423G1ZU | Central Goods and Services Tax Act, 2017 and West Bengal Goods and Services Tax Act, 2017 | Superintendent, State Goods and Services Tax Department, Government of West Bengal | May 08, 2026 with effect from March 06, 2023 | Valid Until Cancelled |
| 14. | Certificate of Enrolment of Profession Tax (Maharashtra) | M/s Eventions Private Limited* | 99214386876P | Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 | Maharashtra Goods and Services Tax Department (MSTD), Finance Department, Government of Maharashtra | September 21, 2022 with effect from April 1, 2022 | Valid Until Cancelled |
| 15. | Certificate of Enrolment of Profession Tax (West Bengal) | Eventions Limited | 194001316622 | West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 read with Rules, 1979 | Directorate of Commercial Taxes, Government of West Bengal | March 20, 2026 | Valid Until Cancelled |
| 16. | Certificate of Enrolment of Profession Tax (Karnataka) | Eventions Limited | 1159309857 | Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976 read with Karnataka Tax on Professions, Trades, Callings and Employmen | Commercial Taxes Department (Profession Tax Office), Government of Karnataka | March 27, 2026 | Valid Until Cancelled |

| Sr. No | Description | Certificate is in the name of | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|---|---|---|---|---|---|---|---|
| | | | | ts Rule,1976 | | | |
| 17. . | Assignment of Profession Tax New Assessment Number (Greater Chennai Corporation) | Eventions Limited | 08-102-PE-09400 | Chennai City Municipal Corporation Act, 1919 read with Town Panchayats, Municipalities and Municipal Corporations (Collection of Tax on Professions, Trades, Callings and Employments) Rules, 1999 | Greater Chennai Corporation, Revenue Department | March 20, 2026 | Valid Until Cancelled |
| 18. | Certificate of Registration of Profession Tax (Maharashtra) | Eventions Private Limited* | 27203317518P | Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 | Maharashtra Goods and Services Tax Department (MSTD), Finance Department, Government of Maharashtra | January 28, 2026 with effect from January 1, 2026 | Valid Until Cancelled |

*****These licenses/registrations are in the name of Eventions Private Limited, and following the change of name, our Company has applied to the relevant authorities to record our conversion into a public limited company as Eventions Limited.*

**B. BUSINESS OPERATIONS RELATED APPROVALS:**

| Sr. No | Description | Certificate is in the name of | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|---|---|---|---|---|---|---|---|
| 1. | Udyam Registration Certificate | Eventions Limited | UDYAM-HR-05-0034059 | MSME Development Act, 2006 | Ministry of Micro Small & Medium Enterprises, | January 14, 2022 | Valid Until Cancelled |

| Sr. No | Description | Certificate is in the name of | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|---|---|---|---|---|---|---|---|
| | | | | | Government of India | | |
| 2. | Legal Entity Identifier Certification | Eventions Private Limited | 6488014ZY34JRB7Z3B20 | RBI Guidelines | Legal Entity Identifier India Private Limited | March 27, 2025 | March 27, 2029 |
| 3. | Certificate of Enlistment under West Bengal Municipal Act, 1993 (Trade License) | Eventions Limited | 0917P167826454815 | West Bengal Municipal Act, 1993 | Licence Department, Kolkata Municipal Corporation | March 23, 2026 | March 22, 2027 |

## C. LABOUR LAW RELATED APPROVALS:

| Sr. No | Description | Certificate is in the name of | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|---|---|---|---|---|---|---|---|
| 1. | Registration under Employees' Provident Funds | Eventions Private Limited | GNGGN2259332000 | Employees (Provident Fund and Miscellaneous Provisions) Act, 1952 | Employees' Provident Fund Organisation | December 15, 2025 | Valid until Cancelled |
| 2. | Employees' State Insurance Registration | Eventions Private Limited | 69000703360000999 | Employees' State Insurance Act, 1948 | Employees' State Insurance Corporation | February 27, 2021 | Valid until Cancelled |
| 3. | Shops & Establishments Registration Certificate (A9 Northex Itl Tower New Delhi) | Eventions Limited | 2026023327 | Delhi Shops & Establishments Act, 1954 | Department of Labour, Government of National Capital Territory of Delhi | March 18, 2026 | Valid until Cancell |

| Sr. No | Description | Certificate is in the name of | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|---|---|---|---|---|---|---|---|
| | | | | | | | |
| 4. . | Registration Certificate of Shops and Commercial Establishment – Karnataka (62/1, New No. 7, 1st Cross, 2nd Main, Ganganagar, Bengaluru – 560032) | Evention s Limited | 31/20/CE/0038/2026 | Karnataka Shops and Commercial Establishments Act, 1961 read with applicable rules | Senior Labour Inspector, Circle 31, Department of Labour, Government of Karnataka | March 25, 2026 | December 31, 2030 |
| 5. | Shops & Establishments Registration Certificate (32, Chowringhee Road, Om Tower, 7th Floor, Unit No. 706, Park Street, Kolkata – 700071) | Evention s Limited | KL04172N2026006 529 | West Bengal Shops and Establishments Act, 1963 read with West Bengal Shops and Establishments Rules, 1964 | Labour Department, Government of West Bengal | March 30, 2026 | Valid until Cancelled |
| 6. | Shops & Establishments Registration Certificate (3rd Floor, Plot No. 108, Sector 44, Institutional, Gurugram, Haryana) | Evention s Limited | PSA/REG/GGN/037 2708 | Punjab Shops and Commercial Establishments Act, 1958 as applicable to the State of Haryana | Labour Department, Government of Haryana | March 26, 2026 | Valid until Cancelled |
| 7. | Labour Identification Number (LIN) Certification | Evention s Private Limited* | 1-1716-3287-0 | Labour Laws | Ministry of Labour & Employment | Verified From Shram Suvidha Portal on January 20, 2026 | Valid until Cancelled |

| Sr. No | Description | Certificate is in the name of | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|---|---|---|---|---|---|---|---|
| 8. | Shops & Commercial Establishments Registration Certificate Kerala (Palarivattom ,39/2475-B1, Suite 465, 39/2475-B1, SJRRA/104, LR Towers, South Janatha Road, Palarivattom, Kochi, Ernakulam, Kerala, 682025) | Eventions Limited | SH070220101060 | Kerala Shops and Commercial Establishments Act, 1960 read with applicable rules | Labour Department, Government of Kerala | March 30, 2026 | December 31, 2026 |

*****_These licenses/registrations are in the name of Eventions Private Limited, and following the change of name, our Company has applied to the relevant authorities to record our conversion into a public limited company as Eventions Limited._

**D. QUALITY CERTIFICATIONS:**

The Company does not hold any Quality, Environmental, Product or Standards-Related Certifications, including ISO certifications or Bureau of Indian Standards (BIS) registrations, in its name as on the date of this Draft Red Herring Prospectus.

**E. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR)**

| Sr. No. | Description | Certificate is in the name of | Registration Number/Mark/Label | Class | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---|---|---|---|---|---|---|---|---|
| 1. | Registration for Trade Mark "EVENTIONS" (Device Mark) | Cristoo Arora* | Trade Mark No. 4034916 | 39 | Trade Marks Act, 1999 | Trade Marks Registry, Mumbai | June 27, 2019 | December 22, 2028 |

***An assignment deed dated March 06, 2026 has been executed by Mr. Cristoo Arora, assigning the rights of the trade mark to the Company. The Company is in the process of registering the Assignment Deed with Trade Mark Registry.***

**F. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:**

| Sr. No. | Domain Name | Name of Registrar/ IANA ID | Creation Date | Expiry Date |
|---|---|---|---|---|
| 1. | eventions.in | GoDaddy.com, LLC / 146 | August 25, 2012 | August 25,2031 |

## IV. APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED:

| Sr. No. | Description | Application No. | Applicable Laws | Issuing Authority | Date of Application |
|---|---|---|---|---|---|
| 1. | Application for Registration under Profession Tax (Form II) – Telangana | Registration Details: RNR 36260318397344 | Telangana Tax on Professions, Trades, Callings and Employments Act, 1987 | Commercial Taxes Department, Government of Telangana (Madhapur Division) | March 18, 2026 |
| 2. | Application for New Trade License – Karnataka (Eventions Limited, 62/1, New No. 7, 1st Cross, 2nd Main, Ganganagar, Bengaluru – 560032) | N262726031416053 | Karnataka Municipal Corporations Act, 1976 | Bruhat Bengaluru Mahanagara Palike (BBMP), Health Department, Government of Karnataka | March 26, 2026 |
| 3. | Application for Registration of Shops and Establishment (1st Floor, Manjunath Co-op HSG Society, Manjunath CHS, 18th June Road, Panaji, Tiswadi, North Goa, 403001) | Acknowledgement No: LEM372600183 | Goa Shops and Establishments Act, 1973 (as amended) | Labour Inspector, Office of the Commissioner, Labour and Employment, Government of Goa | March 23, 2026 |

## V. APPROVALS OR LICENSES PENDING TO BE APPLIED:

NIL

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

1. The Fresh Issue of Equity Shares in terms of this Red Herring Prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held on March 26, 2026, on under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.

2. The Fresh Issue of Equity Shares in terms of this Red Herring Prospectus has been authorized by the shareholders by special resolution at the Extra Ordinary General Meeting held on March 27, 2026, under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.

3. Our Company has received In-principal approval from NSE vide their letter dated June 02, 2026, for using its name in this DRHP for listing of the equity shares on Emerge Platform of NSE being the designated Stock Exchange.

4. Our Board has approved the Draft Red Herring Prospectus through its resolution dated March 31, 2026 and Red Herring Prospectus through its resolution dated September 22, 2026

**Confirmation:**

- Our Company, our Promoters, Promoter Group, our directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market or debarred 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/court.

- Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

- None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors in the past 5 years except as disclosed in this Red Herring Prospectus.

- Our Company is an **"Unlisted Issuer"** in terms of the SEBI (ICDR) Regulations; and this Issue is an **"Initial Public Issue"** in terms of the SEBI (ICDR) Regulations.

**Eligibility for the Issue**

Our Company is eligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our company, nor any of its Promoters, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- Neither our Promoters, nor any Directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by the SEBI.
- Neither our Promoter nor any of our Directors is declared as Wilful Defaulters or a Fraudulent Borrowers.
- Neither our Promoter nor any of our Directors is a Fugitive Economic Offender.

Our Company is eligible for the Issue in accordance with Regulation 229 (2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital would be more than 10 crores, and can issue Equity Shares to the public and propose to list the same on the Emerge Platform of NSE.

**We further confirm that:**

i. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.

ii. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the issue shall be greater than or equal to two hundred (200), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum.

Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

iii. In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the Book Running Lead Manager immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the book running lead manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The Book Running Lead Manager and the Emerge platform of NSE.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus shall also be furnished to the SEBI in a soft copy.

iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement (dated) September 22, 2026 with the Book Running Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the Emerge platform of NSE.

**In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, we confirm that we have fulfilled eligibility criteria for Emerge platform of NSE, which are as under:**

1. **The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**
   Our Company is incorporated under the Companies Act, 2013 in India.

2. **The post issue paid up capital of the Company (face value) will not be more than Rs. 25 crores.**
   The post issue paid up capital (Face Value) of the Company will be approximately INR 12.18 crores . So, the company has fulfilled the criteria of post issue paid up capital shall not be more than INR 25.00 crores.

3. **The track record of applicant company seeking listing should be atleast 3 years.**
   Our Company was incorporated on December 15, 2020 under the provisions of the Companies Act, 2013. Hence, we are in compliance with criteria of having track record of 3 years.

4. **Operating Profit (earnings before interest, depreciation and tax) should be at least 1 crore from operations for at least 2 (Two) out of 3 (Three) financial years.**

***(INR in Lakhs)***

| Details | FY 2025-26 | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| Profit Before Tax | 1021.70 | 701.99 | 442.49 |
| Add: Depreciation | 18.68 | 16.90 | 17.83 |

| | | | |
|---|---|---|---|
| Add: Interest | 66.75 | 39.23 | 24.76 |
| Less: (Other Income) | 88.18 | 49.20 | 71.83 |
| EBITDA as per Restated Financial Statement | 1018.95 | 708.92 | 413.26 |

5. **The issuing company shall have positive net worth**

As per Restated Financial Statements, the net-worth of the Company is INR 1,813.38 Lakhs as on March 31, 2026, thus the Company is having positive net-worth.

6. **The issuing company shall have positive Free Cash Flow to Equity (FCFE) for at least 2 out of 3 financial year.**

***(INR in Lakhs)***

| Details | FY 2025-26 | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| Net Cash flow from Operations | (451.76) | (289.38) | 29.10 |
| Less: Purchase of Fixed Assets (net of sale proceeds of Fixed Assets) | 65.02 | 3.96 | 54.95 |
| Add: Net Total Borrowings (net of repayment) | 586.83 | 156.89 | 132.60 |
| Add: Proceeds from issue of capital | 49.00 | - | - |
| Less: Interest expense x (1-T) | 50.44 | 28.65 | 18.40 |
| **Free cash flow to Equity (FCFE)** | 68.61 | **(165.10)** | **88.35** |
| Tax Rate (1-PAT/PBT) | 24.44% | 26.98% | 25.69% |
| PAT | 772.01 | 512.59 | 328.65 |
| PBT | 1021.70 | 701.99 | 442.29 |

7. **The issuer has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies**
Our Company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our Company and Promoting Companies.

8. **The issuer has not received any winding up petition admitted by a NCLT / Court.**
Our Company has not received any winding up petition admitted by a NCLT/Court.

9. **No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the issuer company.**
Our Company does not have any material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years.

**Disclosure:**

We further confirm that:

- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting companies of our Company.

- There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting Company(ies) during the past three years.

- There are no litigations record against our Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies), except as disclosed in this Red Herring Prospectus

- There are no criminal cases filed or investigation being undertaken against the directors of our Company involving serious crimes like murder, rape, forgery, economic offences except as disclosed in this Red Herring Prospectus.

***We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.***

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Draft Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the Emerge Platform of NSE. which is the Designated Stock Exchange for which the approval has been received from NSE on June 02, 2026.

- Our Company has entered into an agreement dated May 28, 2025 with NSDL and agreement dated February 05, 2026 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.

- The entire pre-Issue share capital of our Company are fully paid-up and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.

- The Equity Shares held by the Promoters are dematerialized.

- The fund requirements set out for the Objects of the Issue are proposed to be met entirely either from the Net Proceeds or from Internal Accruals. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under the SEBI ICDR Regulations. For details, please refer to the chapter titled "Objects of the Issue" beginning on page 87. Further as there is no requirement of firm arrangement and the project is not partially funded by the bank(s) / financial institution(s), therefore, the details regarding sanction letter(s) from the bank(s)/ financial institution(s) are not disclosed in the draft offer document and offer document

- The Issue consist of only Fresh Issue of Equity Shares and there is no offer for sale of Equity Shares by any Promoter, Promoter Group or any other shareholder of the Company.

- The Objects of the Issue do not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.

- As per Regulation 230 (2) of the SEBI ICDR Regulations, our Company has ensured that:
  The amount for general corporate purposes, as mentioned in objects of the issue in the Red Herring Prospectus does not exceed 15% of the issue size or INR 10 crore, whichever is lower of the amount being raised by our Company.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE**

**DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMTED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 22, 2026 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI ICDR REGULATION, 2018.**

**THE FILING OF THIS ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.**

**THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:**

**WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:**

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;

2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:

A. THE RED HERRING PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;

B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

C. THE MATERIAL DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD

OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.

4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.

5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE RED HERRING PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE RED HERRING PROSPECTUS.

6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE RED HERRING PROSPECTUS.

7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE.

8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION.- NOTED FOR COMPLIANCE.

9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.

11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.

12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE RED HERRING PROSPECTUS:

A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND

B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

14. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE RED HERRING PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

**ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING EMERGE PLATFORM OF NSE.**

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE

ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - **NOTED FOR COMPLIANCE**

4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

5. THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES.

6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE - **NOTED FOR COMPLIANCE**

## DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information, including our Company's website, www.eventions.in, or the website of any affiliate of our Company, would be doing so at his or her own risk.

## CAUTION

The BRLM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the BRLM (Corporate Professionals Capital Private Limited). and our Company on March 28, 2026 and the Underwriting Agreement dated September 22, 2026 entered into between the Underwriters and our Company and the Market Making Agreement dated September 22, 2026 entered into among the Market Maker, BRLM and our Company.

All information shall be made available by our Company and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation. Corporate Professionals Capital Private Limited is not an associate of the Company and is eligible to be appointed as the Book Running Lead Manager in this Issue, under SEBI MB Regulations.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the 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 in the Issue.

Neither our Company nor Book Running Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

## DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of INR 2,500.00 Lakh and pension funds with a minimum corpus of INR 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Red Herring Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) Gurugram, Haryana.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this 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 Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

## DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/6858 dated June 02, 2026, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

## DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States orto, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Bidders may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Bidder where required agrees that such Bidder will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## LISTING

The Equity Shares of our Company are proposed to be listed on Emerge platform of NSE. Our Company has obtained in principle approval from June 02, 2026, by way of its letter dated NSE/LIST/6858 for listing of equity shares on Emerge platform of NSE.

## FILING

The Red Herring Prospectus is being filed with NSE Emerge.

Further, in terms of Regulation 246(1) of the SEBI (ICDR) Regulations, 2018, a copy of the Red Herring Prospectus and Prospectus shall be filed with the Board (SEBI) through the Book Running Lead Manager, immediately upon filing of the offer document with the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the Board (SEBI) shall not issue any observation on the offer document.

In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, 2018, a copy of the Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Draft Red Herring Prospectus in terms of Regulation 246 (2) of SEBI ICDR Regulations.

A copy of the Red Herring Prospectus and Prospectus shall be filed electronically with the SEBI through the SEBI intermediary portal at https://siportal.sebi.gov.in in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI and with the Designated Stock Exchange. Further, in light of the SEBI notification dated March 27, 2020, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in

After getting in-principal approval from NSE, a copy of the Red Herring Prospectus/Prospectus, along with the material contracts and documents referred elsewhere in the Red Herring Prospectus and required to be filed under Section 26 & 32 of the Companies Act, 2013 would be delivered for filing to the Registrar of Companies.

## 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 to action under Section 447 of the Companies, Act 2013.

## CONSENTS

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel, Our Peer Review Auditor, (b) Book Running Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations 2018, M/s Sanjeev Sharma & Associates, Chartered Accountants, Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on "Statement of Tax Benefits" relating to the possible tax benefits and restated financial statements as included in this Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Red Herring Prospectus for filling with Roc.

## EXPERTS OPINION

Except for the reports in the Section, **"**Statement of Possible Tax Benefits" and "Restated Financial Statements" on page no. 111 and 191 of this Red Herring Prospectus from the Peer Review Auditors and Audit reports by Statutory Auditors for year ended March 31, 2026, March 31, 2025 and March 31, 2024, Legal Advisor report on Outstanding Litigations and Material Developments, Key Industry and Regulations and Government Approvals , and PCS Certificate on delay compliances, capital-build up and Promoter and Promoter group determination included in this RHP; our Company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert"" as defined under the U.S. Securities Act 1933.

## PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS

We have not made any previous rights and/or public issues except as disclosed in in the chapter titled "Capital Structure" beginning on page 72 and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations.

## UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS

Since this is the initial public Issuing of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

## PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three year except as mentioned in this Red Herring Prospectus. This is the initial public Issuing of our Company's Equity Shares.

## PERFORMANCE VIS-A-VIS OBJECTS–PUBLIC/RIGHT ISSUE OF OUR COMPANY

Except as stated in the chapter titled **"Capital Structure"** beginning on page **72** our Company has not undertaken any previous public or rights issue.

## PERFORMANCE VIS-A-VIS OBJECTS - LAST ISSUE OF LISTED SUBSIDIARIES/LISTED PROMOTERS

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters as on date of this Red Herring Prospectus.

## OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Red Herring Prospectus.

## OPTION TO SUBSCRIBE

Equity Shares being issued through the Red Herring Prospectus can be applied for in dematerialized form only.

## STOCK MARKET DATA OF THE EQUITY SHARES

This being an initial public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

## PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BRLM

For details regarding the price information and track record of the past issues handled by Corporate Professionals Capital Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:

**SME IPO:**

| Sr. No. | Issuer Name | Issue Size (INR in Cr.) | Issue Price (INR) | Listing Date | Opening Price on Listing Date (INR) | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30thCalendar Days from Listing | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90thCalendar Days from Listing | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180thCalendar Days from Listing |
|---|---|---|---|---|---|---|---|---|
| 1. | Diensten Tech Limited | 22.08 | 100 | July 03, 2024 | 240.00 | 67.40% 1.78% | 50.00% 6.22% | 55.80% (2.61%) |
| 2. | Ashwini Containers Movers Limited | 71.00 | 142 | Dec 19, 2025 | 138.55 | 15.14% (1.05%) | 0.18% (11.42%) | (0.70%) (7.24%) |

*Source: Price Information www.nseindia.com , Issue Information from respective Prospectus*

**As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offer) managed by the Book Running Lead Manager. Since, we have handled a two (2) issue, thus above table consist the details of the same.**

Note:

1. *The NSE Nifty are considered as the Benchmark.*
2. *"Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30th / 90th/180th Calendar days from listing.*

3. *"Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30th / 90th/180th Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that calculated for the respective script in the manner provided in Note No. 4 below.*
4. *In case 30th/ 90th/180th day is not a trading day, closing price on NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then the last trading price has been considered.*

## SUMMARY STATEMENT OF DISCLOSURE

**SME IPO:**

| Financial Year | Total No. of IPO | Total Funds Raised (INR in Cr.) | Nos. of IPO trading at discount as on 30th calendar day from listing date | | | Nos. of IPO trading at premium as on 30th calendar day from listing date | | | Nos. of IPO trading at discount as on 180th calendar day from listing date | | | Nos. of IPO trading at premium as on 180th calendar day from listing date | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024-25 | 1 | 22.08 | - | - | - | 1 | - | - | - | - | - | 1 | - | - |
| 2025-26 | 1 | 71.00 | - | - | - | - | - | 1 | - | - | - | - | - | 1 |

*Notes:*

1. *Issue opening date is considered for calculation of total number of IPO's in the respective financial year.*
2. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken on the immediately preceding trading day.*
3. *Source: www.nseindia.com*

## MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed Mudra RTA Ventures Private Limited the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement dated March 26, 2026 amongst the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Bidder, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the Bidder, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Bidders in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Bidder should give full details such as name of the sole/first Bidder, Application Form number, Bidder DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Bidder. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

## DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved; our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Misha Dhawan , as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Misha Dhawan

**Address:** Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003

**E-mail:** compliance@eventions.in

**Contact No.:** +91 9871822880

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in .

## STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor compliant during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

## DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY

We don’t have any listed company under the same management or any listed subsidiaries or any listed promoters.

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

No exemption has been obtained from SEBI for complying with any provisions of the securities laws.

## SECTION VII: ISSUE RELATED INFORMATION
## TERMS OF THE ISSUE

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note ("CAN"), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. 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 GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.*

*Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI Master Circular SEBI/ HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 09, 2026 ('SEBI ICDR Master Circular'), all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, which has been superseded under SEBI ICDR Master Circular), as a payment mechanism in a phased manner with ASBA for applications in public Offers by Individual Investors who applies for Minimum Application Size through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants). Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

### Authority for the Issue

The present Public Issue of up to 32,30,400* Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on March 26, 2026 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on March 27, 2026 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.
*(*Subject to finalization of basis of allotment.)*

### Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, ***"Main Provisions of Article of Association"***, beginning on page 349 of this Red Herring Prospectus.

### Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled ***"Dividend Policy"*** and ***"Main Provisions of Article of Association"*** beginning on page 190 and 349 respectively of this Red Herring Prospectus.

## Face Value and Issue Price

The face value of each Equity Share is INR 10 and the Issue Price at the lower end of the Price Band is INR [●] per Equity Share ("Floor Price") and at the higher end of the Price Band is INR [●] per Equity Share ("Cap Price"). The Anchor Investor Issue Price is INR [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of an English national daily newspaper Business Standard, all editions of Hindi national newspaper (Hindi also being the regional language of Haryana, where our Registered Office is located Business Standard and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the Book Running Lead Manager, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

## Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

a) Right to receive dividend, if declared;
b) Right to receive Annual Reports and notices to members;
c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
d) Right to vote on a poll either in person or by proxy;
e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
g) Right of free transferability of the Equity Shares; and
h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled ***"Main Provisions of the Articles of Association"*** beginning on page no. 349 of this Red Herring Prospectus.

## Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than two lots. Provided that the minimum application size shall be above INR 2 lakhs.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being issued can be applied for in the dematerialized form only. In this context, two agreements shall be signed among our Company, the respective Depositories and Registrar to the Issue.

- Tripartite Agreement dated May 28, 2025, between NSDL, Our Company and Registrar to the Issue; and
- Tripartite Agreement dated February 05, 2026, between CDSL, Our Company and Registrar to the Issue;

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this issue will be done in multiples of [●] Equity Shares and is subject to a minimum application size that shall not be less than two lots to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## Minimum Number of Allottees

In accordance with Regulation 268(1) of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith within two (2) working days of closure of Issue.

## Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Haryana, India.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or
b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

**Issue Program**

| Event | Indicative Date |
|---|---|
| Bid/ Issue Opening Date | Wednesday, September 30, 2026 [(1)] |
| Bid/ Issue Closing Date | Monday, October 05, 2026[(2)(3)] |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or about Tuesday, October 06, 2026 |
| Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account* | On or about Wednesday, October 07, 2026 |
| Credit of Equity Shares to Demat Accounts of Allottees | On or about Wednesday, October 07, 2026 |
| Commencement of Trading of The Equity Shares on the Stock Exchange | On or about Thursday, October 08, 2026 |

*Note [1]Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI (ICDR) Regulations.*
*[2]Our Company, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI (ICDR) Regulations.*
*[3]UPI mandate end time and date shall be at 5.00 p.m. on Bid/Issue Closing Date*

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of INR100 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 blocked funds other than the original application amount shall be instantly revoked and the Bidder shall be compensated at a uniform rate INR 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 different amount (i.e., the blocked amount less the Bid Amount) shall be instantly revoked and the Bidder shall be compensated at a uniform rate of INR 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 three Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of INR 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding three Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular and SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 ("SEBI RTA Master Circular") in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

The above time table is indicative and does not constitute any obligation on our Company.

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 NSE Emerge is taken within three Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue

Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit a report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Bid-Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 4.00 p.m. (IST) for individual investor and non-individual Bidders. The time for applying for Individual Applicants on Bid/ Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and NSE taking into account the total number of applications received up to the closure of timings.

**Submission of Bids (other than Bids from Anchor Investors):**

| **Bid/Issue Period (except the Bid/Issue Closing Date)** | |
|---|---|
| Submission and Revision in Bids | Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) |
| **Bid/Issue Closing Date*** | |
| Submission of Electronic Applications (Online ASBA through 3-in 1 accounts) – For Individual Investors | Only between 10.00 a.m. and up to 5.00 p.m. IST |
| Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications etc) | Only between 10.00 a.m. and up to 4.00 p.m. IST |
| Submission of Electronic Applications (Syndicate non-individual applicants) | Only between 10.00 a.m. and up to 3.00 p.m. IST |
| Submission of Physical Applications (Bank ASBA) | Only between 10.00 a.m. and up to 1.00 p.m. IST |
| Submission of Physical Applications (Syndicate non-individual applicants) | Only between 10.00 a.m. and up to 12.00 p.m. IST |
| **Modification/ Revision/cancellation of Bids** | |
| Upward Revision of Bids by QIBs and Non-Institutional Bidders categories# | Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Issue Closing Date |
| Upward Revision of Bids or cancellation of Bids by Individual Investors | Only between 10.00 a.m. and up to 5.00 p.m. IST |

** Bidding for all Categories on the last day shall close at 4:00 PM and UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Issue Closing Date.*
*#QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids. Also, downward modification and cancellation shall not be applicable to any of the category of bidding*

On the Bid/ Issue Closing Date, the Bids shall be uploaded until:

(i) 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and
(ii) until 5.00 P.M. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Bidders after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Manager and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date, and are advised to submit their Bids no later than prescribed time on the Bid/ Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue 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 Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid due to faults in any software/hardware system or otherwise

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Further, the downward Modification and cancellation shall not be applicable to any of the category of bidding and Placing bids on Cut-off price is also not be applicable/ available to any of the category of bidding.

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

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

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

## Minimum Subscription and Underwriting

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100 % subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI (ICDR) Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (Two Hundred).

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled ***"General Information – Underwriting"*** beginning on page no. 59 of this Red Herring Prospectus.

Further, in accordance with Regulation 268 of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (Two Hundred).

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size shall be two lots per application and minimum application size shall be above INR 2,00,000.

**Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, as amended from time to time our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above INR 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than INR 10 crores but below INR 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

However, where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond INR 25 crores, the issuer may undertake further issuance of capital without migration from SME exchange to the main board, subject to the issuer undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).

## Market Making

The shares offered through this Issue are proposed to be listed on the NSE Emerge, wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the Emerge platform of NSE.

For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to section titled ***"General Information – Details of the Market Making Arrangements for this Issue"*** *beginning* on page no. 59 of this Red Herring Prospectus.

## Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on the Emerge platform of NSE.

## As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

## Allotment of Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

## New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

## Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

## Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed under section titled ***"Capital Structure"*** beginning on page no. 72 of this Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled ***"Main Provisions of the Articles of Association"*** beginning on page no. 349 of this Red Herring Prospectus.

## Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus/

Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

## Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The Book Running Lead Manager through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

***The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.***

# ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ten Crore rupees but less than twenty five crores rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ***("SME Exchange"),*** in this case being the ***Emerge Platform of NSE*** . For further details regarding the salient features and terms of such an issue please refer to chapter titled ***"Terms of the Issue"*** and ***"Issue Procedure"*** on page no. 296 and 310 of this Red Herring Prospectus.

## Issue Structure

Initial Public Issue of upto 32,30,400* Equity Shares of INR 10 each ***("Equity Shares")*** for cash at a price of INR [•] per Equity Share (including a Share Premium of INR [•] per Equity Share), aggregating up to INR [•] Lakhs ***(the "Issue")*** by the Company**.** The Issue comprises a reservation of upto 1,62,000 * Equity Shares of face value of INR 10/- each for cash at a price of INR 10/- per equity share including a share premium of INR [•] per equity share aggregating to INR [•] Lakhs (the "***Market Maker Reservation Portion***") and Net Issue to Public of upto 30,68,400 * Equity Shares of INR 10 each at a price of INR [●] per equity share including a share premium of INR [●] per equity share aggregating to INR [●] Lakhs ***("the Net Issue").*** The Issue and the Net Issue will constitute 26.51% and 25.18 %, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.
*(*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment)*

| Particulars | QIB's[(1)] | Non–Institutional Bidders | Individual Bidders | Market Maker |
|---|---|---|---|---|
| **Number of Equity Shares*** | Upto [●] Equity Shares | Upto [●] Equity Shares | Upto [●] Equity Shares | [●] Equity Shares |
| **Percentage of Issue Size Available for allocation** | Not more than 50% of the Net Issue size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and of which (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds | Not less than 15% of the Net Issue shall be available for allocation.<br><br>The allocation for NII shall be as follows:<br><br>one third of the portion for NII shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than INR 10 Lakhs; and two third of the portion for NII shall be reserved for applicants with an application size exceeding INR 10 Lakhs. | Not less than 35% of the Net Issue or the Issue less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation | 5 % of the Issue Size |
| **Basis of Allotment / Allocation if Respective** | Proportionate as Follows (excluding the | The allotment to each NII shall not be less than the minimum application | Allotment to each Individual Bidder shall not be less | Firm Allotment |

| | | | | |
|---|---|---|---|---|
| **category is oversubscribed** | Anchor Investor Portion:<br><br>(a) up to [●] Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and;<br>(b) [●] Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds Receiving allocation as per (a) above<br><br>Up to 60% of the QIB Portion of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of under subscription in (ii) above, the allocation may be made to domestic Mutual Funds<br>For further details please refer to the section titled "Issue Procedure" beginning on page no. 310 | size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to:<br><br>one third of the portion for NII shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than INR 10 Lakhs; and<br>two third of the portion for NII shall be reserved for applicants with an application size exceeding INR 10 Lakhs.<br><br>Provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders.<br><br>For details see, "Issue Procedure" on page 310 of this Red Herring Prospectus. | than the minimum Bid Lot. | |

| | | | | |
|---|---|---|---|---|
| **Mode of Application** | All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Individual Investors using Syndicate ASBA). | | | |
| **Minimum Bid Size** | More than two lots | More than two lots | Minimum two lots subject to Bid amount exceeds INR 2,00,000 | [●] Equity Shares |
| **Maximum Bid Size** | Bid size shall not exceed the size of the Issue subject to applicable limits. | Bid size shall not exceed the size of the Issue (excluding the QIB Portion), subject to applicable limits | Two Lots subject to Bid amount exceeds INR 2,00,000 | [●] Equity Shares |
| **Mode of Allotment** | Dematerialized Form | | | |
| **Trading Lot** | [●] Equity Shares and in multiples thereof | [●] Equity Shares and in multiples thereof | [●] Equity Shares and in multiples thereof | [●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations |
| **Terms of Payment** | Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder 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 Issue.*

*This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

(1) *Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the Q1B Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price. However, effective December 1, 2025, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, of the Anchor Investor Portion, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds.*

(2) *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*

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

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum-Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

The Bids by FPIs with certain structures as described under ***"Issue Procedure - Bids by FPIs"*** *beginning* on page no. 310 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the 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. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates, and representatives that they are eligible under applicable law, rules, regulations, guidelines, and approvals to acquire the Equity Shares.

## Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the "Circular") standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

| Issue Price (in INR) | Lot Size (No. of shares) |
|---|---|
| Upto 14 | 10000 |
| More than 14 upto 18 | 8000 |
| More than 18 upto 25 | 6000 |
| More than 25 upto 35 | 4000 |
| More than 35 upto 50 | 3000 |
| More than 50 upto 70 | 2000 |
| More than 70 upto 90 | 1600 |
| More than 90 upto 120 | 1200 |
| More than 120 upto 150 | 1000 |
| More than 150 upto 180 | 800 |
| More than 180 upto 250 | 600 |
| More than 250 upto 350 | 400 |
| More than 350 upto 500 | 300 |
| More than 500 upto 600 | 240 |
| More than 600 upto 750 | 200 |
| More than 750 upto 1000 | 160 |
| Above 1000 | 100 |

Further to the Circular, at the initial public offer stage the Registrar to Issue in consultation with Book Running Lead Manager, our Company and NSE shall ensure finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading.

## Withdrawal of the Issue

ln accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof. In case, the Company wishes to withdraw the Issue after Bid/Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

## Issue Program

| Event | Indicative Date |
|---|---|
| Bid/ Issue Opening Date | Wednesday, September 30, 2026 [(1)] |
| Bid/ Issue Closing Date | Monday, October 05, 2026[(2)(3)] |

| | |
|---|---|
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or about Tuesday, October 06, 2026 |
| Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account* | On or about Wednesday, October 07, 2026 |
| Credit of Equity Shares to Demat Accounts of Allottees | On or about Wednesday, October 07, 2026 |
| Commencement of Trading of The Equity Shares on the Stock Exchange | On or about Thursday, October 08, 2026 |

*Note*

1. *Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI (ICDR) Regulations.*
2. *Our Company, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI (ICDR) Regulations.*
3. *UPI mandate end time and date shall be at 5.00 p.m. on Bid/Issue Closing Date*

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of INR l00 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchange bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the blocked funds other than the original application amount shall be instantly revoked and the Bidder shall be compensated at a uniform rate INR 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 different amount (i.e., the blocked amount less the Bid Amount) shall be instantly revoked and the Bidder shall be compensated at a uniform rate of INR 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 three Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of INR 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding three Working Days from the Bid/Qffer 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. The Bidder shall be compensated in the manner specified in SEBI Master Circular SEBI/ HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 09, 2026 ('SEBI ICDR Master Circular'), in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Bid-Cum Application Form. Standardization of cut-off time for uploading of applications on the Bid/ Issue Closing Date:

a) A standard cut-off time of 3.00 P.M. for acceptance of applications.
b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than individual applicants.
c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to NSE within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis- a-vis the data contained in the physical Bid-Cum Application form, for a particular applicant, the details as per physical Bid-Cum application form of that Applicant may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

## ISSUE PROCEDURE

*Please note that the information stated / covered in this section may not be complete and / or accurate and as such wouldbe subject to modification / change. Our Company and BRLM do not accept any responsibility forthe completeness and accuracy of the information stated in this section and the General Information Document. Our Company and BRLM would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus.*

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the SEBI Circular No. CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular No. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018 and updated pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (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, SCRA, SCRR and the SEBI (ICDR) Regulations. The General Information Document is availableon the website of the Stock Exchange, the Company and the BRLM. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*Additionally, all Applicants may refer to the General Information Document for information, in relation to (i) Category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) payment instructions for ASBA applicants; (v) issuance of Confirmation of AllocationNote ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Bid Cum Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act 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 UPI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 read with its Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 03, 2019 and Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for IIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019.*

*Subsequently, for Applications by IIs through Designated Intermediaries,the process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of fundshas been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicablefor a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"), with effect from July 01, 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 08, 2019, the UPI Phase II was extended till March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II was 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 Individual Investors ("UPI Phase III"), as may be prescribed by SEBI. Further, SEBI, vide its 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 02, 2021, has introduced certain additional measures for* *streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on / or after May 01, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 05, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to INR500,000 shall use the UPI Mechanism.*

*Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 01, 2023 and mandatory on or after December 01, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

***REDUCTION OF TIMELINE FOR LISTING OF SHARES IN PUBLIC ISSUE FROM EXISTING T+6 DAYS TO T+3 DAYS***

*The SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023, has introduced reduction of timeline for listing of shares in public issue from existing T+6 days to T+3 days. This circular shall be applicable on voluntary basis for public issues opening on or after September 1, 2023, and Mandatory for public issues opening on or after December 1, 2023.*

*Consequent to extensive consultation with the market participants and considering the public comments received pursuant to consultation paper on the aforesaid subject matter, it has been decided to reduce the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the requirement of 6 working days (T+6 days); 'T' being issue closing date.*

*The T+3 timeline for listing shall be appropriately disclosed in the Offer Documents of public issues.*

*Notwithstanding anything contained in Schedule VI of the ICDR Regulations, the provisions of this circular shall be applicable:*

- *On voluntary basis for public issues opening on or after September 1, 2023, and*
- *Mandatory for public issues opening on or after December 1, 2023.*

*The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022, shall stand modified to the extent stated in this Circular.*

*The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by Emerge Platform of NSE ("NSE Emerge") to act as intermediaries for submitting Application Forms are provided on www.nseindia.com For details on their designated branches for submitting Application Forms, please see the above mentioned website of Emerge Platform of NSE ("NSE Emerge").*

*ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in . For details on designated branches of SCSB collecting the Application Form, please refer to the above-mentioned SEBI link. The list of Stock Brokers,* *Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by NSE to act as intermediaries for submitting Application Forms are provided on www.nseindia.com. For details on their designated branches for submitting Application Forms, please refer the above mentioned NSE website.*

*Our Company, the Promoter and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and 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 Red Herring Prospectus. 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 the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus.*

## PHASED IMPLEMENTATION OF UPI FOR BIDS BY INDIVIDUAL BIDDERS AS PER THE UPI CIRCULAR

SEBI has issued circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 and circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the "UPI Circulars") in relation to streamlining the process of public 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 the ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019, until March 31, 2019, or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Individual Investor had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued tobe six working days.

**Phase II:** This phase has become applicable from July 1, 2019, and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by IB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six working days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification, etc.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the BRLM.

Pursuant to the SEBI UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI 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 not later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, ifthere is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – issue BRLM will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Applicants into the UPI payment mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBIcircular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applyingin Public Offers where the application amount is up to INR 5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- a Syndicate Member;
- a Stock Broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) **("broker")**;
- a Depository Participant **("DP")** (whose name is mentioned on the website of the stock exchange as eligible for this activity);
- a Registrar to The Issue And Shares Transfer Agent **("RTA")** (whose name is mentioned on the website of the stock exchange as eligible for this activity);

For further details, refer to the General Information Document to be available on the website of the Stock Exchange andthe BRLM.

## BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the **"SCRR"**) read with Regulation 252 of SEBI (ICDR) Regulations, the Issue is being made for at least 25% of the post-Issue Paid-up Equity Share Capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process.

The allocation to the public will be made as per Regulation 253 of SEBI (ICDR) Regulations, wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation withthe BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. However, effective December 1, 2025, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, of the Anchor Investor Portion, (i) 33.33%shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion (other than Anchor Investor Portion) ("Net 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 Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non Institutional Bidders out of which (a) One third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than INR 10 lakhs; (b) Two-thirds of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than INR 10 lakhs. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b) may be allocated to applicants in the other sub-category of Non-Institutional Investors category and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Individual Investor Bidders who applies for Minimum Application Size in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under- subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

***Bidders should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, ClientID and PAN and UPI ID (for RIBs using the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.***

***Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021, read with press release dated September 17, 2021 and March 30, 2022, read with press release dated March 28, 2023 and any subsequent press releases in this regard.***

## AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the BRLM to the Offer, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of NSE i.e. www.nseindia.com . Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB‘s authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Red Herring Prospectus. The Application Form shall contain space for Indicating number of specified securities subscribed for in Demat form.

## BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries, and the Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the website of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected.

UPI Bidders Bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications madeby the UPI Bidder using third party bank account or using third party linked bank account UPI ID are liable for rejection.UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid cum Application Forms) and Bid cum Application Forms not bearing such specified stamp may be liable for rejection.

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 SCSBs or sponsor banks, as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The prescribed colour of the Application Form for various categories is as follows:

| **Category** | **Colour of Bid cum Application Form*** |
|---|---|
| Anchor Investors[1] | White |
| Resident Indians, including resident QIBs, Non-Institutional Investors, Individual Investors and Eligible NRIs applying on a non-repatriation basis^ | White |
| Non-Residents including FPIs, Eligible NRIs, FVCIs and registered bilateral and multilateral institutions applying on a repatriation basis ^ | Blue |

**Excluding electronic Bid cum Application Form.*
*^Electronic Bid cum Application Form and the abridged prospectus will be made available for download on the websiteof the stock exchange (www.nseindia.com)*
*[1] Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM.*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by IIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit / deliver the Bid Cum Application Forms to respective SCSBs where the Bidders hasa bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange.

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Sharesthat the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – "Designated Intermediaries")

| Sr. No. | Designated Intermediaries |
|---|---|
| 1. | An SCSB, with whom the bank account to be blocked, is maintained |
| 2. | A syndicate member (or sub-syndicate member) |
| 3. | A stock broker registered with a recognized stock exchange (and whose name is mentioned on the websiteof the stock exchange as eligible for this activity) ('broker') |
| 4. | A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligiblefor this activity) |
| 5. | A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of thestock exchange as eligible for this activity) |

*Individual investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

| | |
|---|---|
| **For Applications Submitted by Investors to SCSB:** | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available inthe bank account specified in the form, to the extent of the application money specified. |
| **For applications submitted by investors to intermediaries other than SCSBs:** | After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |

EVENTIONS

| | |
|---|---|
| **For applications submitted by Investors to intermediaries other than SCSBs with use of UPI for payment:** | After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system ofstock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account. |

The Stock Exchange shall accept the ASBA applications in its electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchange shall sharethe Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shallaccept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds inthe ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid / Issue Closing Date **("Cut-Off Time")**. Accordingly, UPI Bidders 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, modification of Bids shallbe allowed in parallel during the Bid / Issue Period until the Cut-Off Time, however, downward modification and cancellation shall not be applicable to any of the category of bidding. The NPCI shall maintain an audit trail for every bid entered in the Stock exchange bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the bankersto an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank and the Bankers to the Issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Bank and the Bankers to the Issue for analysing the same and fixing liability.

Stock exchange shall allow modification of selected fields viz. DP ID / Client ID or Pan ID (Either DP ID / Client ID orPan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Biddersare deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, withoutprior or subsequent notice of such changes to the Bidders.

**Availability of Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cumApplication Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE (www.nseindia.com) at least one day prior to the Bid / Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

**Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or tohold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the RHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: ―Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's Category;
- Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- Foreign Venture Capital Investors registered with the SEBI;
- Trusts / societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and / or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of INR 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds and Pension Funds with minimum corpus of INR 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Multilateral and bilateral development financial institution;
- Eligible QFIs;
- Insurance funds set up and managed by army, navy or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, India;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

- Minors (except through their Guardians).
- Partnership firms or their nominations.
- Foreign Nationals (except NRIs);
- Overseas Corporate Bodies.

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are**

**incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non- resident entities in terms of Regulation 5(1) of RBI Notification No. 20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

## MAXIMUM AND MINIMUM APPLICATION SIZE

**For Individual Bidders**

The Application must be for a minimum two lots so that the Bid amount exceeds INR 2,00,000.

**For Other than Individual Bidders (Non-Institutional Applicants and QIBs):**

**QIB**

**Minimum Bid Size:** More than two lots.

**Maximum Bid Size:** Bid size shall not exceed the size of the Issue, subject to applicable limits.

Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

**For Non-Institutional Bidders**

**Minimum Bid Size:** More than two lots.

**Maximum Bid Size:** Bid size shall not exceed the size of the Issue (excluding the QIB Portion), subject to applicable limits

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is more than two lots for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper Business Standard, all editions of Business Standard, Hindi national newspaper and Hindi Edition of Regional newspaper where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid / Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid / IssuePeriod not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper Business Standard , all editions of Hindi national newspaper Business Standard, where the registered office of the company is situated,each with wide circulation and also by indicating the change on the website of the BRLM.

b) During the Bid / Issue Period, Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities andit shall have the right to vet the Bids during the Bid / Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted inthe Specified Cities) to register their Bids.

c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band andspecify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder andwill not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder / Applicant at or above the Issue Price will be considered for allocation / Allotment and the rest of the Bid(s),irrespective of the Bid Amount, will become automatically invalid.

d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph ***"Bids at Different Price Levels and Revision of Bids".***

e) Except in relation to the Bids received from the Anchor Investors, the BRLM / the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for eachprice and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.

f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid / Issue Period i.e., one working day prior to the Bid / Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in "Escrow Mechanism - Terms of payment and payment into the Escrow Accounts" in the section "Issue Procedure" beginning on page no. 310 of this Red Herring Prospectus.

h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, asmentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.

i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bidsand shall not upload such Bids with the Stock Exchange.

j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidderon request.

k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal / failure of the Issue or until withdrawal / rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSBfor unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

## BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid / Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e., the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Placing bids on Cut-off price shall not be applicable/ available to any of the category of bidding

d) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

## PARTICIPATION BY ASSOCIATES / AFFILIATES OF BRLM AND THE SYNDICATE MEMBERS

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

## OPTION TO SUBSCRIBE IN THE ISSUE

a) As per Section 29(1) of the Companies Act, allotment of Equity Shares shall be made in dematerialized formonly. Investors will not have the option of getting allotment of specified securities in physical form.

b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in Demat segment only.

c) A single application from any investor shall not exceed the investment limit / minimum number of Equity Shares that can be held by him / her / it under the relevant regulations / statutory guidelines and applicable law.

## INFORMATION FOR THE BIDDERS

1. Our Company and the BRLM shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in the prescribed format.

2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

3. Copies of the Bid Cum Application Form along with Abridged Prospectus and copies of the Red Herring Prospectus will be available with the, the BRLM, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the website of the Stock Exchange.

4. Any Bidder who would like to obtain the Red Herring Prospectus and / or the Bid Cum Application Form can obtain the same from our Registered Office.

5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.

8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his / her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.

10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

## BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the ICDR Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the ICDR Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the ICDR Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds. However, effective December 1, 2025, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, of the Anchor Investor Portion, (i) 33.33%shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion (other than Anchor Investor Portion) ("Net QIB Portion").

4. Bidding for Anchor Investors will open one Working Day before the Bid / Issue Opening Date and be completed on the same day.

5. Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:

- where allocation in the Anchor Investor Portion is up to INR 200.00 Lakhs, maximum of 2 (two) Anchor Investors.

- where the allocation under the Anchor Investor Portion is more than INR 200.00 Lakhs but upto INR 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and

- where the allocation under the Anchor Investor portion is more than INR 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of INR 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of INR 100.00 Lakhs per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid / Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid / Issue Opening Date, through intimation to the Stock Exchange.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference

between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid / Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

10. There shall be a lock-in of 90 days on fifty per cent of the shares allotted to the anchor investors from the date of allotment, and a lock-in of 30 days on the remaining fifty per cent of the shares allotted to the anchor investors from the date of allotment.

11. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.

12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

**BIDS BY ELIGIBLE NRI'S**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External **("NRE")** accounts, or Foreign Currency Non-Resident **("FCNR")** ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary **("NRO")** accounts for the full Bid Amount, at the time of the submission ofthe Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

**BIDS BY FPI INCLUDING FII'S**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under

the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves theright to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued bySEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to rejectany Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue EquityShare capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holdingof FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. Theexisting individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPIis also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf ofit to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

## BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs,FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The Category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or schememanaged by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIFRegulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.
There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with othercategories for the purpose of allocation.

## BIDS BY HUFS

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Applicationis being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

## BIDS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bidcum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in wholeor in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated asmultiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

## BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basisand a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

## BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reasonthereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

## BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to rejectany Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed underthe Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forthbelow:

Equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

- The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

- The industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.
The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10%of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines andcirculars issued by IRDAI from time to time.

## BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs,Mutual Funds, insurance companies and provident funds with a minimum corpus of INR 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of INR 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and / or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. Inaddition to the above, certain additional documents are required to be submitted by the following entities:

With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.

a) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority,in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.

b) With respect to Bids made by provident funds with a minimum corpus of INR 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of INR 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Bid cum Application Form.

c) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must beattached to the Bid cum Application Form.

d) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders Our Company, the BRLM and the Syndicate Members arenot liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number ofEquity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

## BIDS BY PROVIDENT FUNDS / PENSION FUNDS

In case of Bids made by provident funds with minimum corpus of INR 25.00 Crore (subject to applicable law) and pension funds with minimum corpus of INR25.00 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

## BIDS BY BANKING COMPANY

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company withoutassigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks)Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non- financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a bankingcompany would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bankof India (Financial Services provided by Banks) Directions, 2016.

## BIDS BY SCSB'S

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

## ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue

shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.

2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. Thedispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

## ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) BIDDERS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the BRLM are not liablefor any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that theASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

## TERMS OF PAYMENT

The entire Issue price of INR [●] per share is payable on application. In case of allotment of lesser number of Equity Sharesthan the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to theBidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

## PAYMENT MECHANISM

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSBshall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Individual Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructionsto the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction.The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal / failure of theIssue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (ICDR) Regulations, all the investors applying in a public Issue shalluse only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank accountwhich will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No.

SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested tonote the following:

Our Company in consultation with the BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

a) In case of resident Anchor Investors: — "EVENTIONS LIMITED - ANCHOR INVESTOR – R "
b) In case of Non-Resident Anchor Investors: — "EVENTIONS LIMITED - ANCHOR INVESTOR – NR"
c) Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

## ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.

2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.

3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,

a) the applications accepted by them,
b) the applications uploaded by them
c) the applications accepted but not uploaded by them or
d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the BRLM nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to;

i. The applications accepted by any Designated Intermediaries
ii. The applications uploaded by any Designated Intermediaries or
iii. The applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the

BRLM on a regular basis.

6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

| Sr. No. | Details* |
|---|---|
| 1. | Symbol |
| 2. | Intermediary Code |
| 3. | Location Code |
| 4. | Application No. |
| 5. | Category |
| 6. | PAN |
| 7. | DP ID |
| 8. | Client ID |
| 9. | Quantity |
| 10. | Amount |

*(*)Stock Exchange shall uniformly prescribe character length for each of the above-mentioned fields.*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:

- Name of the Bidder;
- IPO Name:
- Bid Cum Application Form Number;
- Investor Category PAN (of First Bidder, if more than one Bidder);
- DP ID of the demat account of the Bidder;
- Client Identification Number of the demat account of the Bidder;
- Number of Equity Shares Applied for;
- Bank Account details;
- Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
- Bank account number.

8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non-Individual Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchange to use their network and software of the Online IPO system should

not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and / or the BRLM are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid / Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid / Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

## BUILD OF THE BOOK

a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid / Issue Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the website of the Stock Exchange may be made available at the Bidding centres during the Bid / Issue Period.

## WITHDRAWAL OF BIDS

a) Downward modification and cancellation shall not be applicable to any of the category of bidding.

b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

## PRICE DISCOVERY AND ALLOCATION

a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalise the Issue Price and the Anchor Investor Issue Price.

b) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.

e) In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

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

| Bid Quantity | Bid Amount (INR) | Cumulative Quantity | Subscription |
|---|---|---|---|
| 500 | 24 | 500 | 16.67% |
| 1,000 | 23 | 1,500 | 50.00% |
| 1,500 | 22 | 3,000 | 100.00% |
| 2,000 | 21 | 5,000 | 166.67% |
| 2,500 | 20 | 7,500 | 250.00% |

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

**SIGNING OF UNDERWRITING AGREEMENT AND REGISTERING OF RED HERRING PROSPECTUS / PROSPECTUS WITH ROC**

a) Our company has entered into an Underwriting Agreement dated September 22, 2026.

b) A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with ROC in terms of Section 26 & 32 of Companies Act.

**PRE-ISSUE AND PRICE BAND ADVERTISEMENT**

Subject to Section 30 of the Companies Act, our Company shall, after registering the Red Herring Prospectuswith the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the Pre-Issue and Price Band Advertisement, we shall state the Bid Opening Date and the Bid / Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI (ICDR) Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

**ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS**

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, inaddition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price.Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

## GENERAL INSTRUCTIONS

Please note that downward modification and cancellation shall not be applicable to any of the category of bidding.

Further, Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

**Do's:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Individual Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, Individual Bidders may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by IIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;

15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only.
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price;
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for more than 2 lots (for Applications by Individual Bidders)
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;

14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.
17. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

## OTHER INSTRUCTIONS FOR THE BIDDERS' JOINT BIDS

**Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form / Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appearsin the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

**Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

**Investor Grievance**

In case of any pre-issue or post issue related problems regarding demat credit / refund orders / unblocking etc. the Investors can contact the Compliance Officer of our Company.

**Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nominationregistered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

**Submission of Bids**

a) During the Bid / Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
b) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

## GROUNDS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply; however, LLP can apply in its own name.
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors (other than minors having valid Depository Account as per Demographic Details provided by Depositories), insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form
- ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Bid cum Application Form/Application Form
- Bids at Cut-off Price;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- The amounts mentioned in the Bid cum Application Form / Application Form does not tally with the amount payable for the value of the Equity Shares Bid / Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the RHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest / money order / postal order / cash / cheque / demand draft / pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid / Issue Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant 's identity (DP ID) and the beneficiary 's account numbers.
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act.
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form / Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock exchange
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form / Application Form. Bids not duly signed by the sole / First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

## BASIS OF ALLOCATION

- The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

- In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

## ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Individual Investors, Non-Institutional Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Individual Investor and Non-Institutional Investors will be Allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The issuer is required to receive a minimum subscription of 90% of the Fresh Issue. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

**Flow of Events from the closure of Bidding period (T day) till Allotment:**

1. On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
2. If RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
3. Third party confirmation of applications to be completed by SCSBs on T+1 day.
4. RTA prepares the list of final rejections and circulates the rejections list with BRLM/ Company for their review/ comments.
5. Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
6. The DSE, post verification approves the basis and generates drawl of lots wherever applicable, through a random number generation software.
7. The RTA uploads the drawal numbers in their system and generates the final list of allotees as per process mentioned below.

**Process for generating list of Allottees:**

Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of Allottees to Applicants in a category is 2:7 then the system will create lots of 7. If the drawl of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.

In categories where there is proportionate allotment, the RTA will prepare the proportionate working based on the oversubscription times.

In categories where there is undersubscription, the RTA will do full allotment for all valid applications.

On the basis of the above, the RTA will work out the allotees, partial allotees and non-allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

## BASIS OF ALLOTMENT

**a) For Individual Bidders**

Bids received from the Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. The minimum bid size for Individual Investor shall be two lots with minimum application size of above INR 2 lakhs. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on basis of draw of lots.

**b) For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Individual Investors shall be available for Allotment to Non-Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. Subject to the availability of shares in non-institutional investors' category, the allotment of specified securities to each non-institutional investor shall not be less than the minimum application size in non-institutional investor category, and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the provisions of SEBI (ICDR) Regulations. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on basis of draw of lots.

**c) For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders / Applicants may refer to the SEBI (ICDR) Regulations or RHP /Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for 5 % of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5 % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5 % of the QIB Portion.

- In the event that the aggregate demand from Mutual Funds is less than 5 % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.

- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below.

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, for the receipt of application of more than two lots for 95 % of the QIB Portion.

- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, subject to minimum of more than two lots, along with other QIB Bidders.

- Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis.

**d) ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;

ii. (i) 33.33%shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price.

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to INR 2 crores;

- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than INR 2 crores and up to INR 25 crores subject to minimum allotment of INR1 crores per such Anchor Investor; and

- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor AllocationPrice, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:

In the event of the Issue Being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

f) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Bidders in the category multiplied by number of Shares applied for).

g) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).

h) For Bids where the proportionate allotment works out to less than the minimum lot size the allotment will be made as follows:

- Each successful Bidder shall be allotted minimum two lots; and
- The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

i) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off and making the shares in the lot size determined that may results in the actual allotment being higher than the shares offered, the final allotment may be higher at thesole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this RHP.

Individual Investors means, Investors who have applied for the Equity Shares for a minimum application size of two lots wherein amount exceeds more than INR 2 lakhs (including HUFs applying through their Karta and Eligible NRIs).

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to BRLM and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

## ISSUANCE OF ALLOTMENT ADVICE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

3. The BRLM or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

4. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

## DESIGNATED DATE

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment / or letters of regret along with refund order or credit the allottedsecurities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid / Issue Closing Date.The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act or other applicable provisions, if any

## INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applicationsnot so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investorsto submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock exchange, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the website of NSE i.e., www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and DepositoryParticipants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01,2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the website of NSE i.e., www.nseindia.com.

## BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected. Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic detailsincluding address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide,upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## SUBMISSION OF BID CUM APPLICATION FORM

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foilor specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

## COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to theIssue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository AccountDetails, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

## DISPOSAL OF APPLICATION AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (Two) Working Days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 (Three) Working Days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) Working Days of the Issue Closing Date;

2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act and applicable law. Further, in accordance with Section 40 of the Companies Act, the Company and each officerin default may be punishable with fine and / or imprisonment in such a case.

## RIGHT TO REJECT APPLICATIONS

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

## IMPERSONATION

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 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."

## UNDERTAKINGS BY OUR COMPANY

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;

2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.

3. That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

4. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;

5. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

6. That our Promoters' contribution in full has already been brought in;

7. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;

8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;

9. If our Company does not proceed with the Issue after the Bid / Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid / Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

10. If our Company withdraws the Issue after the Bid / Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock Exchange / RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;

11. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI Regulations and applicable law for the delayed period.

## UTILIZATION OF ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1. All monies received out of the 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;

2. Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;

3. Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested;

4. Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue;

5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received; and

6. The BRLM undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

## EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed thefollowing tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

1. Tripartite Agreement dated May 28, 2025, between NSDL, our Company and Registrar to the Issue; and
2. Tripartite Agreement dated February 05, 2026, between CDSL, our Company and Registrar to the Issue.

The Company's equity shares bear an International Securities Identification Number INE20M201019**.**

# RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("FDI") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) ("DPIIT"), offer the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI offer by the DPIIT that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DPIIT offers an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of ecommerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post offer paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Offer. As per the existing policy of the Government of India, OCBs cannot participate in this offer. See "Issue Procedure" beginning on page 310.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), offer consolidates FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI offer by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP offers an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy offer and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See "Issue Procedure" beginning on page 310. Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 offer by the DPIIT and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-Debt Rules.

Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Issue Period.

**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 and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those Offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them**

## SECTION – VIII MAIN PROVISION OF ARTICLES OF ASSOCIATION

**THE COMPANIES ACT, 2013**

**COMPANY LIMITED BY SHARES**
**ARTICLES OF ASSOCIATION2**
**OF**
**EVENTIONS LIMITED**
**(The "Company" incorporated under the Companies Act, 2013)**

1. Applicability of Table F
a. The regulations contained in Table "F" in the Schedule I to the Companies Act, 2013, shall apply to the EVENTIONS LIMITED (the "Company") only in so far as the same are not provided for or are not inconsistent with these Articles.
b. The regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.

2. Definitions and Interpretation
A. Definitions
In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context.

a. "Act" means the Companies Act, 2013 along with the relevant Rules made there under, in force and any statutory amendment thereto or replacement thereof and including any circulars, notifications and clarifications issued by the relevant authority under the Companies Act, 2013 Reference to Act shall also include the Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980.

b. "Annual General Meeting" shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.

c. "Articles" shall mean these articles of association as adopted or as amended from time to time.

d. "Auditors" shall mean and include those persons appointed as such by the Company in terms of the provisions of the Companies Act, 2013.

e. "Board" or "Board of Directors" shall mean the collective board of directors of the Company, as duly called and constituted from time to time, in accordance with Law and the provisions of these Articles.

f. "Board Meeting" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

g. "Beneficial Owner" means the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996, as amended.

h. "Business Day" shall mean a day on which scheduled commercial banks are open for normal banking business;

i. "Capital" or "Share Capital" shall means the Equity Share Capital of any face value together with all rights, differential rights, obligations, title, interest and claim in such Shares and includes all subsequent issue of such Shares of whatever face value or description, bonus Shares, conversion Shares and Shares issued pursuant to a stock split or the exercise of any warrant, option or other convertible security of the Company.

j. "Chairman" shall mean such person as is nominated or appointed in accordance with Article 28 herein below.

k. "Companies Act, 1956" shall mean the Companies Act, 1956 (Act I of 1956), to the extent that such provisions have not been repealed or superseded by the Companies Act, 2013 or de-notified.

l. “Company” or “this Company” shall mean EVENTIONS LIMITED.

m. “Company Secretary” or “Secretary” means a Company Secretary as defined in clause (c) of subsection (1) of Section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by a Company to perform the functions of the Company Secretary under the Act.

n. “Committees” shall mean committee of the Board of Directors.

o. “Debenture(s)” means Debenture(s) as defined in sub-section (30) of Section 2 of the Act.

p. “Depositories Act” shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

q. Depository” means a depository as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996.

r. “Director” shall mean any director of the Company, including alternate directors, independent directors and nominee directors appointed in accordance with the Law and the provisions of these Articles.

s. “Dividend” shall include interim and final dividends.

t. “Equity Share Capital” means in relation to the Company, its Equity Share capital within the meaning of Section 43 of the Act, as amended from time to time.

u. “Equity Shares” shall mean fully paid-up equity shares of the Company having or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares of the Company.

v. “Executor” or “Administrator” shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorizing the holder thereof to negotiate or transfer the Shares or other Securities of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.

w. “Employee Stock Option” shall have the same meaning as provided under in sub-section (37) of Section 2 of the Act.

x. “Extraordinary General Meeting” shall mean an extraordinary general meeting of the holders of Equity Shares duly called, constituted and any adjourned holding thereof in accordance with the provisions of the Act.

y. “Financial Year” shall mean any fiscal year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year

z. “General Meeting” means any duly convened meeting of the Shareholders of the Company and includes an extra-ordinary general meeting.

aa. “Independent Director” means an independent director referred to in sub-section (6) of section 149 of the Act and applicable provisions of the SEBI Regulations.

bb. “Key Managerial Personnel (KMP)” shall mean the persons as defined in sub-section (51) of Section 2of the Act.

cc. “Law/Laws” shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, notifications, ordinances or orders of any governmental authority, Regulatory authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.

dd. “Memorandum” shall mean the Memorandum of Association of the Company, as amended from time to time.
ee. “Office” shall mean the Registered Office of the Company.

ff. Ordinary Resolution" shall have the meaning assigned to it in Section 114 of the Act.

gg. "Paid-up" shall include the capital credited as paid up.

hh. "Person" shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).

ii. "Postal Ballot" means voting by post or through any electronic mode as per the provisions of sub-section (65) of section 2 of the Act.

jj. "Register of Members" shall mean the register of members to be kept pursuant to Section 88 of the Act.

kk. "Registrar" shall mean the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated.

ll. "Rules" shall mean the rules made under the Act and as notified from time to time.

mm. "Seal" shall mean the common seal(s) of the Company, if any.

nn. "SEBI" shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992 and amendment made thereof.

oo. "SEBI Regulations" shall mean all the regulations, rules, circulars, notifications, orders, advisory including all forms of communication and amendments, modification or re-enactment to any thereof as applicable to the Company and issued by the SEBI, from time to time.

pp. "Securities" or "securities" shall mean the securities as defined in Securities Contracts (Regulation) Act, 1956 or any amendment as may be made from time to time.

qq. "Share" or "shares" shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

rr. "Shareholder" or "member" shall mean any shareholder of the Company, from time to time.

ss. "Shareholders' Meeting" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.

tt. "Stock Exchanges" shall mean the stock exchange where the Securities of the Company are listed.

uu. "Special Resolution" shall have the meaning assigned to it in Section 114 of the Act, as amended from time to time.

vv. "Tribunal" means the National Company Law Tribunal constituted under Section 408 of the Act.

ww. "Working Days" shall mean all days in a week except Sunday, Saturdays and other public holidays

B. Interpretation

In these Articles (unless the context requires otherwise):

a. References to a person shall, where the context permits, include such person's respective successors, legal heirs and permitted assigns.
b. In "Writing" and "Written" include printing, lithography and other modes of representing or reproducing words in a visible form including electronic mode as provided in the Information Technology Act, 2000 as amended from time to time.
c. Words importing persons shall include bodies corporate, corporations, companies, individuals, sole proprietorship, unincorporated association, unincorporated organization, association of persons, partnership, joint venture,

governmental authority, Hindu undivided family, trust, union, organization or any other entity that may be treated as a person under applicable Law (whether registered or not and whether or not having separate legal personality) and where the context permits, shall also include such person's respective successors, legal heirs and permitted assigns.

d. The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.
e. References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and sub-articles herein.
f. Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.
g. Wherever the words "include," "includes," or "including" is used in these Articles, such words shall be deemed to be followed by the words "without limitation".
h. The terms "hereof", "herein", "hereto", "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise
i. Reference to statutory provisions shall be construed to include reference to any rules, regulations or other subordinate legislation made under the statute and shall, unless the context otherwise requires and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.
j. Any reference to an agreement or other document shall be construed to mean a reference to the agreement or other document, as amended or novated from time to time.
k. In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

| Article No. | Title | Content |
|---|---|---|
| 3 | Expressions in the Act and these Articles | Save as aforesaid, any words or expressions defined in the Act or the Depositories Act or the SEBI Regulations (as applicable), shall, as the case may be, if not inconsistent with the subject or context, bear the same meaning in these Articles. |
| 4A | Share capital and variation of rights | a) The authorised Share Capital of the Company shall be such amount and be divided into such shares as may be defined from time to time, be provided in Clause 5 of the Memorandum of Association of the Company as altered from time to time, with such rights, privileges and conditions respectively attached thereto as may be from time to time and the Company may reclassify, subdivide, consolidate and increase the Share Capital from time to time, as may be thought fit, and upon the subdivision of Shares, apportion the right to participate in profits in any manner as between the Shares resulting from the subdivision.<br>b) The Company has the power, from time to time, to increase or reduce its subscribed, authorised, issued and paid-up Share Capital, in accordance with the provisions of the Act, applicable Laws and these Articles.<br>c) The Share Capital of the Company may be classified into Shares with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time.<br>d) The Board may, subject to the relevant provisions of the Act and these Articles, allot and issue Shares as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or in respect of an acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any Shares which may be so allotted may be issued as fully/partly Paid-up Shares and if so issued shall be deemed as fully/partly Paid-up Shares.<br>e) Except so far as otherwise provided by the conditions of issue or by these Articles, any Share Capital raised by the creation of new Shares, shall be considered as part of the existing Share Capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise. |

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| | | f) Any application signed by or on behalf of an applicant for Shares in the Company, followed by an allotment of any Shares therein, shall be an acceptance of Shares within the meaning of these Articles and every person who thus or otherwise accepts any Shares and whose name is on the Register of Members, shall for the purposes of these Articles, be a Shareholder.<br>g) The money, (if any), which the Board shall, on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them, shall immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly. |
| 4B | Share at the disposal of the Directors | a. Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with section 53 of the Act) at such time as they may, from time to time, think fit to give to any person or persons the option or right to call for any shares either at par or premium or at a discount subject to the provisions of the Act during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid up shares.<br>Provided that option or right to call shares shall not be given to any person or persons without the sanction of the Company in General Meeting.<br>Subject to applicable Law, the Directors are hereby authorised to issue Equity Shares or Debentures (whether or not convertible into Equity Shares) for offer and allotment to such of the officers, employees and workers of the Company as the Directors may decide or the trustees of such trust as may be set up for the benefit of the officers, employees and workers in accordance with the terms and conditions of such scheme, plan or proposal as the Directors may formulate. Subject to the consent of the Stock Exchanges and SEBI, the Directors may impose the condition that the shares in or debentures of the Company so allotted shall not be transferable for a specified period.<br>b. If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.<br>c. Every Shareholder, or his heirs, Executors, or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof. |
| 4C | Further issue of Share Capital | a. Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered<br>i. to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid-up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:<br>1. 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 the day as may be prescribed under law and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined; |

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| | | 2. 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 Article 4(C)(a) (i) above shall contain a statement of this right;<br>3. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company<br>ii. to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or<br>ii. to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in sub-articles (i) or Article (ii) above, either for cash or for a consideration other than cash at a price determined in the manner provided under the regulations issued by SEBI in this regard.<br>b. Nothing in (a) shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the Company<br>Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.<br><br>c. Notwithstanding anything contained in sub section (b), where any debentures have been issued or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.<br>Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.<br>d. In determining the terms and conditions of conversion under clause (c) above, the Government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.<br>e. Where the Government has, by an order made under clause (c), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under clause (c) or where such appeal has been dismissed, the Memorandum of Association of the Company shall, where such or der has the effect of increasing the authorized Share Capital of the Company, be altered an d the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into. |
| 5 | Preference Shares | The Company, subject to the applicable provisions of the Act, shall have the power to issue on a cumulative or noncumulative basis, preference shares in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit. |

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| 6. | Brokerage & Underwriting | a. Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.<br>b. The Company may also, on any issue of shares or Debentures, pay such reasonable brokerage as may be lawful. |
| 7 | A. Company's Lien on shares/ Debentures | a. The Company shall have a first and paramount lien upon all the Shares/Debentures (other than fully paid-up Shares/Debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all 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 and such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/Debentures. Unless otherwise agreed the registration of a transfer of Shares/Debentures shall operate as a waiver of the Company's lien, if any, on such Shares/Debentures. The Directors may at any time declare any Shares/Debentures wholly or in part to be exempt from the provisions or this clause.<br>b. For the purposes of enforcing such a lien, the Board may sell such partly Paid-up shares, subject thereto in such manner as the Board shall think fit, and for that purpose may cause to be issued, a duplicate certificate in respect of such shares and may authorise one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to said shares be affected by any irregularity or invalidity in the proceedings in reference to the sale of such shares;<br>Provided that no sale of such Shares shall be made:<br>i.unless a sum in respect of which the lien exists is presently payable; or<br>i.until the expiration of 14 (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.<br>The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. 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. The fully paid Shares shall be free from all lien and that in the case of partly paid Shares, the Company's lien, if any, shall be restricted to monies called or payable at a fixed time in respect of such shares<br>c. No Shareholder shall exercise any voting right in respect of any shares or Debentures registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.<br>Subject to the Act and these Articles, the right of lien under this Article 7 shall extend to other Securities |
| 8 | Calls | a. Subject to the provisions of Section 49 of the Act, the terms on which any shares may have been issued and allotted, the Board may, from time to time, by a resolution passed at a meeting of the Board, make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by instalments. Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in the General Meeting.<br>b. 14 (fourteen) days' notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place |

of payment, provided that before the time for payment of such call, the Board may revoke or postpone the same.

c. The call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date as shall be fixed by the Board.

d. The joint holder of a share shall be jointly and severally liable to pay all instalments and calls due in respect thereof.

e. The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.

f. If any Shareholder or allottee fails to pay the whole or any part of any call or instalment, due from him on the day appointed for payment t hereof, or any such extension thereof, he shall be liable to pay interest on the same from the day appointed for the payment to the time of actual payment at 10 (ten) per cent per annum or such lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder and the Board shall be at liberty to waive payment of such interest either wholly or in part.

g. Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by instalments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

h. On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt and the same shall be recovered by the Company against the Shareholder or his representative from whom it is ought to be recovered, unless it shall be proved, on behalf of such Shareholder or his representatives against the Company that the name of such Shareholder was improperly inserted in the Register of Members or that the money sought to be recovered has actually been paid.

i. The Company may enforce a forfeiture of shares under Article 11 below notwithstanding the following : (i) a judgment or a decree in favour of the Company for calls or other money due in respect of any share; (ii) part payment or satisfaction of any calls or money due in respect of any such judgement or decree; (iii) the receipt by the Company of a portion of any money which shall be due from any Shareholder to the Company in respect of his shares; and (iv) any indulgence granted by the Company in respect of the payment of any such money.

j. The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the

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| | | amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board may agree upon; provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. Provided always that if at any time after the payment of any such money the rate of interest so agreed to be paid to any such Member appears to the Board to be excessive, it shall be lawful for the Board from time to time to repay to such Member so much of such money as shall then exceed the amount of the calls made upon such shares in the manner determined by the Board. Provided also that if at any time after the payment of any money so paid in advance, the Company shall go into liquidation, either voluntary or otherwise, before the full amount of the money so advanced shall have become due by the members to the Company, on instalments or calls, or in any other manner, the maker of such advance shall be entitled (as between himself and the other Members) to receive back from the Company the full balance of such moneys rightly due to him by the Company in priority to any payment to members on account of capital, in accordance with and subject to the provisions of the Act.<br>k. No Shareholder shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable<br>l. The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company. |
| 9 | Transfer and Transmission of shares | a. The Company shall record in the Register of Members fairly and distinctly particulars of every transfer or transmission of any share, Debenture or other Security held in a material form.<br>b. There shall be a common form of transfer in accordance with Act and rules made thereunder.<br>c. Subject to provisions of the Act, Depositories Act and other applicable laws, transfer or transmission, as the case may be, of Shares in the Company shall only be allowed in dematerialized form.<br>d. Subject to the provisions of the Act, a person entitled to a share by transmission shall, subject to the right of the Board to retain such Dividends as hereinafter provided in these Articles be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the shares.<br>e. The Board shall have power on giving not less than 7 (seven) days prior notice or such lesser period as may be specified by SEBI, by advertisement in a vernacular newspaper and in an English newspaper in the city, town or village in which the Office of the Company is situated and by publishing a notice on the website of the Company, to close the transfer books, the Register of Members and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.<br>f. Subject to the provisions of Sections 58 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to issue the letter of confirmation in case of transmission by operation of law of the right to, any Securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the intimation of such transmission, was delivered to the Company, send a notice of refusal to the person giving notice of such transmission, giving reasons for such refusal.<br>Provided that the issuance of letter of confirmation shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.<br>g. In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder(s) recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the |

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| | | estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person.<br>g. Subject to applicable Laws, the Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint- holders) or his nominee(s), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India.<br>g. Subject to the provisions of Articles , the Act and other applicable Laws, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, be registered himself as the holder of the shares after obtaining necessary letter of confirmation.<br>g. A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.<br>g. The provision of these Articles shall be subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of Law to other Securities of the Company. |
| 10 | Dematerialisation of Securities | a. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.<br>b. Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned, and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.<br>c. If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.<br>d. Securities in Depositories to be in fungible form:<br>All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners<br>e. Rights of Depositories & Beneficial Owners:<br>i.Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.<br>i.Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it. |

i.Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.

v.The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

f. Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them, subject to these Articles.

f. Register and Index of Beneficial Owners:
The Company shall cause to be kept a register and index of members with details of Shares and Debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.
The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

h. Cancellation of Certificates upon surrender by Person
Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

i. Service of Documents:
Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

j. Allotment of Securities dealt with in a Depository: Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

j. Certificate Number and other details of Securities in Depository: Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

j. Provisions of Articles to apply to Shares held in Depository: Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

j. Depository to furnish information: Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

j. Option to opt out in respect of any such Security:

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| | | Subject to compliance with applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfilment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.<br>o. Overriding effect of this Article:<br><br>Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Articles.<br>p. Notwithstanding anything contained in these Articles, the Company shall subject to applicable Law be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.<br>p. Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned, and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.<br>p. If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.<br>p. Securities in Depositories to be in fungible form:<br>All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners<br>t. Rights of Depositories & Beneficial Owners:<br>i. Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.<br>i. Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.<br>i. Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.<br>/. The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.<br>u. Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them, subject to these Articles.<br>u. Register and Index of Beneficial Owners: |

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| | | The Company shall cause to be kept a register and index of members with details of Shares and Debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.<br>The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.<br>w. Cancellation of Certificates upon surrender by Person<br>Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.<br>x. Service of Documents:<br>Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.<br>y. Allotment of Securities dealt with in a Depository: Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.<br>y. Certificate Number and other details of Securities in Depository: Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.<br>y. Provisions of Articles to apply to Shares held in Depository: Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.<br>y. Depository to furnish information: Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.<br>y. Option to opt out in respect of any such Security:<br>Subject to compliance with applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfilment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.<br>dd. Overriding effect of this Article:<br>Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Articles |
| 11 | Forfeiture of Shares | a. If any member fails to pay any call or instalment of a call or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or instalment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to such Shareholder or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment. |

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| | | b. The notice shall name a day, (not being less than 14 (fourteen) days from the date of service of notice), and a place or places on or before which such call or instalment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or instalment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or instalment is payable, will be liable to be forfeited.<br>c. If the requirements of any such notice as aforesaid are not be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, instalments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act.<br>d. When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.<br>e. Any share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit.<br>f. Any Shareholder whose shares have been forfeited shall, cease to be a shareholder of the Company and notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, instalments, interest and expenses and other money owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture.<br>g. The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.<br>h. A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares.<br>i. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some Person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.<br>j. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto. |

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| | | k. The Board may, at any time, before any share so forfeited shall have been sold, re- allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.<br>l. The Directors may subject to the provisions of the Act, accept a surrender of any share certificates from or by any Shareholder desirous of surrendering them on such terms as the Directors think fit. |
| 12 | Alteration of Share Capital | Subject to these Articles and Section 61 of the Act, the Company may from time to time, by an Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows, that is to say, it may:<br>a. increase its Share Capital by such amount as it thinks expedient;<br>b. consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares:<br>c. Provided that no consolidation and division which results in changes in the voting percentage of Shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;<br>d. convert all or any of its fully Paid-up shares into stock, and reconvert that stock into fully Paid-up shares of any denomination;<br>e. subdivide its existing Shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and<br>f. cancel its Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. Cancellation of shares in pursuance of this Article shall not be deemed to be reduction of Share Capital within the meaning of the Act. |
| 13 | Reduction of Share Capital | The Company may, subject to the applicable provisions of the Act and applicable SEBI Regulations, from time to time by a Special Resolution, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted |
| 14 | Power of Company to purchase its own securities | Pursuant to a resolution of the Board or a Special Resolution of the Shareholders, as required under the Act, the Company may purchase its own Equity Shares or other Securities, as may be specified by the Act read with Rules made there under from time to time, by way of a buy- back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Buy Back Rules and subject to compliance with the applicable Laws out of (i) its free reserves; or (ii) the securities premium account; or (iii) the proceeds of the issue of any Shares or other specified securities or (iv) otherwise specified by the law for the time being in force |
| 15 | Power to modify rights | a. Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may be varied, subject to the provisions of Section 48 of the Act and applicable Laws, and whether or not the Company is being wound up, be varied provided the same is affected with consent in writing of the holders of not less than three-fourths of the issued shares of that class or by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class.<br>b. To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.<br>The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith. |

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| 16 | Registers to be maintained by the Company | a. The Company shall keep and maintain at its registered office or such other place as may be allowed under the Act and the Rules, all statutory registers (as and when required) namely, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of contracts and arrangements etc., minutes book of General Meeting , for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.<br>b. The registers and documents referred to in (a) and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all Working Days, other than Saturdays, at the registered office of the Company or any other place where the register ,documents or copies of the annual return are kept in the manner as prescribed under the Act and the Rules, by the persons entitled thereto under the Act and Rules, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.<br>c. Copy or extract of the registers and documents referred to in (a) and copies of annual return, if allowed under the Act or the Rules, can be obtained from the registered office of the Company or any other place where the register, documents or copies of the annual return are kept in the manner as prescribed under the Act and the Rules by the persons entitled thereto, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.<br>d. The foreign register (if any) shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.<br>e. The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.<br>f. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board. |
| 17 | Shares and Share certificates | a. The Company shall issue, re-issue and issue share certificate, as the case may be in accordance with the provisions of the Act and other applicable Laws.<br>b. The Company shall be entitled to dematerialise its existing Shares, rematerialize its Shares held in the depository and/or to offer its fresh shares in a dematerialised form pursuant to the Depositories Act, and the regulations framed there under, if any.<br>c. The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.<br>d. When a new share certificate has been issued in pursuance of these Articles, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.<br>e. All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine–numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.<br>f. The Secretary of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub article (e) of this Article.<br>g. All books referred to in sub-article (f) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.<br>h. If any Shares stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or |

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| | | bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the transfer of shares, be deemed the sole holder thereof, but the joint holders of such Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such Shares, and for all incidents thereof according to these Articles.<br>i. Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of such Equity Shares or whose name appears as the beneficial owner of such Equity Shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interest in such Equity Shares on the part of any other Person whether or not such Shareholder shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any Equity Shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them. The Company shall not be bound to register more than 3 (three) persons as the joint holders of any share except in the case of executors or trustees of a deceased member |
| 18 | Nomination by securities holders | a. Every holder of Securities of the Company holding the Securities in physical form may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.<br>b. Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014 or rules issued under the Depositories Act, a Person as their nominee in whom all the rights in the Securities of the Company shall vest in the event of death of all the joint holders.<br>c. Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.<br>d. Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.<br>e. The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 |
| 19 | Borrowing Powers | a. Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion, by resolution passed at the meeting of a Board, shall:<br>i.accept or renew deposits from Shareholders;<br>i.borrow money by way of issuance of Debentures;<br>i.borrow money otherwise than on Debentures;<br>v.accept deposits from Shareholders either in advance of calls or otherwise; and generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company, its free reserves and |

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| | | securities premium, the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting<br>Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board (not by circular resolution) shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture–stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company (including its uncalled Capital), both present and future. and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.<br>Subject to the applicable provisions of the Act and these Articles, any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, drawing, attending (but not voting) at the General Meeting, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.<br>The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board. Company shall have the power to keep in any state or country outside India a branch register of debenture holders resident in that state or country<br>Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.<br>The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company |
| 20 | Conversion of shares into stock and reconversion | a. The Company in general meeting may, by Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.<br>b. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privileges or advantages, (except participation in the Dividends and profits of the Company and in the assets on winding-up), shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.<br>c. Where the shares are converted into stock, such provisions of these Articles as are applicable to paid-up shares shall apply to stock and the words |

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| | | "share" and "shareholder" in those regulations shall include "stock" and "stock -holder" respectively |
| 21 | Capitalisation of Profits | The Company in General Meeting may, upon the recommendation of the Board, may resolve:<br>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 accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution, and<br>b. that such sum be accordingly set free from distribution in the manner specified herein below in sub-article (c) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.<br>c. The sum aforesaid shall not be paid in cash but shall be applied either in or towards:<br>i. paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively;<br>i. paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or<br>i. partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii).<br>A securities premium account may be applied as per Section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders of the Company as fully paid bonus shares |
| 22 | Resolution for capitalisation of Reserves and issue of fractional certificate | a. The Board shall give effect to a Resolution passed by the Company in pursuance of this Article 21.<br>b. Whenever such a Resolution as aforesaid shall have been passed, the Board shall:<br>i. make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and<br>i. generally do all acts and things required to give effect thereto.<br>c. The Board shall have full power:<br>i. to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of Shares or Debentures becoming distributable in fraction; and<br>i. to authorize any person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further Shares or Debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.<br>d. Any agreement made under such authority shall be effective and binding on all such shareholders. |
| 23 | Annual General Meeting | In accordance with the provisions of Section 96 of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, subject to the provisions of the Act, not more than 15 (fifteen) months' gap shall elapse between the dates of two consecutive Annual General Meetings. |
| 24 | Venue, Day and Time for holding Annual General Meeting | a. Every Annual General Meeting shall be called during business hours as specified under the Act or Rules on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting. |

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| | | b. Every Shareholder of the Company shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. |
| 25 | Notice of General Meetings | a. Number of days' notice of General Meeting to be given: As per the provisions of section 101 of the Act, a General Meeting of the Company may be called by giving not less than 21 (twenty-one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served and the date of meeting. However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode, in case of annual general meeting, by not less than 95 (ninety-five) percent of the Shareholders entitled to vote at that meeting and in case of any other general meeting, by members of the Company holding, majority in number of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the Company as gives a right to vote at the meeting.<br>The notice of every meeting shall be given to:<br>i. Every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company,<br>ii. Auditor or Auditors of the Company,<br>iii. All Directors and<br>iv. Such other persons as required under the Act<br>The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.<br>b. Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under Section 102 of the Act.<br>b. Resolution requiring Special Notice: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by Section 115 of the Act.<br>b. Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.<br>b. Notice when not necessary: Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.<br>b. The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014 |
| 26 | Requisition of Extraordinary General Meeting | a. The Board may, whenever it thinks fit, call an Extraordinary General Meeting or it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.<br>b. Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.<br>c. Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty -one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of |

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| | | them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.<br>d. Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.<br>e. No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.<br>f. The Extraordinary General Meeting called under this Article shall be subject to and in accordance with the provisions under the Act read with the Companies (Management and Administration) Rules, 2014. |
| 27 | No Business to be transacted in General Meeting if Quorum is not present | The quorum for the General Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the meeting if convened by or upon the requisition of Members, shall stand dissolved but in case of any other General Meeting shall be adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day at such other time and place as the Board may determine and the agenda for the adjourned General Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called. |
| 28 | Chairman | As per the provisions of section 104 of the Act the Chairman of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the Chair, then the Shareholders present shall elect one of their members to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant |
| 29 | Chairman can adjourn the General Meeting | The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office of the Company is situate but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. |
| 30 | Demand or Poll | a. At any General Meeting, a resolution put to the vote of the General Meeting shall, unless voting is carried out electronically, be decided by way of show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.<br>b. In the case of equal votes, the Chairman shall have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.<br>c. If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the city, town or village in which the Office of the Company is situate and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result |

of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.

d. Where a poll is to be taken, the Chairman of the meeting shall appoint such number of scrutinizers as prescribed under the Act and Rules to scrutinise the votes given on the poll and to report thereon to him. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause.

e. Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith.

f. The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

g. A Shareholder may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument) or (ii) for any adjournment thereof or (iii) it may appoint a proxy for the purposes of every meeting of the Company, or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.

h. A Shareholder present by proxy shall be entitled to vote only on a poll.

i. Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out under Section 105 and other provisions of the Act and in the Companies (Management and Administration) Rules, 2014.

j. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office before the meeting.

k. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

l. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll.

i.The Company shall cause minutes of the proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.

i.The book containing the Minutes of proceedings of General Meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge.

All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any, shall be decided by a majority vote

m. Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy).

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| | | m. The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, applicable SEBI Regulations or any other Law, if applicable to the Company. |
| 31. | Directors | a. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the applicable SEBI Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.<br>b. Subject to Article 32(a), Sections 149, 152 and 164 of the Act and other provisions of the Act, the Company may increase or reduce the number of Directors.<br>c. The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another qualified Director. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.<br>d. At least one Director shall reside in India for a total period of not less than 182 (one hundred and eighty-two) days or for such number of days as may be notified by the Government from time to time in each Financial Year |
| 32 | Chairman of the Board of Directors | a. The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.<br>b. If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman. |
| 33. | Appointment of Alternate Directors | Subject to Section 161 of the Act, the Board shall be entitled to nominate an alternate director to act for a director of the Company during such director's absence for a period of not less than 3 (three) months from India. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "the Original Director") (subject to such person being acceptable to the Chairman) during the Original Director's absence. An Alternate Director appointed under this Article 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 office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director |
| 34. | Casual Vacancy and Additional Directors | Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 31. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act. |
| 35 | Debenture Directors | If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. |

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| | | A Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company, but shall automatically cease and vacate office as a Director if and when the Debentures are fully discharged |
| 36 | Independent Directors | The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed SEBI Regulations. |
| 37 | Nominee Directors | The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any Law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government Company. |
| 38 | Period of holding of office by Nominee Directors | The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds or continues to hold Debentures/shares in the Company as a result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the guarantee is outstanding or pursuant to any private arrangement between the Company and institution and the Nominee Director/s so appointed in exercise of the said powers shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/ shares in the Company or on the satisfaction of liability of the Company arising out of any guarantee furnished by the Corporation. |
| 39 | Appointment of Special Directors | On behalf of the Company, whenever Directors enter into a contract with any Government, Central, State or Local, any Bank or Financial institution or any person or persons (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or entering into any other arrangement whatsoever the Directors shall have, subject to the provisions of Section 152 of the Act, the power to agree that such appointer shall have right to appoint or nominate by notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place and also fill in any vacancy which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with the appointer. |
| 40 | No Qualification Shares for Directors | A Director shall not be required to hold any qualification shares of the Company |
| 41 | Remuneration of Directors | a. Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole-time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act. |

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| | | b. Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board or any Committee thereof attended by him or remuneration in form of commission or fixed fees in accordance with the applicable provisions of the Act and the Rules.<br>c. The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Act.<br>d. All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board subject to Section 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options. |
| 42 | Special remuneration for extra services rendered by a Director | If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act. |
| 43 | Miscellaneous expenses of Directors | In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the Company. The rules in this regard may be framed by the Board of Directors from time to time. |
| 44 | Continuing Directors | The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 31 hereof, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose. |
| 45 | Disqualification and Vacation of office by a Director | a. A person shall not be eligible for appointment as a Director of the Company if he incurs any of the disqualifications as set out in section 164 and other relevant provisions of the Act. Further, on and after being appointed as a Director and subject to the provisions of the Act, the office of a Director shall ipso facto be vacated on the occurrence of any of the circumstances under section 167 and other relevant provisions of the Act.<br>b. Subject to the applicable provisions of the Act, the resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later. |
| 46 | Retirement of Directors by rotation | a. At every Annual General Meeting of the Company, one third of such of the Directors as are liable to retire by rotation in accordance with section 152 of the Act (excluding Independent Directors), or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re- election.<br>b. The Directors to retire by rotation shall be those who have been longest in office since their last appointment but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Provided that and to the extent permissible under the Act and subject to the terms and condition of the appointment, the Managing Director, Joint Managing Director, Deputy Managing |

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| | | Director, Manager, Independent Directors and Whole-Time Director(s) appointed or such other directors nominated pursuant to Articles 35 and 37 hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article. |
| 47 | Managing Director(s) / Whole Time Director(s) / Executive Director(s) / Manager | a. Subject to the provisions of Section 203 of the Act and other applicable provisions of the Act and of these Articles, the Board may appoint from time to time one or more of their Directors to be the Managing Director or Joint Managing Director or Whole Time Director or Deputy Managing Director or Manager of the Company on such terms and on such remuneration (in any manner, subject to it being permissible under the Act) as the Board may think fit in accordance with the applicable provisions of the Act and the Rules thereunder. Subject to the provisions of the Act, the Managing Director or Joint Managing Director or Wholetime Director or Deputy Managing Director or Manager of the Company so appointed by the Board shall not while holding that office, be subject to retirement by rotation or taken into account in determining the rotation of retirement of directors unless otherwise provided in the terms and conditions of their appointment, but their office shall be subject to determination ipso facto if they cease from any cause to be a director or if the Company in General Meeting resolve that their tenure of the office of Managing Director or Joint Managing Director or Wholetime Director or Deputy Managing Director or Manager be so determined.<br>b. Subject to the approval of the Board of Directors of the Company, the Chairman of the Board of Directors of the Company can hold the position of the Managing Director and / or the Chief Executive Officer of the Company at the same time |
| 48 | Power and duties of Managing Director(s)/ Whole Time Director(s) / Executive Director(s)/ Manager | Subject to the provisions of the Act, the Directors, may from time to time entrust and confer upon a Managing Director, whole time director(s), executive director(s) or managers for the time being such of the powers exercisable upon such terms and conditions and with such restrictions as they may think fit either collaterally with or to the exclusion of and in substitution for all or any of their own powers and from time-to-time revoke, withdraw, alter or vary ail or any of such powers. |
| 49 | Power to be exercised by the Board only by meeting | Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board:<br>a. to make calls on Shareholders in respect of money unpaid on their shares;<br>b. to authorise buy-back of securities under Section 68 of the Act;<br>c. to issue securities, including debentures, whether in or outside India;<br>d. to borrow money(ies);<br>e. to invest the funds of the Company;<br>f. to grant loans or give guarantee or provide security in respect of loans; and<br>g. any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 and the applicable SEBI Regulations to be exercised by the Board only by resolutions passed at the meeting of the Board.<br>The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub clauses (d) to (f) above. In respect of dealings between the Company and its bankers the exercise by the Company of the powers specified in clause (d) shall mean the arrangement made by the Company with its bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day to day operation on overdraft, cash credit or other accounts by means of which the arrangement so made is actually availed of.<br>The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the restrictions on the powers of the Board under section 180 of the Act. |

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| 50 | Proceedings of the Board of Directors | a. At least 4 (four) Board Meetings shall be held in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings.<br>b. The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio-visual means, as may be prescribed under the Act, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio-visual means. Any meeting of the Board held through video conferencing or other audio-visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.<br>c. The Secretary, as directed by a Director, or any other Director shall, as and when directed by the Chairman or a Director convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.<br>d. At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any urgent matters as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one Independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances.<br>e. At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting. |
| 51 | Quorum for Board Meeting | a. Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength or two directors, whichever is higher, and the presence of Directors by video conferencing or by other audio-visual means shall also be counted for the purposes of calculating quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two- thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested present at the meeting being not less than two, shall be the quorum during such meeting.<br>b. If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to such other time as may be fixed by the Chairman. |
| 52 | Casting Vote | Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote. No regulation made by the Company in General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made. |
| 53 | Powers of the Board | Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law:<br>a. The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the Memorandum and Articles of association of the Company. |

b. The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

Provided that the Board shall not, except with the consent of the Company by a Special Resolution: -

i.Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The term 'undertaking' and the expression 'substantially the whole of the undertaking' shall have the meaning ascribed to them under the provisions of Section 180 of the Act;

i.Remit, or give time for repayment of, any debt due by a Director;

i.Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and

v.Borrow money(ies) where the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of businesses), will exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium account.

c. Certain Powers of the Board

Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article and other provisions of the Act, it is hereby declared that the Directors shall have the following powers, that is to say, power:

i.To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.

i.Payment out of Capital: To pay and charge to the capital account of the company any commission or interest lawfully payable thereout under the provisions of Sections 40(6) of the Act,

i.To acquire property: Subject to Sections 179 and 188 of the Act to purchase or otherwise acquire for the Company any property, rights, privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they think fit, and in any such purchases or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory,

v.To pay for property, etc.: At their discretion and subject to the provisions of the Act, to pay for any property, rights, or privileges acquired or services rendered in the Company either wholly or partially, in cash or in shares, bonds, debentures, mortgages, or other securities of the such amount credited as paid up thereon as may be agreed upon and any such bonds; debentures, mortgages or other securities may be either, specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

v.To secure contracts: To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.

i.To accept surrender of shares: To accept from any member, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.

i.To appoint Trustees: To appoint any person to accept and to hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes; and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.

i.To bring and defend actions: To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company or its officers or otherwise payment or satisfaction of any debts due, and of any claims or demands by or

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| | | against the Company, and to refer any differences to arbitration, and observe and perform any awards made thereon.<br>k.To act in insolvency matters: To act on behalf of the Company in all matters relating to bankrupts and insolvents.<br>k.To give receipts: To make and give receipts, releases and other discharges for moneys payable to the Company, and for the claims and demands of the Company.<br>i.To invest moneys: Subject to the provisions of Sections 179, 180 (1) (c), 185, and 186 of the Act, to invest, deposit and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being shares of this Company), or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.<br>i.To provide for Personal Liabilities: To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety; for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit; and any such mortgage may contain a power of sale, and such other powers, provisions, covenants and agreements as shall be agreed upon.<br>i.To authorise acceptances: To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give necessary authority for such purpose.<br>/.To distribute bonus: To distribute by way of bonus amongst the staff of the Company a share in the profits of the Company, and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expenses of the Company.<br>/.To provide for welfare of employees: To provide for the welfare of Directors or Ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependants or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of moneys, pensions, gratuities, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to provident and other associations, institutions or funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and subject to the provisions of Section 180 of the Act. To subscribe or contribute or otherwise to assist or to guarantee money to any charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation, or of public and general utility or otherwise.<br>i.To create reserve fund : Before recommending any dividend to set aside, out of the profits of the Company such sums as they may think proper for depreciation or to a Depreciation Fund or to an Insurance Fund or as a Reserve Fund or Sinking Fund or any special fund to meet contingencies or to repay debentures or debenture-stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause), as the Board may in their absolute discretion think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion, think, conducive to the interest of the company notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the company might rightly be applied or |

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| | | expended, and to divide the reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund and with full power to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the company or in the purchase or repayment of debentures or debenture- stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper. |
| 54 | Committees and delegation by the Board | a. The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the applicable SEBI Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.<br>b. Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time-to-time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.<br>c. The meetings and proceedings of any such Committee of the Board consisting of more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article. |
| 55 | Acts of Board or Committee valid notwithstanding informal appointment | All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated |
| 56 | Passing of resolution by circulation | a. No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution |

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| | | under circulation must be decided at a meeting, the Chairman shall put the resolution to be decided at a meeting of the Board.<br>b. A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and be recorded in the minutes of such meeting. |
| 57 | Minutes of the proceedings of the meeting of the Board | a. The Company shall prepare, circulate and maintain minutes of each Board Meeting in accordance with the Act and Rules and such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.<br>b. The minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 1 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the Central Government and applicable provisions of the Act and Law. |
| 58 | The Secretary | Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as the Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him/ her by the Board. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company. |
| 59 | Seal | a. The Board may provide a Seal of the Company, and shall have power from time to time to substitute or destroy the same and substitute a new Seal in lieu thereof.<br>b. Subject to Article 59 (a), the Board may, if a Seal is required to be affixed on any instrument, affix the Seal of the Company, to any instrument by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least 2 (two) Directors and of the Secretary or such other person as the Board may appoint for the purpose; and those 2 (two) Directors and the Secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence. |
| 60 | Dividend | a. The profits of the Company, subject to any special rights relating thereto being created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment.<br>b. Subject to the provisions of Section 123 of the Act, the Company in General Meeting may declare Dividends, to be paid to Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof.<br>c. No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with the provisions of the Act and remaining undistributed, or out of both, and provided that the declaration of the Board as to the amount of the net profits shall be conclusive. |

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| | | d. Subject to Section 123, the Board may, from time to time, pay to the Shareholders such interim Dividend as in their judgment the position of the Company justifies.<br>e. Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend.<br>f.<br>i.Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so long as nothing is paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares.<br>i.No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this Article as paid on shares.<br>i.All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid, but if any shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly.<br>g. Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him.<br>g. Any one of several Persons who are registered as the joint -holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money(ies) payable in respect of such shares.<br>g. Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his Share(s), whilst any money may be due or owing from him to the Company in respect of such Share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.<br>g. Subject to Section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.<br>g. No unpaid Dividend shall bear interest as against the Company. |
| 61 | Unpaid or Unclaimed Dividend | a. Subject to the provisions of the Act, if the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank.<br>b. Subject to provisions of the Act, any money so 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 to the Fund established under sub-section (1) of Section 125 of the Act, viz. “Investors Education and Protection Fund”.<br>c. Subject to the provisions of the Act, no unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law. |
| 62 | Accounts and Board’s Report | a. The Company shall prepare and keep the books of accounts or other relevant books and papers and financial statements for every Financial Year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, in accordance with the Act, Rules and as required under applicable Law.<br>b. In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a ‘Board’s report’ as to the state of the Company’s affairs and as to the amounts, if any, which it |

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| | | proposes to carry to any reserves in such balance sheet and the amount, if any, which it recommends should be paid by way of dividend; and material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the balance sheet relates and the date of the report. The Board shall also give the fullest information and explanations in its report aforesaid or in an addendum to that report, on every reservation, qualification or adverse remark contained in the auditor's report and by the company secretary in practice in his secretarial audit report.<br>c. The Company shall comply with the requirements of Section 136 of the Act. |
| 63 | Documents and Notices | a. A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post or by registered post or by courier or by any electronic means to him to his registered address.<br>b. Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.<br>c. A document or notice may be given or served by the Company to or on the joint - holders of a Share by giving or serving the document or notice to or on the joint- holder named first in the Register of Members in respect of the Share.<br>d. Every person, who by operation of Law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such Share.<br>e. Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.<br>f. All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.<br>g. Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company,. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfil all conditions required by Law, in this regard |
| 64 | Service on Members having no registered address | If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears. |

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| 65 | Notice by Advertisement | Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated. |
| 66 | Winding up | a. 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 Shareholders, 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.<br>b. For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders.<br>c. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability. |
| 67 | Indemnity | Every officer of the company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal. |
| 68 | Director's etc. not liable for certain acts | Subject to the provision of the Act, no Director, Manager or Officer of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager or Officer or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by order of the directors or for any loss or expenses happening to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof, unless the same shall happen through the negligence, default, misfeasance, breach of duty or breach of trust of the relevant Director, Manager or Officer. |
| 69 | Signing of Cheques | Subject to applicable Law and Section 22 of the Act, all cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid by the company, shall be signed, drawn, accepted or otherwise executed as the case may be, in such manner as the Board shall from time to time by resolution determine |
| 70 | Amendment to Memorandum and Articles of Association | The Company may amend its Memorandum of Association and Articles of Association subject to Sections 13, 14 and 15 of the Act and such other provisions of Law, as may be applicable from time-to-time. |
| 71 | Secrecy of works or information | No shareholder shall be entitled to visit or inspect the Company's work without permission of the Directors or to require discovery of any information respectively of any details of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the Shareholders of the Company to communicate to the public. |
| 72 | Duties of the Officer to observe secrecy | Every Director, Managing Directors, manager, Secretary, Auditor, trustee, members of the committee, officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Directors before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company with its customers and the state of accounts with individuals and all |

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| | | manufacturing, technical and business information of the company and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by resolution of the Company in the general meeting or by a court of law a except so far as may be necessary in order to comply with any of the provision of these Articles or Law. |
| 73 | Authorizations | a. Wherever in the Act it has been provided that the Company or the Board shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company or the Board is so authorized by its Articles, then and in that case these Articles hereby authorize and empower the Company and/ or the Board (as the case may be) to have all such rights, privileges, authorities and to carry out all such transactions as have been permitted by the Act without there being any specific regulation to that effect in these Articles save and except to the extent that any particular right, privilege, authority or transaction has been expressly negated or prohibited by any other Article herein).<br>b. If pursuant to the approval of these Articles, if the Act requires any matter any matter previously requiring a special resolution is, pursuant to such amendment, required to be approved by an ordinary resolution, then in such a case these Articles hereby authorize and empower the Company and its Shareholders to approve such matter by an ordinary resolution without having to give effect to the specific provision in these Articles requiring a special resolution to be passed for such matter. |
| 74 | Other Powers | To guarantee or join in guaranteeing either alone or jointly or jointly and severally the payment of money secured by, or payable under, or in respect of any bill of exchange, promissory note, debenture, debenture bond, debenture stock, contract, mortgage, charge, obligation or security executed, entered into or given by the Company, group companies, subsidiaries, or joint venture or otherwise to guarantee or become sureties for the performance of any contracts or obligations of such persons; |

*Our Company hereby confirms that no material clause of the Articles of Association of the Company has been left out from disclosure in this Red Herring Prospectus which may have a bearing on the IPO or on the disclosure obligations of the Company.*

## SECTION – IX MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the RoC for registration/submission of the Red Herring Prospectus /Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Plot No. 108, Sector 44, Institutional, Gurgaon Sector 45, Haryana, India, 122003 from date of filing the Red Herring Prospectus with ROC on all Working Days until the Bid/Issue Closing Date. Copies of below Material Contracts and Documents are also available on the website of the company on www.eventions.in*

**MATERIAL CONTRACTS**

1. Issue Agreement dated March 28, 2026 between our company and the Book Running Lead Manager.
2. RTA Agreement dated March 26, 2026, between our company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated September 21, 2026, among our Company, the Book Running Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated September 22, 2026, between our company and the Underwriters.
5. Market making Agreement dated September 22, 2026, between our company, the Book Running Lead Manager, and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated May 28, 2025.
7. Agreement among CDSL, our company and the registrar to the issue dated February 05, 2026
8. Syndicate Agreement dated September 22, 2026, among our Company, the Book Running Lead Manager and syndicate Member.

**MATERIAL DOCUMENTS FOR THE ISSUE**

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated March 26, 2026, in relation to the Issue and other related matters.
3. Shareholders' Resolution dated March 27, 2026 in relation to the Issue and other related matters.
4. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor cum Peer review Auditor, the Book Running Lead Manager, Registrar to the Issue, Legal Advisor, Banker to the Issue, Syndicate Member, Market Maker, Underwriter and Monitoring Agency to act in their respective capacities.
5. Peer Review Examination Report dated September 19, 2026, on Restated Financial Statements of our Company for the year ended March 31, 2026, 2025 and 2024.
6. Restated Financial Information for the years ended March 31, 2026, 2025 and 2024 dated September 19, 2026, included in the Red Herring Prospectus.
7. Proforma Financials along with report dated September 19, 2026
8. The Report dated September 22, 2026, from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Red Herring Prospectus.
9. Copy of In-principle approval letter dated June 02, 2026, from the NSE.
10. Due diligence certificate along with Site Issue Report dated March 31, 2026, from Book Running Lead Manager to the Issue
11. Key Performance Indicators herein have been certified by M/s Sanjeev Sharma & Associates, Chartered Accountants, by their certificate dated September 22, 2026.
12. Valuation report dated March 7, 2026 from an independent registered valuer, Mr. Samrendra Kumar Pandey (IBBI Registration No. IBBI/RV/06/2025/15955) for determining the fair value and exchange ratio of equity shares of Eventions Limited and Gantu Online Private Limited.

*Any of the contracts or documents mentioned in this 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 relevant statutes*

EVENTIONS

# SECTION – X DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.

| **Signed by the Directors of the Company** | | | | |
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| **S. No.** | **Name** | **Category** | **Designation** | **Signature** |
| 1. | Mr. Cristoo Arora | Executive | Whole Time Director and CFO | Sd/- |
| 2. | Mr. Ravi Rajak | Executive | Whole Time Director and CEO | Sd/- |
| 3. | Mrs. Kirat Ahluwalia | Non- Executive | Director | Sd/- |
| 4. | Mr. Kanwar Nitin Singh | Non- Executive | Independent Director | Sd/- |
| 5. | Mr. Sandeep Singh | Non- Executive | Independent Director | Sd/- |
| **Signed by the CS of our Company** | | | | |
| 6. | Ms. Misha Dhawan | - | Company Secretary | Sd/- |

**Date: September 22, 2026**
**Place: Gurgaon**