



AXIOM CONSULTING LIMITED

Our Company was originally incorporated as “Axiom Consulting Private Limited” as a private limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated June 19, 2001 bearing Corporate Identification Number U74140KA2001PTC029153 issued by Registrar of Companies, Bangalore, Karnataka. Subsequently, our Company was converted into a public limited Company pursuant to special resolution passed by the shareholders dated August 17, 2018 and the name of our Company was changed to “Axiom Consulting Limited” to reflect the legal status of our Company pursuant to a fresh certificate of incorporation granted by the Registrar of Companies, Bangalore dated September 4, 2018. For further details of change of name and registered office of our Company, please refer chapter titled “Our History and Certain Corporate Matters” beginning on page 121 of this Draft Prospectus.

Registered & Corporate Office: No.307, III Floor, Shree Chambers, 100 Feet Ring Road, BSK III Stage Bengaluru, Bangalore- 560085, Karnataka, India

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Contact Person: Vinay B R, Company Secretary & Compliance Officer | **Corporate Identification Number:** U74140KA2001PLC029153

OUR PROMOTERS: SATYA SIMHA RAO & LAKSHMINARAYANA GIRIDHAR

**INITIAL PUBLIC OFFERING OF UP TO 18,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF AXIOM CONSULTING LIMITED (“OUR COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING UPTO ₹ [●] LAKHS (“THE ISSUE”). THE ISSUE INCLUDES A RESERVATION OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING UPTO ₹ [●] LAKHS FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 PER EQUITY SHARE FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE, AGGREGATING TO ₹ [●] LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.
 THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH AND THE ISSUE PRICE ₹ [●] IS [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES**

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. All potential investors shall participate in this Issue mandatorily through the Applications Supported by Blocked Amount (“ASBA”) process by providing details of their respective bank accounts which will be blocked by SCSBs. For further details please refer the section titled “Issue Information” beginning on page no. 253 of this Draft Prospectus.

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self-Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” on page 259 of this Draft Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Issue price of ₹ [●] per Equity Share is [●] times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager as stated in the chapter titled ‘Basis for Issue Price’ beginning on page 72 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and / or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of the Company and this issue, including the risks involved. The Equity Shares offered in the issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to the section titled ‘Risk Factors’ beginning on page 22 of this Draft Prospectus.

COMPANY’S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this Draft 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 or inclusion of which makes this Draft 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 this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”). Our Company has received an approval letter dated [●] from BSE for using its name in this Issue document for listing of our shares on the BSE SME. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited.

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



FEDEX SECURITIES PRIVATE LIMITED*
 (Formerly Known as Fedex Securities Limited)
 305, Enterprise Centre, Nehru Road, Vile Parle (East), Mumbai 400099,
 Maharashtra, India.
Tel No.: +91 8104985249
E-mail: mb@fedsec.in
Website: www.fedsec.in
Contact Person: Rinkesh Saraiya
SEBI Registration Number: INM000010163*
Investor Grievance E-mail: mb@fedsec.in

BIGSHARE SERVICES PRIVATE LIMITED
 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol,
 Andheri East,
 Mumbai-400 059, India.
Tel No.: +91 22 62638200
Fax No.: +91 22 62638299
E-mail: ipo@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Babu Raphael
SEBI Registration No.: INR000001385
Investor Grievance E-mail: investor@bigshareonline.com

ISSUE OPENS ON

ISSUE CLOSES ON

[●]

[●]

*The Lead Manager has submitted an application for change of name and issuance of fresh certificate of registration with Securities and Exchange Board of India.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigation and Material Developments*” and section titled “*Main Provisions of Articles of Association*” beginning on pages 76, 146, 228 and 278, respectively, shall have the meanings ascribed to such terms in the respective sections.

General Terms

Term	Description
“Axiom Consulting Limited”/ “ACL”/ “Axiom”/ “the Company” / “the Issuer”/ “We” / “Us” / “our Company”	Unless the context otherwise indicates or implies, refers to Axiom Consulting Limited, a public limited company incorporated under the provisions of the Companies Act, 2013 with its registered office at No. 307, III Floor, shree chambers, 100 feet ring road, BSK III stage, Bengaluru Bangalore – 560085
Promoter(s) / Core Promoter(s)	The Promoters of our Company are: (a) Satya Simha Rao and (b) Lakshminarayan Giridhar.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of SEBI ICDR Regulations as disclosed in the chapter titled “ <i>Our Promoter and Promoter Group</i> ” beginning on page 141 of this Draft Prospectus

Company related terms

Term	Description
Articles/ Articles of Association / AOA	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board
Board/ Board of Directors	The Board of Directors of our Company, as duly constituted from time to time including any committees thereof, as the context may refer to
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Vinay B R
Directors	Director(s) of Axiom Consulting Limited, unless otherwise specified
ISIN	International Securities Identification Number
Equity Share(s)	Equity Shares of our Company having face value of ₹ 10 each, fully paid up, unless otherwise specified in the context thereof
Equity Shareholders	Persons/ entities holding Equity Shares of our Company
Financial Statements	The audited and restated financial statements of our Company for the year ended March 31, 2018, 2017 and 2016 and for the period ended June 30, 2018 which comprise of the restated statement of assets and liabilities, the restated statement of profit and loss, the restated statement of cash flow,

Term	Description
	and the significant accounting policies together with the annexures and notes thereto and Auditors report thereon, as prepared and presented in accordance with Indian GAAP, as applicable, in each case restated in accordance with the requirements of Section 26 of the Companies Act read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectus (Revised 2016)” issued by ICAI
Group Companies	The companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in “ <i>Our Group Companies</i> ” beginning on page 237 of this Draft Prospectus
Independent Directors	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer chapter titled “ <i>Our Management</i> ” beginning on page 125 of this Draft Prospectus
KMPs/ Key Managerial Personnel	Key management personnel of our Company in terms of Regulation 2(1)(bb) of SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and individuals described in the chapter titled “ <i>Our Management</i> ” beginning on page 125 of this Draft Prospectus
MoA / Memorandum/ Memorandum of Association	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board described in the chapter titled “ <i>Our Management</i> ” beginning on page 125 of this Draft Prospectus
Peer Reviewed Auditor	Our Peer Reviewed Auditors, M/s L. J. Kothari & Co., Chartered Accountants (Firm Registration No. 105313W)
Registered Office	The registered office of our Company located No. 307, III Floor, shree chambers, 100 feet ring road, BSK III stage Bengaluru Bangalore – 560085
Registrar of Companies/ RoC	Registrar of Companies, Mumbai located at 'E' Wing, 2 nd Floor Kendriya Sadana Kormangala, Bangalore-560034
Statutory Auditors	Our Statutory Auditors, M/s Guru & Jana, Chartered Accountants (Firm Registration No. 006826S)

Issue related terms

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form
Allot / Allotted / Allotment/ Allotment of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue
Allotment Date	Date on which the Allotment is made
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been allotted
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange

Term	Description
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used compulsorily by all ASBA Applicants to make an Application authorizing the SCSBs to block the Application Amount in their ASBA Account.
Application Amount	The value indicated in the Application Form and payable by the Applicant/blocked in the ASBA Account on submission of an Application Form in the Issue
Applicant	Any prospective investor who submits an Application Form pursuant to the terms of the Prospectus, unless stated or implied otherwise
Application Form	The form used by an Applicant, including an ASBA Applicant, to submit an Application Form and which will be considered as an application for Allotment in terms of the Prospectus
ASBA Account	A bank account maintained with an SCSB and which will be blocked by such SCSB to the extent of Application Amount of the ASBA Applicant
ASBA Applicant	An Applicant who submits an Application Form through ASBA process
Bankers to the Company	Kotak Mahindra Bank Limited
Bankers to the Issue / Escrow Collection Banks	The banks which are Clearing Members and registered with SEBI under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 as Banker to an Issue with whom the Escrow Agreement is entered into and in this case, being [●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled “Issue Procedure” beginning on page 259 of this Draft Prospectus
Issue Closing Date	The date on which the Issue closes for subscription
Issue Opening Date	The date on which the Issue opens for subscription
Issue Period	The period between the Issue Opening Date and the Issue Closing Date (inclusive of such date and the Issue Opening Date) during which prospective Applicants can submit their Application Forms, inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of Applicants.
Application Lot	[●] Equity Shares
Broker Centres/ Application Centres	Broker centres notified by BSE where Applicants can submit the 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 website of the BSE
CAN/ Confirmation of Allocation Note	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client identification number of the Applicant’s beneficiary account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Applicants with the Registrar to the Issue and SME Platform BSE Limited and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time

Term	Description
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details
Depositories	NSDL and CDSL or any other Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository Participant/DP	A depository participant registered with SEBI under the Depositories Act.
Prospectus	The Prospectus dated [●] issued in accordance with Section 32 of the Companies Act and filed with SME Platform of BSE Limited under SEBI ICDR Regulations
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account, or the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account following which the Board of Directors shall Allot the Equity Shares to successful Applicants in the Issue
Designated Intermediaries	The SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicants, in relation to the Issue
Designated Stock Exchange	SME Platform of BSE Limited
Designated CDP Locations	Such centers of the CDPs where Applicants can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the website of BSE Limited
Designated SCSB Branches	Such Branches of the SCSBs which shall collect the ASBA Forms used by the Applicants, a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the BSE Limited
Designated Market Maker	[●] 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
Draft Prospectus	This Draft Prospectus dated December 11, 2018 filed with SME Platform of BSE Limited, prepared and issued by our Company in accordance with SEBI ICDR Regulations.
Eligible NRI	NRI eligible to invest under the FEMA Regulations, from jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to subscribe for Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations

Term	Description
Escrow Account(s)	‘No-lien’ and ‘non-interest bearing’ account opened with the Escrow Collection Bank(s) and in whose favour the Applicants (excluding the ASBA Applicants) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Application Amount when submitting an Application Form
Escrow Agent	Escrow agent appointed pursuant to the Escrow Agreement namely [●]
Escrow Agreement	An agreement to be entered among our Company the Registrar to the Issue, the Escrow Collection Bank(s), Refund Bank(s) and the LM for the collection of Application Amounts and where applicable, for remitting refunds, on the terms and conditions thereof
First Applicant	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations
FII / Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI FII Regulations registered with SEBI under applicable laws in India
Issue Proceeds	The proceeds from the Issue available to the Company
Issue / Issue Size / Public Issue / IPO / Offer	Initial Public Issue of upto 18,00,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per equity share (including a premium of ₹ [●] per equity share) aggregating to ₹ [●] Lakhs by our Company
Issue Price	₹ [●] per Equity Share
Issue Agreement	The agreement dated December 10, 2018 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Lead Manager / LM	Lead Manager to this Issue, being Fedex Securities Private Limited
Listing Agreement	The Listing Agreement to be signed between our Company and the SME Platform of BSE Limited
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of face value of ₹ 10 each fully paid-up for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs for the Market Maker in this Issue
MSE	Micro and small enterprises
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of face value ₹ 10 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (the Issue Price) aggregating up to ₹ [●] Lakhs
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 67 of this Draft Prospectus
Non-Institutional Applicants / NIB	All Applicants (including Eligible NRIs), who are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹ 2,00,000
Non-Institutional Portion / Non-Institutional Category	The portion of the Issue being not less than 15% of the Net Issue consisting of [●] Equity Shares, available for allocation on a proportionate

Term	Description
	basis to Non-Institutional Applicants subject to valid Application Forms received at the Issue Price
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership firm, limited liability partnership firm, 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 may require
Pricing Date	The date on which the Issue Price is categorized by our Company in consultation with the LM pursuant to the Fixed Price process
Public Issue Account	A 'no-lien' and 'non-interest bearing' account opened with Bankers to the Issue by our Company under section 40(3) of the Companies Act, 2013 to receive money from the Escrow Accounts on the Designated Date, and into which the funds shall be transferred by the SCSBs from the ASBA Accounts
Qualified Foreign Investors / QFIs	A qualified foreign investor as defined in SEBI FPI Regulations
QIBs or Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations
Refund through electronic transfer of funds	Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable
Registered Broker	Stock brokers registered with SEBI as trading members who hold valid membership of BSE having right to trade in stocks listed on BSE and eligible to procure Application Forms in terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012
Registrar Agreement	The agreement dated December 10, 2018 entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar 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 to the Issue/Registrar	Registrar to the Issue being Bigshare Services Private Limited
Retail Individual Applicants	Individual Applicants (including HUFs applying through their karta and Eligible NRIs), submitting Application Forms, who have applied for Equity Shares for an amount not more than ₹ 200,000 in any of the application options in the Net Issue
Retail Portion	[●] Equity Shares of face value of ₹ 10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs i.e. 50% of the Net Issue which shall be available for allocation Retail Individual Investors in accordance with the SEBI ICDR Regulations
Revision Form	The form used by the Applicants, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s)

Term	Description
	QIB Applicants and Non-Institutional Applicants are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date
Prospectus	<p>The Prospectus to be issued in accordance with Section 32 of the Companies Act and the provisions of 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</p> <p>The Prospectus will be registered with the RoC at least three (3) Working days before the Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date</p>
SEBI (Alternative Investment Funds) Regulations/SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SME	Small and medium sized enterprises
Self-Certified Syndicate Bank(s) / SCSBs	A bank registered with SEBI under SEBI (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA a list of which is available on website of SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35)
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form
Underwriters	Fedex Securities Private Limited
Underwriting Agreement	The Agreement dated [●] entered between the Underwriter, our Company, LM and Registrar to the Issue on or after the pricing date, but prior to filing the Prospectus with the RoC
U.S Securities Act	U.S Securities Act of 1933, as amended
Working Days	All days on which commercial banks in Mumbai are open for business; provided however, with reference to Issue Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; the time period between the Issue Closing Date and the listing of the Equity Shares on the BSE SME, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI

Conventional, General and Industry Terms or Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined under SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards issued by ICAI as notified under the Companies (Accounts) Rules, 2014
APAC	Asia-Pacific
ASBA	Applications Supported by Blocked Amount

Term	Description
AY	Assessment Year
BRC	British Retail Consortium
Bn.	Billion
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016, as amended
CCPS	Compulsorily Convertible Preference Shares
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, along with the relevant rules made thereunder as may be amended from time to time
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act) along with the relevant rules made thereunder
Cr.	Crore
CSR	Corporate Social Responsibility
CSO	Central Statistics Organization
CY	Calendar Year
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DP / Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant Identification
EGM/ EOGMs	Extraordinary General Meeting
EPS	Earnings Per Share
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
EMEA	Europe, Middle East, and Africa
EPFO	Employees' Provident Fund Organization
ESIC	Employee State Insurance Corporation
FBP	Foreign Bill Purchase
FC	Foreign Currency
FCNR Account/ FCNR	Foreign currency non-resident account
FDI	Foreign Direct Investment
FD	Fixed Deposit
FEMA Act/ FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and amendments thereto
FFS	Form Filled Sealed
FI	Financial Institution
FICCI	Federation of Indian Chambers of Commerce & Industry
Financial Year / Fiscal / FY	Unless stated otherwise, the period of 12 (twelve) months ending March 31 of that particular year
FVCI	Foreign venture capital investors as defined and registered under SEBI FVCI Regulations
GDP	Gross Domestic Product
GIR	General Index Register under IT Act

Term	Description
GMP	General Manufacturing Practice
GoI or Government	Government of India
GST	Goods and Services Tax
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
IBEF	India Brand Equity Foundation
ICAI	The Institute of Chartered Accountants of India
IEC	Import Export Code
IFRS	International Financial Reporting Standards
IIA	India Industries Association
IMF	International Monetary Fund
Rs. / Rupees / INR / ₹	Indian Rupees
Indian GAAP	Generally Accepted Accounting Principles in India
INCOTERMS	International Commercial Terms
IST	Indian Standard Time
IT Act	The Income Tax Act, 1961
IT Rules	Income Tax Rules, 1962
Kms	Kilometers
LC	Letter of Credit
LIBOR	London Interbank Offered Rate
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of funds based lending rate
M&E	Media and Entertainment
MICR	Magnetic Ink Character Recognition
MPVD	Multi-Channel Video Programming Distributor
MNCs	Multi-National Companies
Mn	Million
MGNREGA	Mahatma Gandhi National Rural Employment Guarantee Act
MT	Metric Tonnes
Mutual Fund(s)	Mutual Fund(s) means mutual funds registered under SEBI (Mutual Funds) Regulations, 1996
MoU	Memorandum of Understanding
N.A. / NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NR	Non-resident
NRE Account	Non-Resident External Account
NRI	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held

Term	Description
	by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
OTT	Over the tap media services
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
RBI	Reserve Bank of India
RONW	Return on Net Worth
RoCE	Return on Capital Employed
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEZ	Special Economic Zones
SEBI	The Securities and Exchange Board of India constituted under SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Sq. metres	Square Metres
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number under provisions of applicable VAT Laws
TPA	Tonnes Per Annum
UK	United Kingdom
U.S. / USA / United States	United States of America
USD / US\$	United States Dollars
UV	Ultraviolet
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations or SEBI AIF Regulations, as the case may be

Term	Description
WCDL	Working Capital Demand Loan
WCTL	Working Capital Term Loan
WEO	World Economic Outlook
YoY	Year on year

FORWARD-LOOKING STATEMENTS

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

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

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

- dependency on our key customers and key suppliers;
- competition from international and domestic companies;
- fluctuations in foreign exchange rates;
- changes in the legal, regulatory, economic and political environment in India;
- general economic and business conditions in India and other countries;

For further discussion on factors that could cause actual results to differ from expectations, please refer section titled “*Risk Factors*”, and chapters titled “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 22, 95 and 210 of this Draft Prospectus respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance. Forward-looking statements reflect current views as of the date of this Draft Prospectus and are not a guarantee of future performance.

These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although, we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Lead Manager nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI ICDR Regulations, our Company and the Lead Manager will ensure that the investors in India are informed of material developments until the time of the grant of listing and trading permission by the SME Platform of BSE Limited for this Issue.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to “India” contained in this Draft Prospectus are to the Republic of India.

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

Financial Data

Unless stated otherwise, the financial data included in this Draft Prospectus are extracted from the Financial Statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI ICDR Regulations and Guidance Note on “Reports in Company Prospectus (Revised 2016)” issued by ICAI, as stated in the report of our Statutory and Peer Reviewed Auditor, as set out in the chapter titled “*Restated Financial Statements*” beginning on page 146 this Draft Prospectus. Our Financial Statements are derived from our audited financial statements prepared in accordance with Indian GAAP, the Companies Act, and have been restated in accordance with SEBI ICDR Regulations and Guidance Note on “Reports in Company Prospectus (Revised 2016)” issued by ICAI. Our Fiscal commences on April 1st of each year and ends on March 31st of the next year. All references to a particular Fiscal are to the twelve (12) months period ended March 31st of that year. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly to what extent, the financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited. Any percentage amounts, as set forth in section titled “*Risk Factors*”, and chapters titled “*Business Overview*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Financial Statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI ICDR Regulations and Guidance Note on “Reports in Company Prospectus (Revised 2016)” issued by ICAI as stated in the report of our Statutory and Peer Reviewed Auditor, set out in the chapter titled “*Restated Financial Statement*” beginning on page 146 of this Draft Prospectus.

Currency and Units of Presentation

All references to:

- “Rupees” or “INR” or “Rs.” or “₹” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Draft Prospectus in “Lakhs” units. One Lakh represents 1,00,000.

In this Draft 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.

Industry and Market Data

Industry and market data used in this Draft Prospectus has been obtained or derived from various industry publications.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be based on such information. We believe the industry and market data used in this Draft Prospectus is reliable, however, it has not been independently verified by our Company or the Lead Manager or any of their affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. In accordance with SEBI ICDR Regulations, the chapter titled "*Basis for Issue Price*" beginning on page 172 of this Draft Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the Lead Manager have independently verified such information.

SUMMARY OF OFFER DOCUMENT

SUMMARY OF BUSINESS

Our Company is a complete lifecycle Product & Packaging Design and Digital Solution Company. We manage the product and package development life cycle, from early stage R&D and technology feasibility to mechanical engineering, embedded electronics and prototype development to manufacturing for large consumer packaging, consumer goods, hi-tech, healthcare, Home Appliances, package development companies, Technology verticals and Supply Chain solutions. We serve our clients across these industries, leveraging our domain expertise, diverse technological capabilities, wide geographical reach, an efficient global delivery model, thought partnership and “new age” digital offerings.

SUMMARY OF INDUSTRY

Consumers have long considered packaging as often unnecessary, and ultimately as just waste to be disposed of. But that misconception is now changing. Packaging is an all-encompassing industry term for the technology and design work going into protecting or enclosing every sort of product destined for storage, shipping and sale. Packaging also takes in the product manufacturer’s marketing efforts. For leading manufacturers, the way they package their products signifies their brand. They view packaging as an essential part of their business model.

Package innovations that extend food freshness, preserve ingredient fortification, and ensure safe delivery is increasingly benefiting consumers on a global scale. The focus is squarely on food freshness, food waste, and the circular economy. Packaging will play a pivotal role in reducing global food and product waste in the coming year. Online brands will reinvigorate their packaging in order to enhance the e-commerce experience, with a focus on minimalism in contemporary packaging formats.

For more details please refer chapter titled “*Industry Overview*” beginning on page 78 of this Draft Prospectus

PROMOTERS

The Promoters of our Company are Satya Simha Rao and Lakshminarayan Giridhar.

ISSUE SIZE

The Issue size comprises of issuance of upto 18,00,000 Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs. The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 14, 2018 and approved by the shareholders of our Company vide a special resolution at the EGM held on September 26, 2018 pursuant to section 62(1)(c) of the Companies Act.

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects (“*Objects of the Issue*”):

(₹ in Lakhs)

Sr. No.	Particulars	Amount
1.	Investment in our wholly owned Subsidiaries	[●]
2.	Acquisitions and other strategic initiatives	[●]
3.	General corporate purposes*	[●]

* The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Issue

PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Sr. No.	Category of shareholders	No. of Equity Shares	% of total paid-up Equity Share capital
1.	Promoters (A)	13,19,625	57.68
2.	Promoter Group (B)	49,649	2.17%

SUMMARY OF FINANCIAL INFORMATION

A) Standalone:

(₹ in Lakhs)

Particulars	Six Months ended June 30, 2018	For the year ended		
		2018	2017	2016
Share Capital	134.58	134.58	134.58	134.58
Networth	384.00	348.20	425.92	489.77
Revenue (total income)	188.07	714.36	969.68	1,337.15
Profit after Tax	33.27	(78.18)	(61.70)	50.33
Earnings per share				
- Basic	1.45	(3.42)	(2.70)	2.20
- Diluted	1.45	(3.42)	(2.70)	2.20
Net Asset Value per Equity Share (in Rs.)	16.78	15.22	18.62	21.41
Total borrowings				
- Long Term Borrowings	77.51	93.87	60.83	115.86
- Short Long Borrowings	166.48	165.90	89.96	45.29

B) Consolidated:

(₹ in Lakhs)

Particulars	Six Months ended June 30, 2018	For the year ended		
		2018	2017	2016
Share Capital	134.58	134.58	134.58	134.58
Networth	35.95	97.48	552.08	730.08
Revenue (total income)	548.40	2,606.32	3,231.77	4,070.00
Profit after Tax	(69.73)	(419.37)	(172.47)	265.94
Earnings per share				
- Basic	(5.18)	(31.16)	(12.82)	19.76
- Diluted	(3.05)	(18.33)	(7.54)	11.62
Net Asset Value per Equity Share (in Rs.)	1.57	4.26	24.13	31.91
Total borrowings				
- Long Term Borrowings	430.13	442.61	71.19	115.86
- Short Long Borrowings	166.48	165.90	157.78	45.29

QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPEMENTS

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

(₹ in Lakhs)			
Particulars	Authority	Period ended June 30, 2018	Year ended March 31, 2018
Income Tax Demand for the Assessment Year 2013-14	Commissioner of Income Tax (Appeals)	609.80	609.80
Income Tax Demand for the Assessment Year 2014-1	Commissioner of Income Tax (Appeals)	72.80	72.80
Total		682.60	682.60

For further details, please refer chapter titled “*Outstanding Litigations & Material Developments*” beginning on page 228 of this Draft Prospectus.

RISK FACTORS

For details relating to risk factors, please refer section titled “*Risk Factors*” beginning on page 22 of this Draft Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

(₹ in Lakhs)				
Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Contingent Liabilities	-	-	-	-
a. Claims against the company not acknowledged as debts	-	-	-	-
1. Disputed Income Tax matters	-	-	-	-
AY 2013-14	569.31	569.31	579.31	609.80
AY 2014-15	71.27	71.27	72.55	-
(Future cash flow in respect of the above, if any, is determinable only on receipt of judgements/ decisions pending with the relevant authorities.)	-	-	-	-
Total	640.58	640.58	651.86	609.80

SUMMARY OF RELATED PARTY TRANSACTIONS

(₹ in Lakhs)

Sr. No	Name	Nature of Relationship	Nature of Transaction	For the period ended 30 June 2018		For the year ended 31 March,					
						2018		2017		2016	
				Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount
1	Axiom Product Development Pte. Ltd., Singapore	wholly owned Subsidiary company	Management fees for rendering of services	0.59	50.19	2.32	49.60	2.20	47.14	16.57	53.83
2	Axiom Product Development Pte. Ltd., Singapore	wholly owned Subsidiary company	Intercompany transactions	-	45.04	-	45.04	-	45.04	0.51	47.67
3	Axiom Product Development LLC., USA	Wholly owned Subsidiary company of Axiom Americas Inc.	Management fees for rendering of services	22.41	166.58	101.34	144.16	215.77	209.67	168.85	99.12
4	Axiom America Inc.	wholly owned Subsidiary company	Rendering of Services	-	40.95	-	40.95	0.94	40.82	-	41.76
5	Axiom Product Development LLC., USA	wholly owned Subsidiary company	Sales Cost	-	15.44	0.94	15.44	14.33	14.45	-	-
6	Satya Simha Rao	Director	Managerial remuneration	-	-	12.29	4.92	38.03	3.17	37.90	3.16
7	Giridhar L	Director	Managerial remuneration	-	-	11.83	7.10	38.03	3.17	37.90	3.16

Sr. No	Name	Nature of Relationship	Nature of Transaction	For the period ended 30 June 2018		For the year ended 31 March,					
						2018		2017		2016	
				Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount
8	Srinivas Mantripragada	Director	Managerial remuneration	-	-	-	-	23.28	-	88.98	14.49
9	Satya Simha Rao	Director	Loan from Director	-	-	43.50	42.25	-	-	-	-
10	Satya Simha Rao	Director	Repayment of Loan	-	-	1.25	-	-	-	-	-
11	Giridhar L	Director	Loan from Director	-	-	30.00	30.00	-	-	-	-
12	Giridhar L	Director	Other Transaction	-	-	1.64	3.34	-	-	-	-

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Draft Prospectus

WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTERS IN THE ONE YEAR PRECEDING THE DATE OF THIS DRAFT PROSPECTUS

Since the number of Equity Shares acquired by each of our promoters in the last one (1) year preceding the date of this draft prospectus is for consideration other than cash, the weighted average price of equity share is nil

AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share to our Promoters as at the date of this Draft Prospectus is:

Name	Average Cost of Acquisition per Equity Share (in ₹)
Satya Simha Rao	5.88
Lakshminarayan Giridhar	5.88

DETAILS OF PRE-ISSUE PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Prospectus till the listing of the Equity Shares.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Except as set out below, our Company has not issued Equity Shares for consideration other than cash in last one year:

Date of allotment	No. of Equity Shares allotted	Face Value (In ₹)	Issue Price (In ₹)	Reason / Nature of allotment	Benefit accrued to our Company	Persons to whom allotment were made
October 23, 2018	9,42,027	10	N/A	Bonus issue in the ratio of 7 shares for every 10 shares held	Nil	Satya Simha Rao, Laxminarayan Giridhar, Robert H. Tate, A.J. Chandrashekha, K. V Dinesh, Kaushik Ghatak, MVV Vidyasagar, B. P Padmaprasad, N. Harish, Bharath Ram, G.C Anupama, S.N Prasad, Bhavya Ram

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Draft Prospectus.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry and segments in which we currently operate or propose to operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our businesses, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment.

To obtain a better understanding of our business, you should read this section in conjunction with other sections of this Draft Prospectus, including the section titled “Financial Statements” on page 146 and chapters titled “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 95 and 210 respectively of this Draft Prospectus, together with all other financial information contained in this Draft Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved.

You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. This Draft Prospectus also contains forward-looking statements that involve risks, assumptions, estimates 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 Draft Prospectus. For details, please refer chapter titled “Forward-Looking Statements” on page 13 of the Draft Prospectus.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Statements.

INTERNAL RISK FACTORS

1. Our Company is involved in certain legal proceedings. An adverse outcome in such proceedings may have a material adverse effect on our business, results of operations and financial condition.

We are currently involved in a number of legal proceedings. These proceedings are pending in various courts and authorities at different levels of adjudication. The amounts claimed in these proceedings have been disclosed to the extent ascertainable, excluding contingent liabilities but including amounts claimed jointly and severally from us and other parties.

Mentioned below are the details of the total number of proceedings pending against and by our Company as on the date of this Draft Prospectus along with the amount involved, to the extent quantifiable, have been set out below:

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

(Amount in ₹ Lakhs)			
Particulars	Authority	Period ended June 30, 2018	Year ended March 31, 2018
Income Tax Demand for the Assessment Year 2013-14	Commissioner of Income Tax (Appeals)	609.80	609.80

Particulars	Authority	Period ended June 30, 2018	Year ended March 31, 2018
Income Tax Demand for the Assessment Year 2014-1	Commissioner of Income Tax (Appeals)	72.80	72.80
Total		682.60	682.60

There can be no assurance that these legal proceedings will be decided in our favour and consequently it may divert the attention of our management and Promoters which may lead us to incur significant expenses in such proceedings. Further, we may have to make provisions in our financial statements, which could increase our expenses and liabilities and any adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. For details in relation to certain material litigations, please refer chapter titled “*Outstanding Litigations and Material Developments*” on page 228 of this Draft Prospectus.

2. Any delays and/or defaults in payments from our customers could result in increase of working capital investment and/or reduction of our profits, thereby affecting our operation and financial condition.

We are exposed to payment delays and/or defaults in payments by our customers and our financial position and financial performance are dependent on the creditworthiness of our customers. Generally, we provide services to our customers without taking full payment or security deposit. Any delays in payments may require us to make a working capital investment. Further, we cannot assure that payments from all or any of our customers will be received in a timely manner or to that extent will be received at all. If a customer defaults in making his payments on any service on which we have devoted significant resources, or if any service in which we have invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company’s results of operations and financial condition. For further details with regard to trade receivables, bad debts and provision for doubtful debts, please refer section titled “*Financial Statements*” on page 146 of this Draft Prospectus.

Moreover, our services are not supported by letters of credit or bank guarantee. In case of any disputes or differences or default with regard to our payments, we would have to initiate appropriate recovery proceedings which may be costly and time consuming. There is no guarantee on the timelines of all or any part of our customers’ payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

3. Our business is dependent on certain major customers, with whom we do not have firm commitment agreements. The loss of such customers, a significant reduction in business inflow from such customers, or a lack of commercial success of a particular service could adversely affect our business, results of operations and financial performance.

At present, we derive most of our revenues from limited number of customers. For the period ended June 30, 2018, our top ten (10) customers were contributing 93% of our total revenue. Since we are significantly dependent on certain key customers for a significant portion of our sales, the loss of any one of our key customers, a significant reduction in demand from such customers or the downturn in business by such customers could have an adverse effect on our business, results of operations and financial performance.

4. We are exposed to counter-party credit risk of our clients and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations.

Due to the nature of, and the inherent risks in, the agreements and arrangements with our clients, we are subject to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations. There is no assurance that we will accurately assess the creditworthiness of our customers. Macroeconomic conditions, such as a potential credit crisis in the global financial system, could

also result in financial difficulties for our customers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our clients. If we are unable to meet our contractual obligations, we might experience delays in the collection of, or be unable to collect, our customer balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience delays in billing and collection for our services, our cash flows could be adversely affected.

5. Our failure to identify and understand evolving industry trends and preferences and to develop new solutions to meet our customers' demands may materially adversely affect our business.

Changes in consumer preferences, regulatory or industry requirements or in competitive technologies may render certain of our packaging solutions obsolete or less attractive. Our ability to anticipate changes in technology and regulatory standards and to successfully develop and introduce new and enhanced packaging solutions on a timely basis is a significant factor in our ability to remain competitive. However, there can be no assurance that we will be able to secure the necessary technical knowledge. If we are unable to obtain such know-how in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected. Moreover, we cannot assure you that we will be able to achieve the technical advances that may be necessary for us to remain competitive.

6. If we are unable to sustain or manage our growth, our business, results of operations and financial performance may be materially adversely affected.

We may not be able to sustain our rates of growth, due to a variety of reasons including increased price competition, the lack of availability of suitable talent required for research & development, lack of management availability or a general slowdown in the economy. A failure to sustain our growth may have an adverse effect on our business, results of operations and financial performance. We are embarking on a growth strategy that involves steps aimed at deepening, diversifying and widening our customer base, by expanding our services in digital transformation and embedded technologies and focusing on operational efficiencies to improve returns, continuing to pursue strategic alliances and acquisitions. Such a growth strategy will place significant demands on our management as well as our financial, accounting and operating systems.

7. We have not identified any alternate source of raising the funds required under chapter titled “Objects of the Issue”. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.

Our Company has not identified any alternate source of raising the funds as required under chapter titled “*Objects of the Issue*” and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds for implementing our Objects of the Issue or may result in us borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the company.

8. The funds requirement under Objects of the Issue is based on management estimates.

The funds requirement under Objects of the Issue is based on management estimates and has not been independently fully appraised by any bank or financial institution and our Company’s management will have flexibility in utilizing the Net Proceeds from the Issue.

Our Company intends to primarily use the Net Proceeds from the Issue towards (a) Investment in our wholly owned Subsidiaries; (b) Acquisitions and other strategic initiatives; and c) General corporate purposes as described in the chapter titled “*Objects of the Issue*” beginning on page 67 of this Draft Prospectus.

9. Our Company has availed certain unsecured loans that may be recalled at any time.

Our Company has availed certain unsecured loans amounting to ₹ 45.82 Lakhs from Standard Chartered Bank Limited as on June 30, 2018. Since there are no formal agreements for these unsecured loans, they may be recalled at any time and the same may materially and adversely affect our business, results of operations and financial performance.

10. If there are delays or cost overruns in utilisation of Net Proceeds, our business, financial condition and results of operations will be materially and adversely affected.

The Net Proceeds are proposed to be utilised for (a) Investment in our wholly owned Subsidiaries requirements of our Company (b) Acquisitions and other strategic initiatives and (c) General corporate purposes. Our inability to utilise the Net Proceeds in a timely and cost-efficient manner will materially and adversely affect our business, financial condition and results of operations. For details of utilisation of Net Proceeds, please refer chapter titled “*Objects of the Issue*” beginning on page 67 of this Draft Prospectus.

11. We are dependent on a number of key personnel and services of the members of senior management for implementation of the objects of the Issue and run and/or grow our business. The loss of such persons, or our inability to attract and retain key personnel and senior management in the future, could adversely affect our business, growth prospects, results of operations and cash flows.

Our ability to meet future business challenges depends on our ability to attract, recruit and retain talented and skilled personnel. We are highly dependent on our Promoters, our Directors, senior management and other key personnel to implement the objects of the Issue and run and/or grow our business. Our management and technical personnel are supported by other skilled employees who benefit from regular in-house training initiatives. The loss of any of our Promoters, our Directors, senior management or other key personnel, or an inability to manage the attrition levels in different employee categories may materially and adversely impact our business, growth prospects, results of operations and cash flows.

We face competition to recruit and retain skilled staff. Due to the limited availability of skilled personnel, competition for senior management in our industry is intense. We may experience difficulties in attracting, recruiting and retaining an appropriate number of skilled staff for our business needs. We may also need to increase our pay structures to attract and retain such personnel. Our future performance will depend upon the continued services of these personnel. Our future success substantially depends on our ability to recruit, hire, motivate, develop, and retain talented and skilled personnel and our senior management. We believe that the inputs and experience of our senior management are valuable for the development of business and operations and the strategic directions taken by our Company. For details in relation to the experience of our Directors and key management personnel, please refer chapter titled “*Our Management*” beginning on page 125 of this Draft Prospectus. There is no assurance, however, that these individuals or any other member of our senior management team will not leave us in the future. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all.

12. Some of our properties, including our Registered Office & Corporate Office are not registered in our name and are taken on lease and/or leave & license/rent. There can be no assurance that these lease / leave & license/rent agreements will be renewed upon termination or that we will be able to obtain other premises on lease / rent on same or similar commercial terms.

Some of our properties, including our Registered & Corporate Office are not registered in our name and are taken on lease / leave & license / rent. In the event such leases / leave & license/rent agreements are not renewed or are terminated, it could adversely affect our operations unless we arrange for similar premises. If we are unable to continue or renew such lease / leave & license/ rent agreements on same or similar terms, or find alternate premises on lease/ leave & license / rent on similar terms or at all, it may affect our business operations. For further details, please refer chapter titled “*Business Overview*” beginning on page 95 of this Draft Prospectus.

13. The trademarks used by us are not owned by us. Our ability to use our intellectual property including our logo may be impaired.

As on the date of this Draft Prospectus, we have applied for registration for our Company's trademark i.e.

axiom and wordmark under class 42. Pending registration, we do not enjoy the statutory protection accorded to a registered trademark. There can be no assurance that our application will succeed. Grounds for refusal of registration may include the validity or scope of the application. If we are unable to obtain a registration, we may still continue to use the Company's wordmark but the same would remain vulnerable to infringement and passing-off by third parties and will not be able to enforce any rights against them. We may also need to change our Company's wordmark which may adversely affect our reputation and business and could require us to incur additional costs. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations. For details, please refer chapter titled "*Government and Other Statutory Approvals*" beginning on page 233 of this Draft Prospectus.

14. Our Company has not complied with certain statutory provisions under various laws. Such non-compliance / lapses may attract certain penalties.

Our Company has not complied with certain statutory provisions such as inadvertent delay in filing / non – filing of certain forms with some government authorities and/or inadvertent errors in filing of forms with RoC. Further, our Company is required to make filings under various rules and regulations as applicable under the Companies Act and under the applicable provisions of the Companies Act, 1956 which is usually done within the prescribed time period by the Company. However in some instances delay has occurred in making RoC filings. Due to these delays in filings, our Company had, on some occasions, paid the requisite late fees.

No show cause notice in respect of the above has been received by the Company till date, however any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent. Any delay / non-compliance in the past or future may render us liable to statutory penalties / actions.

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

Our Company has entered into certain transactions with our Promoters, Promoter Group and Directors. While we believe that all such transactions are conducted at arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not being entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations. For details on the related party transactions entered into by our Company, please refer section titled "*Financial Statements*" on page 146 of this Draft Prospectus.

16. Our failure to comply with financial and other restrictive covenants imposed on us under our financing arrangements may adversely affect our ability to conduct our business and operations.

The financing arrangements in respect of some of the debt facilities taken by us contain certain covenants such as maintenance of financial ratios, compliance with reporting requirements and other restrictions which may significantly limit our ability to borrow additional money, make capital expenditure and investments etc. There can be no assurance that we will be able to comply with these covenants in the future or that we will be able to obtain the lenders' consents necessary to take the actions that may be necessary.

Our existing debt or additional debt that we may raise has, or may have, among others, the following consequences:

- limiting our ability to fund future working capital requirements, capital expenditures, etc;
- requiring us to dedicate a substantial portion of our cash flow from operations to service our debt;

- limiting our flexibility to react to changes in our business and in the industry in which we operate;
- placing us at a competitive disadvantage with respect to any of our competitors who have less debt;
- requiring us to meet additional financial covenants; and
- leading to circumstances that may result in an event of default, if not waived or cured.

Any failure to service our indebtedness, perform any condition or covenant or comply with the restrictive covenants could lead to a termination of one or more of our credit facilities, acceleration of amounts due under such facilities, affect our ability to raise additional funds or renew borrowings to finance our existing working capital requirements and pursue our growth initiatives. We cannot provide any assurance that our business will generate sufficient cash to enable us to service our debt or to fund our other liquidity needs as they become due. The termination of, or declaration or enforcement of default under, any financing arrangement may have an adverse effect on our business, financial condition, results of operations and prospects. For details of our indebtedness, please refer chapter titled “*Financial Indebtedness*” beginning on page 224 of this Draft Prospectus.

17. Our movable properties are hypothecated / mortgaged with the lenders to provide security in respect of finance availed by us.

We have secured our lenders by creating a charge over our movable properties in respect of loans / facilities availed by us. The total amounts outstanding and payable by us as secured loans were ₹ 173.01 lakhs as on November 13, 2018. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be possessed by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further details please refer chapter titled “*Financial Indebtedness*” beginning on page 224 of this Draft Prospectus.

18. We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations, and the failure to obtain or retain them in a timely manner or at all may adversely affect our operations.

We require several statutory and regulatory permits, licenses and approvals to operate our business. Many of these approvals are granted for fixed period of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to comply with such conditions, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. If we fail to comply with all applicable regulations or if the regulations governing our business change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, please refer chapters titled “*Key Industry Regulations and Policies*” and “*Government and Other Statutory Approvals*” beginning on pages 116 and 233 respectively of this Draft Prospectus. Our Company proposes to use part of its Net Proceeds for investment in its wholly owned Subsidiaries, which will require certain regulatory permits, licenses and approvals from government authorities. Any delay in applying for or obtaining such permits, licenses and approvals may adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition.

19. The peer group companies as disclosed in chapter titled “Basis for Issue Price” may not be directly comparable to our Company and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.

As on the date of this Draft Prospectus, we believe that there are one (1) listed company in India which have a business profile and revenue streams similar to our Company. However, due to their larger size, they may not be directly comparable to us and hence their accounting ratios may not be a representative yardstick for our Company. Further, it maybe noted that the said one (1) listed company may not be sufficient or be able to reflect or represent the performance of the entire complete lifecycle product and packaging design and digital solutions industry in India. Therefore, investors must rely on their own examination of our Company for subscribing to the Issue.

20. Some of our Promoters have interests in other ventures.

Some of our Promoters have interests in other ventures (i.e. body corporate which are wholly owned subsidiaries of our Company) which operates in the same industry as our Company. Any conflict of interest in the business with the other ventures and/ or diversion of business of our Company to such other ventures may adversely impact our business, financial performance and operations.

Further, any default in discharging financial obligations in their capacity as directors in in any of the body corporate(s) under applicable laws resulting in any enforcement of any security interest or imposition of penalty or disqualification is likely to be directly or indirectly extended onto the promoters of our Company, which may adversely affect business, financial performance and operations of our Company. Further, our Promoters are also directors in our Group Companies and our Subsidiary and any penal action under any applicable law against any of the Promoters in their capacity as director in such companies would divert the attention and resources of such Promoters and may adversely affect business, financial performance and operations of our Company.

21. Any change in environment laws and regulations may adversely affect our business operations.

Our Company is regulated under certain environment protection laws and other regulations and is subject to environmental and safety regulations that may adversely affect our business. We are required to comply with Indian central, state and local laws, that govern the protection of the environment (including noise control), as well as occupational health and safety (including laws regulating the generation, storage, handling, use and transportation of waste materials, the emission and discharge of waste materials into soil, air or water, and the health and safety of employees). We are also required to obtain and comply with environmental permits for certain of our operations. For details on the regulations and policies applicable to our Company, please refer chapter titled “*Key Industry Regulations & Policies*” on page 116 of this Draft Prospectus. There can be no assurance that we will be in complete compliance at all times with such laws, regulations and the terms and conditions of any consents or permits. If we violate or fail to comply adequately with these requirements, we could be fined or otherwise sanctioned by the relevant regulators. Any failure to comply with the same or any inability to meet the regulatory requirements may adversely impact our business, growth prospects, results of operations and cash flows.

22. Certain agreements may not be adequately stamped or may not have been registered as a result of which our operations may be impaired.

Few of our agreements may not be adequately stamped or registered. The effect of inadequate stamping is that the document may not be admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, may make the document inadmissible in legal proceedings. Any potential dispute vis-à-vis non-compliance of local laws relating to stamp duty and registration may adversely impact the continuity of our business activity.

23. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.

Employee misconduct or errors could expose us to business risks or losses, including serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

24. We cannot guarantee the accuracy or completeness of the facts and other statistics with respect to India, the Indian economy and complete lifecycle product and packaging design and digital solutions industry contained in this Draft Prospectus.

While facts and other statistics in this Draft Prospectus relating to India, the Indian economy and the complete lifecycle product and packaging design and digital solutions industry have been based on various publications and reports from various agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us, the Lead Manager or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “*Industry Overview*” beginning on page 78 of this Draft Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

25. We cannot assure you that the deployment of the Net Proceeds of the Issue in the manner intended by us will result in increase in the value of your investment.

We intend to primarily use the Net Proceeds of the Issue as described under chapter titled “*Objects of the Issue*” beginning on page 67 of this Draft Prospectus. Our funding requirements and the deployment of the Net Proceeds of the Issue are based on management estimates and have not been appraised by any bank, financial institution or other independent agency. In response to the dynamic nature of our business, our management will have broad discretion to revise our business plans, estimates and budgets from time to time. Consequently, our funding requirements and deployment of funds may change, which may result in rescheduling of the proposed utilization of the Net Proceeds of the Issue and increasing or decreasing expenditure for a particular activity, subject to compliance with applicable law and the investment policies approved by our management.

Further, pursuant to section 27 of the Companies Act any variation in the objects for which the Prospectus will be issued would require a special resolution of the shareholders and the promoter or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the objects in accordance with Regulation 59 read with Schedule XX of SEBI ICDR Regulations. In the event of any such variation in the objects, the Promoters or controlling shareholders will provide an exit opportunity to such dissenting shareholders in accordance with the applicable provisions of SEBI ICDR Regulations.

Further, pending utilization of the Net Proceeds of the Issue, we are required to deposit the Net Proceeds of the Issue for any interim period only in scheduled commercial banks listed under Schedule II of the Banking Regulation Act, 1949. We cannot assure you that we will earn significant interest income on such deposits.

26. Our business operations may be disrupted by an interruption in power supply, which may impact our business operations.

Our business operations require constant power supply and any disruption in the supply of power may disrupt our operations, which may interfere with business requiring us to either stop our operations or repeat activities which may involve additional time and increase our costs. While we believe, we have adequate stand by power supply, this may not be adequate if the disruption in the supply of the power is for a longer period.

27. We may face competition from competitors that may have greater financial resources. Failure to compete effectively may have an adverse impact on our business and results of operations.

We compete directly and indirectly with service providers in embedded product and packaging design and digital solutions industry. Increased competition may force us to improve our service capabilities or lower our prices or result in loss of customers, which may adversely affect our profitability and market share. Some of our competitors may have greater capital, technological and other resources, which may enable them to commit larger amounts of capital and/or to anticipate the course of market developments and trends more effectively than we do and develop capabilities that may render our processes obsolete or put us at a disadvantage. We may also face competition from new entrants in the market as well as aggressive pricing strategies by other service providers trying to gain market share. Any exclusive arrangements between customers and our competitors may also increase our operating costs.

We believe that it is difficult to predict how the competitive landscape of our industry will develop over the long term. General competitive factors in the market, which may affect the level of competition over the short and medium term, include time to market, quality, price, timely delivery, warranty and customer relationships.

28. Our insurance coverage may not adequately protect us from all material risks and liabilities.

We maintain insurance which we believe is typical in our industry in India and for amounts which we believe to be commercially appropriate for risks. However, such insurance may not be adequate to cover all our losses or liabilities that may arise from our operations. Our insurance policies contain exclusions and or all limitations on coverage, as a result of which, we may not be able to successfully assert our claims for any liability or loss under the said insurance policies. Additionally, there may be various other risks and losses, specially arising out of our business agreements, for which we are not insured because such risks are either uninsurable or not insurable on commercially acceptable terms. Furthermore, there can be no assurance that in the future we will be able to maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable.

The occurrence of an event for which we are not insured, where the loss is in excess of insured limits or where we are unable to successfully assert insurance claims for losses, could result in unforeseen liabilities and losses. Further, despite such unforeseen losses we may remain obligated for any future financial indebtedness or other obligations related to our business. Any such unforeseen losses or liabilities could result in an adverse effect on our business operations, financial conditions and results of operations.

29. Some of our Promoters, Directors and KMPs have interests other than reimbursement of expenses incurred and normal remuneration or benefits in our Company.

Some of our Promoters, Directors and KMPs namely, Satya Simha Rao and Giridhar Lakshminarayan are interested in our Company to the extent of the Equity Shares held by them in the Company, and any dividends, bonuses, other distributions on such Equity Shares. For details, refer chapters titled “*Our Management*”, “*Our Promoter and Promoter Group*” and section titled “*Financial Statements*” beginning on pages 125, 141 and 146 of this Draft Prospectus, respectively.

30. Our ability to pay dividends in the future will depend, inter alia, upon available financial resources, investment requirements and taking into account optimal shareholder returns.

Our ability to pay dividends to our shareholders in the future will depend, inter alia, upon available financial resources, investment requirements and taking into account optimal shareholder returns. Our Company has not paid any dividend in the last three (3) years. For details, please refer chapter titled “*Dividend Policy*” on

page 145 of this Draft Prospectus. There is no guarantee that any dividend will be declared or paid in the future.

31. Our Promoters and Promoter Group will continue to hold majority shareholding after the completion of the Issue.

After completion of the Issue, our Promoters and members of the Promoter Group will collectively own a majority of our equity share capital. As a result, our Promoters, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our AOA. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company. In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

32. Fluctuations in interest rates may impact our results of operations.

Our exposure to interest rate risks primarily relates to our debt. Fluctuations in interest rates could negatively affect the amount of interest payable by us under our debt obligations and could make it more difficult for us to procure new debt on attractive terms.

EXTERNAL RISKS

33. Economic or other factors that are beyond our control may have an adverse impact on our business, financial condition, results of operations and prospects.

We are incorporated in India, and most of our assets and employees are located in India. As a result, we are dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in interest rates may adversely impact our access to capital and increase our borrowing costs;
- any downgrade of India's sovereign rating by international credit rating agencies;
- political instability, resulting from a change in government or in economic and fiscal policies;
- any natural calamities such as earthquakes, tsunamis, floods and droughts;
- any civil unrest, acts of violence, terrorist attacks, regional conflicts or situations; and
- other significant regulatory or economic developments in or affecting India

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

34. Significant differences exist between Ind AS and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of our financial condition.

Our Financial Statements for the three (3) months ended June 30, 2018 and for Fiscals 2018, 2017 and 2016 included in this Draft Prospectus are prepared and presented in conformity with Indian GAAP, and in each case, restated in accordance with the requirements of section 26 of the Companies Act read with rule 4 of Companies (Prospectus and Allotment of Securities) Rules 2014, as amended, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectus (Revised 2016)" issued by the ICAI. Indian GAAP

differs from Ind AS and other accounting principles with which prospective investors may be familiar in other countries, such as IFRS and U.S. GAAP. Accordingly, the degree to which the Financial Statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian GAAP.

35. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Application Amount) at any stage after submitting an Application.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Application Amount) at any stage after submitting a Application and are required to pay the Application Amount upon submission of the Application. Events affecting the Applicants decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business and results of operations or financial condition may arise between the date of submission of the Application and Allotment. However, our Company may complete the Allotment of the Equity Shares even if such events occur, and QIBs and Non-Institutional Investors would not be able to withdraw or lower their Applications at any stage after submitting an Application.

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

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

37. Increases in interest rates may materially impact our results of operations.

Interest rates for borrowings have been volatile in India in recent periods. Part of our operations are funded through debt and any increase in interest expenses due to increase in interest rates and/or any additional borrowings may have an adverse effect on our results of operations and financial condition. Although we may exercise any right available to us under our financing arrangements to terminate the existing debt financing arrangement on the respective reset dates and enter into new financing arrangements, there can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks.

RISK FACTORS RELATED TO OUR EQUITY SHARES

38. There is no existing market for our Equity Shares, and we do not know if one will develop to provide you with adequate liquidity. Further, an active trading market for the Equity Shares may not develop and the price of the Equity Shares may be volatile.

An active public trading market for the Equity Shares may not develop or, if it develops, may not be maintained after the Issue. Our Company in consultation with the Lead Manager will determine the Issue Price. The Issue Price may be higher than the trading price of our Equity Shares following this Issue. As a result, investors may not be able to sell their Equity Shares at or above the Issue Price or at the time that they would like to sell. The trading price of the Equity Shares after the Issue may be subject to significant fluctuations in response to factors such as, variations in our results of operations, market conditions specific to the sectors in which we operate, economic conditions of India and volatility of the Stock Exchange and securities markets elsewhere in the world.

39. The price of the Equity Shares may be highly volatile after the Issue.

The price of the Equity Shares on the Indian stock exchanges may fluctuate after this Issue as a result of several factors, including: volatility in the Indian and global securities market; our operations and performance; performance of our competitors and the perception in the market about investments in the industry we operate in; adverse media reports on us or our industry; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal and environmental regulations. There can be no assurance that the prices at which the Equity Shares are initially traded will correspond to the prices at which the Equity Shares will trade in the market subsequently.

40. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

Subsequent to listing, our Company will be subject to a daily circuit breaker imposed on listed companies by the Stock Exchange in India which does not allow transactions beyond certain volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Stock Exchange. The percentage limit on our Company's circuit breaker is set by the Stock Exchange based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchange are not required to inform our Company of the percentage limit of the circuit breaker from time to time, and may change it without its knowledge. This circuit breaker would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

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

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

42. Rights of shareholders under Indian law may differ or may be more limited than under the laws of other jurisdictions.

The Companies Act and rules made thereunder, the rules and regulations issued by SEBI and other regulatory authorities, the Memorandum of Association, and the Articles of Association govern the corporate affairs of the Company. Indian legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder in India than as a shareholder of a corporation in another jurisdiction.

43. Investors may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.

Under current Indian tax laws and regulations, long term capital gains exceeding ₹ one (1) lakh arising from sale of Equity Shares on or after April 1, 2018 are taxable. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than twelve (12) months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the

country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

SECTION III – INTRODUCTION

THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	Upto 18,00,000 Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
Of Which	
Market Maker Reservation Portion	Upto [●] Equity Shares of face value of ₹ 10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
Net Issue to the Public	Upto [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
Of Which	
(A) Retail Portion	[●] Equity Shares of face value of ₹ 10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs i.e. 50% of the Net Issue shall be available for allocation Retail Individual Investors
(B) Non – Institutional Portion	[●] Equity Shares of face value of ₹ 10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs i.e. 50% of the Net Issue shall be available for allocation for Investors other than Retail Individual Investors.
Pre-and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	[●] Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Issue	[●] Equity Shares of face value of ₹ 10 each
Use of Issue Proceeds	For details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 67 of this Draft Prospectus.

Notes

- *The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 14, 2018 and approved by the shareholders of our Company vide a special resolution at the EGM held on September 26, 2018 pursuant to section 62(1)(c) of the Companies Act.*
- *The Issue is being made through the Fixed Price Issue wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines. For details, please refer chapter titled “Issue Procedure” beginning on page 259 of this Draft Prospectus.*

Subject to valid Applications being received at the Issue Price, under subscription, if any, in any category would be met with spill-over from the other categories or a contribution of categories at the discretion of our Company in consultation with the Lead Manager and the Designated Stock Exchange.

SUMMARY OF FINANCIAL INFORMATION

ANNEXURE- I: -RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(₹ in Lakhs)

Sr No	Particulars	Note No	As at June 30, 2018	As at 31 st March		
				2018	2017	2016
A.	EQUITY AND LIABILITIES					
1.	Shareholders' funds					
	Share Capital	I.1	134.58	134.58	134.58	134.58
	Reserves and Surplus	I.2	249.42	213.62	291.34	355.19
2.	Non-current liabilities					
	Long-term borrowings	I.3	77.51	93.87	60.83	115.86
	Deferred tax liabilities (Net)	I.4	-	-	15.23	22.92
	Long-term provisions	I.5	79.42	77.39	72.86	87.18
3.	Current liabilities					
	Short-term borrowings	I.6	166.48	165.90	89.96	45.29
	Trade payables	I.7	102.62	122.06	100.30	70.05
	Other current liabilities	I.8	148.26	143.20	232.27	291.32
	Short-term provisions	I.9	6.81	5.44	5.72	6.87
	TOTAL		965.10	956.06	1,003.09	1,129.27
B.	ASSETS					
4.	Non-current assets					
	Fixed assets					
	Tangible Assets	I.10	25.40	26.84	39.76	56.91
	Intangible Assets	I.10	77.57	97.40	222.71	351.54
	Intangible Assets under Development	I.10	97.19	97.19	97.19	9.82
	Non-Current Investments	I.11	34.38	34.38	34.38	34.38
	Long-term Loans and Advances	I.12	43.38	41.16	41.03	41.97
	Deferred Tax asset (net)	I.4	17.88	30.38	-	-
5.	Current assets					
	Trade receivables	I.13	231.19	221.82	206.85	201.09
	Cash and Bank Balances	I.14	67.37	28.64	65.14	172.81
	Short-term Loans and Advances	I.15	214.38	205.66	168.10	164.48
	Other Current Assets	I.16	156.34	172.59	127.92	96.26
	TOTAL		965.10	956.06	1,003.09	1,129.27

The above statement should be read with the Statement of Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure IV. As per our attached report of even date.

For M/s L J Kothari & Co,
Chartered Accountants
Firm Registration No. 105313W

Proprietor

Membership No. 030917

Place: Mumbai

Date: December 11, 2018

For and on behalf of the Board of Directors of Axiom Consulting Limited

Satya Simha Rao

Chairman & Managing Director

DIN: 00350297

Giridhar Lakshminarayan

Joint Managing Director

DIN:01553968

ANNEXURE- II
RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(₹ in Lakhs)

Sr no	Particulars	Note No	For the year ended June 30, 2018	For the Year ended March 31,		
				2018	2017	2016
I.	Revenue from operations					
(a)	Sale of services	II.1	166.94	593.09	863.74	1,279.00
(b)	Other Operating Income		-	-	-	-
	Total Revenue from operations		166.94	593.09	863.74	1,279.00
II.	Other Income	II.2	21.13	121.28	105.94	58.16
III.	Total Revenue (I + II)		188.07	714.36	969.68	1,337.15
IV.	Expenses:					
	Employee benefits expense	II.3	76.70	454.26	576.26	793.16
	Other expenses	II.6	35.63	209.63	287.59	321.42
V.	Total Expense		112.33	663.89	863.85	1,114.58
VI.	Restated profit before interest, depreciation, tax and amortisation (EBIDTA) (III-V)		75.74	50.47	105.83	222.57
VII	Finance costs	II.4	8.05	35.59	25.23	26.31
VIII	Depreciation and amortization expense	II.5	21.93	138.67	149.98	112.45
IX	Restated profit before Tax		45.76	(123.79)	(69.38)	83.81
X	Tax expense:					
	(1) Current tax		8.80	-	-	16.24
	(2) Deferred tax		12.49	(45.61)	(7.69)	33.21
	(3) MAT credit entitlement		(8.80)	-	-	(15.97)
XI	Profit/ (Loss) for the period / year (IX-X)		33.27	(78.18)	(61.70)	50.33
XII	Earnings per equity share:					
	Basic EPS		2.47	(5.81)	(4.58)	3.74
	Diluted EPS		1.45	(3.42)	(2.70)	2.20

The above statement should be read with the Statement of Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure IV. As per our attached report of even date

For M/s L J Kothari & Co
Chartered Accountants
Firm Registration No. 105313W
Proprietor
Membership No. 030917
Place: Mumbai
Date: December 11, 2018

**For and on behalf of the Board of Directors of
Axiom Consulting Limited**

Satya Simha Rao
Chairman & Managing
Director
DIN: 00350297

**Giridhar
Lakshminarayan**
Joint Managing
Director
DIN:01553968

ANNEXURE- III RESTATED STANDALONE STATEMENT OF CASH FLOW

(₹ in Lakhs)

Sr. No.	Particulars	Q1	2017-18	2016-17	2015-16
A.	Cash flow from Operating Activities				
	Net Profit before tax as per Statement of Profit & Loss	45.76	(123.79)	(69.38)	83.81
	Adjustments for :				
	Forex Gain & Loss	-	-	12.23	-
	Net Income Tax for current period	-	-	-	0.00
	Depreciation & Amortisation Exp.	21.93	138.67	149.98	112.45
	Dividend Income	-	(29.29)	-	-
	Interest Expense	6.60	28.81	21.87	20.11
	Operating profit before working capital changes	28.53	138.18	184.08	132.55
	Movement in working capital :				
	(Increase) / Decrease in trade and Other Receivables	(9.36)	(14.97)	(17.99)	(33.68)
	Other Loans and advances receivable	(2.22)	(0.13)	0.94	71.18
	Other Current Asset	16.24	(44.67)	(31.65)	(26.94)
	Other Long-Term Liabilities	(16.35)	33.03	(55.03)	57.68
	Other Long-Term Provision	2.03	4.53	(14.33)	17.09
	Trade Payable	(19.44)	21.75	30.25	(41.62)
	Other Current Liabilities	5.06	(89.07)	(59.05)	183.69
	Short-term provisions	1.36	(0.27)	(1.16)	4.25
	Net Cash Flow from Operation (A)	5.85	48.39	36.06	364.20
B.	Cash flow from Investing Activities				
	Purchase of Fixed Assets	(0.66)	(0.44)	(4.00)	(111.47)
	Increase in Capital Work In Progress	-	-	(87.37)	(45.24)
	Interest Income	-	-	-	-
	Dividend Income	-	29.29	-	-
	Net Cash Flow from Investing Activities (B)	(0.66)	28.86	(91.37)	(156.71)
C.	Cash Flow From Financing Activities				
	Short term loans and advance	(8.72)	(37.55)	(3.62)	(68.87)
	Interest Paid	(6.60)	(28.81)	(21.87)	(20.11)
	Short term borrowings	0.58	75.94	44.67	(67.95)
	Net Cash Flow from Financing Activities (C)	(14.74)	9.57	19.17	(156.92)
D.	Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	(9.55)	86.83	(36.14)	50.58
E.	Opening Cash & Cash Equivalents	28.64	65.14	172.81	28.92
	Effect of exchange difference due to translation of foreign currency items	2.53	0.46	(2.15)	9.77
F.	Cash and cash equivalents at the end of the period	21.61	152.42	134.52	89.27
G.	Cash and Cash Equivalents Comprise:				

Sr. No.	Particulars	Q1	2017-18	2016-17	2015-16
	Cash	0.14	0.00	0.02	0.12
	Bank Balance:				
	Current Account	34.53	17.50	33.35	101.99
	Balances with banks on EEFC accounts	32.70	11.13	31.76	70.70
	Deposit Account	-	-	-	-
	Total	67.37	28.64	65.14	172.81

For M/s L J Kothari & Co
Chartered Accountants
Firm Registration No. 105313W
Proprietor
Membership No. 030917
Place: Mumbai
Date : December 11, 2018

**For and on behalf of the Board of Directors of
Axiom Consulting Limited**

Satya Simha Rao
Chairman & Managing
Director
DIN: 00350297

**Giridhar
Lakshminarayan**
Joint Managing
Director
DIN:01553968

GENERAL INFORMATION

Our Company was originally incorporated as “Axiom Consulting Private Limited” as a private limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated June 19, 2001 bearing Corporate Identification Number U74140KA2001PTC029153 issued by Registrar of Companies, Bangalore, Karnataka. Subsequently, our Company was converted into a public limited Company pursuant to special resolution passed by the shareholders dated August 17, 2018 and the name of our Company was changed to “Axiom Consulting Limited” to reflect the legal status of our Company pursuant to a fresh certificate of incorporation granted by the Registrar of Companies, Bangalore dated September 4, 2018. For further details, please refer the chapter titled “*History and Certain Corporate Matters*” beginning on page 121 of this Draft Prospectus.

The Corporate Identity Number of our Company is U74140KA2001PLC029153.

Registered & Corporate Office of our Company

Axiom Consulting Limited

No 307,3rd Floor, Shree Chambers,
100 Feet Ring Road, BSK III Stage,
Bengaluru, Bangalore- 560085.

Tel No: +91 080-42869900

Fax No: 080 26799570

Website: www.axiomconsult.com

E-mail: info@axiomconsult.com

CIN: U74140KA2001PLC029153

Registrar of Companies

Our Company is registered with Registrar of Companies, Bangalore located at:
Registrar of Companies
E Wing, 2nd Floor, Kendriya Sadan,
Kormangala, Bengaluru, Karnataka- 560034.
India

Board of Directors of our Company

Our Board of Directors comprises of the following directors as on the date of filing of this Draft Prospectus:

Sr. No.	Name	Designation	DIN	Address
1.	Satya Simha Rao	Promoter, Chairman & Managing Director	00350297	#E-704 Jacaranda, Brigade Millenium, J P Nagar 7 th Phase, Bangalore South, Bangalore – 560078, Karnataka.
2.	Lakshminarayana Giridhar	Promoter & Joint Managing Director	01553968	#1627, Druvatare, 5 th B Cross, 21st main road, BSK 1st stage, near ashwini homeo clinic, banashank, Bangalore – 560050, Karnataka
3.	Ravindra Krishnappa	Non-Executive Independent Director	00120780	C2- 702, White House Apartments, 15 th Cross, near Patel Inn, RT Nagar, Bangalore – 560032
4.	Satish Somayya Jeevannavar	Non-Executive Director	07067732	21 Sanjana, Shripad Nagar, 1st Cross, Rani Channamma Nagar, Dharwad, Karnataka – 580001
5.	Neeraj Sampath Mitran	Non-Executive Director	08222981	No. 189, 2nd main, Jayalakshmpuram, Mysore, Karnataka 570012

Sr. No.	Name	Designation	DIN	Address
6.	Shachi Irde	Non-Independent Executive Director	06770941	Flat 3A, Anandi villa, 98/4, 6th Main Road, Bangalore North, Malleshwaram, Bangalore – 560003, Karnataka

For further details of our Directors, please refer chapter titled “*Our Management*” beginning on page 125 of this Draft Prospectus.

Company Secretary and Compliance Officer

Vinay B R

No 307,3rd Floor, Shree Chambers,
100 Feet Ring Road, BSK III Stage,
Bengaluru, Bangalore- 560085.

Tel No: +91 080-42869900

Fax No: 080 26799570

E-mail: vinay.br@axiomconsult.com

Investors can contact the Registrar to the Issue, Company Secretary and Compliance Officer or the LM in case of any pre or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of allotted shares in the respective beneficiary account, non-receipt of refund orders, non-receipt of funds by electronic mode and unblocking of funds.

All grievances relating to the Issue may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the Application, address of the Applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant

Further, the investor shall also enclose the TRS received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Statutory Auditor

Guru & Jana Chartered Accountants
No. 41, Patalamma Temple Street,
Near South End Circle,
Basavanagudi, Bangalore - 560004
Email: ananthprasad@gurujana.com
Contact Person: Ananth Prasad B R
Firm Registration No: 006826S

Peer Review Auditor

L J Kothari & Co., Chartered Accountants
Gandhi Mansion, 3rd floor, Office No. B-2,
New Silk Bazar, Opp Kalbadevi Head P.O.
Mumbai – 400002

Email; ca_lalitkothari@yahoo.com

Contact person: CA Lalit Kothari

Registration No: 105313W

Lead Manager to the Issue**Fedex Securities Private Limited**

305, Enterprise Centre,
Nehru Road, Vile Parle (East),
Mumbai – 400099, Maharashtra, India

Tel No: +91 8104985149

Fax No: +91 22 26186966

Contact Person: Rinkesh Saraiya

Email: mb@fedsec.in

Website: www.fedsec.in

Investor Grievance Email: mb@fedsec.in

SEBI Registration Number: INM000010163

Legal Advisor to the Issue**Crawford Bayley & Co.**

Advocates & Solicitors,
4th Floor, Gate No. 4, State Bank Buildings,
N.G.N. Vaidya Marg, Fort,
Mumbai-400023

Tel No: +91 22-22663713

Fax No: +91 22-22660986

Contact Person: Sanjay R. Buch

Email: sanjay_buch@crawfordbayley.com

Registrar to the Issue**Bigshare Services Private Limited**

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai – 400059

Tel No: +91 22 62638200

Fax No: +91 22 62638299

E-mail: ipo@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Babu Raphel

SEBI Registration No: INR000001385

Investor Grievance Email: investor@bigshareonline.com

Bankers to our Company**Kotak Mahindra Bank**

No. 22, Kotak House, M. G. Road,
Bangalore – 560001

Tel No: +91 9986075950

E-mail: sriharsha.urala@kotak.com

Contact Person: Sriharsha Urala

Website: www.kotak.com

Bankers to the Issue and Refund Banker

[●]

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 <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>. Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

Registered Brokers

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Applicants can submit Application Forms in the Issue using the stock brokers network of the BSE SME i.e., through the Registered Brokers at the Broker Centers.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of BSE. The details of the Broker Centers of the Registered Brokers will be available on the website of SEBI.

Registrar and Share Transfer Agents

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with RTAs who are registrars and transfer agents registered with SEBI and have furnished their details to BSE for acting in such capacity.

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 BSE.

Collecting Depository Participants

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with CDPs who are registered with SEBI and have furnished their details to BSE for acting in such capacity.

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of BSE.

Inter-Se Allocation of Responsibilities

Fedex Securities Private Limited being the sole Lead Manager to this Issue shall be undertaking all activities in relation to this Issue. Hence, the statement of inter-se allocation of responsibilities among Lead Manager is not required.

Credit Rating

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

IPO Grading

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

Appraisal and Monitoring Agency

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹ 10,000 Lakhs. Since the Issue size is only of ₹ [●] Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

Expert Opinion

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

Our Company has received a written consent from our Peer Review Auditor, L J Kothari & Co., Chartered Accountants, with respect to their report on the Financial Statements dated December 11, 2018 and the Statement of Tax Benefits dated December 11, 2018, to include their name in this Draft Prospectus, as required under Companies Act read with SEBI ICDR Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Debenture Trustee

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

Filing of Draft Prospectus

A soft copy of Draft Prospectus shall be filed with SEBI through SEBI Intermediary Portal at <https://siportal.sebi.gov.in> as per Regulation 246 (5) of SEBI ICDR Regulations and SEBI shall not issue any observation on the offer document in terms of Regulation 246(2) of SEBI ICDR Regulations.

A copy of the Prospectus along with the documents required to be filed under Section 32 of the Companies Act will be delivered to the RoC situated at E Wing, 2nd Floor, Kendriya Sadan, Kormangala, Bengaluru, Karnataka- 560034.

Issue Programme

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

Event	Indicative timeline
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on BSE SME	[●]

The above timetable is indicative and does not constitute any obligation on our Company or the 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 BSE SME are taken within six (6) Working Days of 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 BSE SME. The commencement of trading of the Equity Shares will be entirely at the discretion of BSE SME and in accordance with the applicable laws.

Application Forms and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms and any revision to the same shall be accepted between 10.00 a.m. and 3.00 p.m. (IST) or such extended time as permitted by BSE SME, in case of Application Forms by Retail Individual Applicants after considering the total number of applications received up to the closure of timings and reported by the Lead Manager to the BSE SME within half an hour of such closure. It is clarified that the Application Forms not uploaded on the electronic system would be rejected. Application Forms will be accepted only on Working Days during the Issue Period.

Due to limitation of time available for uploading the Application Forms on the Issue Closing Date, the Applicants are advised to submit their Application Forms one (1) day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are IST. Applicants are cautioned that in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public offerings, some Application Forms may not get uploaded due to lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered

for allocation under the Issue. Neither our Company nor the Lead Manager is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application prior to the Issue Closing Date. Allocation to Retail Individual Applicants in this Issue may 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 or the electronic Application Form, for a particular Applicant, the details as per the file received from BSE SME 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 Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

Underwriters

Our Company and the LM to the Issue hereby confirm that the Issue is 100% Underwritten.

The underwriting agreement is dated [●], and pursuant to the terms of the underwriting agreement; obligations of the underwriter are subject to certain conditions specified therein. The underwriters have indicated their intention to underwrite the following number of Equity Shares being offered through this Issue.

Name and Address of the Underwriter	Indicative Number of Equity Shares Underwritten*	Amount Underwritten (₹ in Lakhs)	% of the Net Issue size Underwritten
[●] Tel No: [●] Fax No: [●] Email: [●] Contact Person: [●] Website: [●] Investor Grievance Email SEBI Registration Number: INM000010163	[●]	[●]	100%
Total	[●]	[●]	100%

*Includes [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker on its own account in order to comply with the requirements of Regulation 261 of SEBI ICDR Regulations.

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

Change in the Auditor during last 3 year

There is no changes in the Auditor during last three (3) years as on date of this Draft Prospectus

Withdrawal of the Issue

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs

to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform BSE SME on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from BSE SME, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

Market Maker

Our Company, the Lead Manager have entered into an agreement dated [●], with the following Market Maker, duly registered with BSE SME to fulfill the obligations of market making: -

Name: [●]

Tel No: [●]

Fax No: [●]

Email: [●]

Website: [●]

Contact Person: [●]

SEBI Registration Number: [●]

Market Maker Registration No. (SME Segment of BSE): [●]

[●] is registered with BSE SME as a Market Maker and has agreed to receive or deliver the Equity Shares in the market making process for a period of three (3) years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in SEBI ICDR Regulations, as amended from time to time and the circulars issued by BSE SME and SEBI in this matter from time to time.

Following is a summary of the key details pertaining to the market making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by BSE SME. Further, the Market Maker(s) shall inform BSE SME in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be ₹ 1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ [●] the minimum lot size is [●] Equity Shares thus minimum depth of the quote shall be ₹ [●] until the same, would be revised by BSE SME.
3. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Equity Shares of Market Maker in our Company reaches to 25% of Issue Size (including the [●] Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Equity Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
4. There shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE SME may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

6. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.
7. The Equity Shares of the Company will be traded in continuous trading session from the time and day the company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under BSE SME and SEBI circulars.
8. 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 BSE SME, while force-majeure will be applicable for non-controllable reasons. The decision of the BSE SME for deciding controllable and non-controllable reasons would be final.
9. The Market Maker shall have the right to terminate said arrangement by giving one-month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the 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 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 particulars point of time.
10. BSE SME will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to time.
11. BSE SME 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 BSE SME 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 BSE SME from time to time. The BSE SME will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
12. The Department of Surveillance and Supervision of the BSE would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.

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

Pursuant to SEBI circular no. CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the 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 ₹ 2,000 Lakhs	25%	24%

₹ 2,000 Lakhs to ₹ 5,000 Lakhs	20%	19%
₹ 5,000 Lakhs to ₹ 8,000 Lakhs	15%	14%
Above ₹ 8,000 Lakhs	12%	11%

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 BSE SME from time to time.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Draft Prospectus and after the proposed Issue is set forth below:

(Amount in ₹ Lakhs, except the share data)

	Particulars	Aggregate value at face value	Aggregate value at Issue Price
1.	AUTHORIZED SHARE CAPITAL		
	45,00,000 Equity Shares of ₹ 10 each	450.00	
2.	ISSUED CAPITAL BEFORE THE ISSUE		
	22,87,779 Equity Shares of ₹ 10 each	228.77	
3.	SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE		
	22,87,779 Equity Shares of ₹ 10 each	228.77	
4.	PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS		
	Issue of upto 18,00,000 Equity Shares of face value ₹ 10 each fully paid-up for cash at a price of ₹ [●] per Equity Share*	[●]	[●]
	Of Which		
	Market Maker Reservation Portion: Upto [●] Equity Shares of face value of ₹ 10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs	[●]	[●]
	Net Issue to the Public: [●] Equity Shares of face value of ₹ 10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs	[●]	[●]
	Of Which		
	Allocation to Retail Individual Investors: [●] Equity Shares of face value of ₹ 10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs i.e. 50% of the Net Issue shall be available for allocation Retail Individual Investors	[●]	[●]
	Allocation to Other than Retail Individual Investors: [●] Equity Shares of face value of ₹ 10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs i.e. 50% of the Net Issue shall be available for allocation for Investors other than Retail Individual Investors.	[●]	[●]
5.	ISSUED, SUBSCRIBED AND PAID UP CAPITAL AFTER THE ISSUE		
	[●] Equity Shares of face value ₹ 10 at a price of ₹ [●] per Equity Share [^]	[●]	[●]
6.	SECURITIES PREMIUM ACCOUNT		
	Before the Issue		0.00
	After the Issue [#]		[●]

**(1) The present Issue has been authorised by the Board of Directors of vide a resolution at its meeting held on September 14, 2018, and shareholders of our Company vide a special resolution passed pursuant to section 62 of the Companies Act at the EGM held on September 26, 2018.*

^ Subject to finalisation of Basis of Allotment.

To be finalized upon determination of the Issue Price.

Details of increase in authorized share capital of our Company since incorporation

On incorporation, the initial authorised share capital of our Company was ₹ 1,00,000 divided into 10,000 Equity Shares of ₹ 10 each. Further, the authorised share capital of our Company has been altered in the manner set forth below:

Date of Shareholder's Resolution	Details of Change	AGM / EGM
November 28, 2001	The authorised share capital of our Company increased from ₹ 1,00,000 divided into 10,000 Equity Shares of ₹ 10 each to ₹ 60,00,000 divided into 6,00,000 Equity Shares of ₹ 10 each	EGM
June 28, 2004	The authorised share capital of our Company increased from ₹ 60,00,000 divided into 6,00,000 Equity Shares of ₹ 10 each to ₹ 80,00,000 divided into 8,00,000 Equity Shares of ₹ 10 each	EGM
March 04, 2009	The authorised share capital of our Company increased from ₹ 80,00,000 divided into 8,00,000 Equity Shares of ₹ 10 each to ₹ 1,10,00,000 divided into 11,00,000 Equity Shares of ₹ 10 each	EGM
December 23, 2009	The authorised share capital of our Company increased from ₹ 110,00,000 divided into 11,00,000 Equity Shares of ₹ 10 each to ₹ 150,00,000 divided into 15,00,000 Equity Shares of ₹ 10 each	EGM
September 26, 2018	The authorised share capital of our Company increased from ₹ 150,00,000 divided into 15,00,000 Equity Shares of ₹ 10 each to ₹ 450,00,000 divided into 45,00,000 Equity Shares of ₹ 10 each	EGM

NOTES TO THE CAPITAL STRUCTURE

1. Share Capital history of our Company

a. **The history of the equity share capital of our Company is detailed in the following table:**

Date of Allotment	No. of Equity Shares allotted	Face Value (In ₹)	Issue Price (In ₹)	Nature of Consideration	Reason / Nature of Allotment	Cumulative No. of Equity Shares
June 19, 2001	10,000	10	10	Cash	Subscription to MoA*	10,000
June 28, 2003	3,29,202	10	10	Cash	Preferential allotment ¹	3,39,202
March 5, 2004	1,13,807	10	10	Cash	Preferential allotment ²	4,53,009
May 14, 2004	28,195	10	10	Cash	Preferential allotment ³	4,81,204
July 21, 2004	1,76,750	10	10	Cash	Preferential allotment ⁴	6,57,954
March 26, 2005	21,805	10	10	Cash	Preferential allotment ⁵	6,79,759
March 5, 2009	3,79,000	10	10	Cash	Preferential allotment ⁶	10,58,759
December 26, 2009	72,214	10	35	Cash	Preferential allotment ⁷	11,30,973
April 30, 2010	69,856	10	35	Cash	Preferential allotment ⁸	12,00,829
September 3, 2010	28,173	10	N/A	Other than cash	Sweat Equity/ ESOP ⁹	12,29,002
September 5, 2011	61,450	10	N/A	Other than cash	Sweat Equity/ ESOP ¹⁰	12,90,452
March 3, 2014	55,300	10	35	Other than cash	Sweat Equity/ ESOP ¹¹	13,45,752
October 23, 2018	9,42,027	10	N/A	Other than cash	Bonus issue in the ratio of 7 shares for every 10 shares held ¹²	22,87,779

*The subscribers to the MoA were Satya Simha Rao (5,000 Equity Shares) and Bhavya Ram (5,000 Equity Shares).

¹The said Equity Shares were allotted to Satya Simha Rao (150,500 Equity Shares), Bhavya Rao (500 Equity Shares), A. J Chandrasekhar (30,000 Equity Shares), Lakshminarayan Giridhar (30,000 Equity Shares), A. Padmanabha (10,000 Equity Shares), B.P Padmaprasad (20,000 Equity Shares), Kaushik Ghatak (51,092 Equity Shares), K.V. Dinesh (12,110 Equity Shares), G.C Anupama (5,000 Equity Shares), S.N. Prasad (20,000 Equity Shares).

²The said Equity Shares were allotted to A.J. Chandrasekhar (10,000 Equity Shares), Lakshminarayan Giridhar (10,000 Equity Shares), B.P. Padmaprasad (10,000 Equity Shares), K.V. Dinesh (13,807 Equity Shares), Bharath Ram (20,000 Equity Shares), N. Harish (25,000 Equity Shares), Elias C Abraham (25,000 Equity Shares).

³ The said Equity Shares were allotted K. V. Dinesh (28,195 Equity Shares).

⁴ The said Equity Shares were allotted to SIDBI Venture Capital Limited (1,76,750 Equity Shares).

⁵The said Equity Shares were allotted to A.J. Chandrasekhar (7,000 Equity Shares), Lakshminarayan Giridhar (10,000 Equity Shares), Harish N. (1,000 Equity Shares), Bharath Ram (3,805 Equity Shares)

⁶The said Equity Shares were allotted to Satya Simha Rao (79,000 Equity Shares) and Lakshminarayan Giridhar (3,00,000 Equity Shares).

⁷The said Equity Shares were allotted to Robert H. Tate (69,357 Equity Shares) and MVV Vidyasagar (2,857 Equity Shares).

⁸The said Equity Shares were allotted to Robert H. Tate (65,571 Equity Shares) and MVV Vidyasagar (4,285 Equity Shares).

⁹The said sweat Equity Shares were allotted to MVV Vidyasagar (28,173 Equity shares).

¹⁰The said Sweat Equity Shares were allotted to Robert H. Tate (61,450 Equity Shares).

¹¹The said Sweat Equity Shares were allotted to Robert H. Tate (55,300 Equity Shares).

¹²The said bonus Equity Shares were allotted to Satya Simha Rao (2,94,875 Equity Shares), Laxminarayan Giridhar (2,48,500 Equity Shares), Robert H. Tate (1,76,175 Equity Shares), A.J. Chandrashekhar (43,470 Equity Shares), K. V Dinesh (37,878 Equity Shares), Kaushik Ghatak (35,764 Equity Shares), MVV Vidyasagar (24,721 Equity Shares), B. P Padmaprasad (24,500 Equity Shares), N. Harish (18,200 Equity Shares), Bharath Ram (16,664 Equity Shares), G.C Anupama (3,500 Equity Shares), S.N Prasad (14,000 Equity Shares) and Bhavya Ram (3,780 Equity Shares).

b. Issue of Equity Shares allotted for consideration other than cash:

Except as set out below, our Company has not issued Equity Shares for consideration other than cash. Further, no benefits have accrued to our Company on account of allotment of Equity Shares for consideration other than cash:

Date of allotment	No. of Equity Shares allotted	Face Value (In ₹)	Issue Price (In ₹)	Reason / Nature of allotment	Benefit accrued to our Company	Persons to whom allotment were made
October 23, 2018	9,42,027	10	N/A	Bonus issue in the ratio of 7 shares for every 10 shares held	Nil	Satya Simha Rao, Laxminarayan Giridhar, Robert H. Tate, A.J. Chandrashekha, K. V Dinesh, Kaushik Ghatak, MVV Vidyasagar, B. P Padmaprasad, N. Harish, Bharath Ram, G.C Anupama, S.N Prasad, Bhavya Ram

c. Our Company has not issued any Equity Shares at price below Issue Price within last one (1) year from the date of this Draft Prospectus.

2. History of the Equity Share capital held by our Promoters

As on the date of this Draft Prospectus, our Promoters hold 13,19,625 Equity Shares, equivalent to 57.68% of the issued, subscribed and paid-up Equity Share capital of our Company.

a. Details of the build-up of shareholding of the Promoters in our Company:

Satya Simha Rao							
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (In ₹)	Issue Price / Average Acquisition Price per Equity Share (In ₹)	Reason / Nature of Allotment	Percentage of the pre-issue capital (in %)	Percentage of the post-issued capital (in %) [#]
June 19, 2001	5,000	Cash	10	10.00	Subscription to MoA	0.22	[●]
June 28, 2003	1,50,500	Cash	10	10.00	Preferential allotment	6.58	[●]
April 8, 2004	10,000	Cash	10	10.00	Transfer of Shares	0.44	[●]
September 5, 2008	1,76,750	Cash	10	10.00	Transfer of Shares	7.73	[●]
March 5, 2009	79,000	Cash	10	10.00	Preferential allotment	3.45	[●]
October 23, 2018	2,94,875	Other than cash	10	N/A	Bonus issue in the ratio of 7 shares for every 10 shares held	12.89	[●]
Total	7,16,125					31.30	[●]

[#] Subject to finalisation of Basis of Allotment

Lakshminarayan Giridhar							
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (In ₹)	Issue Price / Average Acquisition Price per Equity Share (In ₹)	Reason / Nature of Allotment	Percentage of the pre-issue capital (in %)	Percentage of the post-issued capital (in %) [#]
June 28, 2003	30,000	Cash	10	10.00	Preferential allotment	1.31	[●]
March 5, 2004	10,000	Cash	10	10.00	Preferential allotment	0.44	[●]
March 26, 2005	10,000	Cash	10	10.00	Preferential allotment	0.44	[●]
April 8, 2004	5,000	Cash	10	10.00	Transfer of Shares	0.22	[●]
March 5, 2009	3,00,000	Cash	10	10.00	Preferential allotment	13.11	[●]
October 23, 2018	2,48,500	Other than cash	10	N/A	Bonus issue in the ratio of 7 shares for every 10 shares held	10.86	[●]
Total	6,03,500					26.38	[●]

[#] Subject to finalisation of Basis of Allotment

All the Equity Shares allotted to the Promoters as given above were fully paid up as on the date of such allotment and none of these shares have been pledged with any bank/ financial institution and/ or with anybody else.

b. Details of Promoters' contribution locked in for three (3) years:

Pursuant to the Regulations 236 and 238 of SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters, shall be locked-in for a period of three (3) years from the date of Allotment.

The lock-in of the minimum Promoters' contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the BSE SME before the listing of the Equity Shares.

Following are the details of minimum Promoters' contribution:

Promoters	Date of Allotment/ Acquisition and when made fully paid-up	No. of Equity Shares acquired	No. of Equity Shares locked in	Face Value (in ₹)	Issue Price (in ₹)	Nature of Allotment/ Transfer	Consideration (Cash/Other than cash)	Percentage of post-Issue paid-up capital [#]
Satya Simha Rao	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Lakshminarayan Giridhar	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total			[•]					[•]

[#] Subject to finalisation of Basis of Allotment

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' contribution under Regulation 237 of the SEBI ICDR Regulations. In this computation, as per Regulation 237 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares which are being locked-in do not, and shall not, consist of:

- Equity Shares acquired three (3) years before the filing of the Draft Prospectus with SEBI for consideration other than cash and revaluation of assets or capitalisation of intangible assets involved in such transactions or resulting from a bonus issue by utilization of revaluation reserves or unrealised profits of our Company or from bonus issue against Equity Shares which are ineligible for computation of minimum Promoters' contribution;
- Equity Shares acquired by our Promoters during the preceding one (1) year, at a price lower than the price at which Equity Shares are being offered to the public in the Issue;
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the minimum Promoter's contribution subject to lock-in;
- Equity Shares held by our Promoters that are subject to any pledge.

Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership into a company in the past one (1) year and thus, no Equity Shares have been issued to our Promoters upon conversion of a partnership firm a limited liability partnership in the past one (1) year.

As on the date of this Draft Prospectus, the Equity Shares held by the Promoters and members of the Promoter Group are not in dematerialised form and the same are in the process of dematerialisation.

The Equity Shares forming part of Promoter's contribution subject to lock in will not be disposed/ sold/ transferred by our Promoters during the period starting from the date of filing of this Draft Prospectus with RoC till the date of commencement of lock in period as stated in this Draft Prospectus.

Other than the Equity Shares locked-in as Promoter's contribution for a period of three (3) years as stated in the table above, the entire pre-Issue capital of our Company, including the excess of minimum Promoters' contribution, as per Regulation 238(b) and Regulation 239 of the SEBI ICDR Regulations, shall be locked in for a period of one (1) year from the date of Allotment of Equity Shares in the Issue. As per Regulation 241 of the SEBI ICDR Regulations, such lock-in of the Equity Shares would be created and recorded by the Depositories as per applicable laws.

Other requirements in respect of 'lock-in'

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

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

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 or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions or a systemically important non-banking finance company or a housing finance company, subject to the following:

- If the specified securities are locked-in in terms of sub-regulation (a) of Regulation 238 of the SEBI ICDR Regulations, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the Issue and the pledge of specified securities is one of the terms of sanction of the loan;
- If the specified securities are locked-in in terms of sub-regulation (b) of Regulation 238 of the SEBI ICDR Regulations and the pledge of specified securities is one of the terms of sanction of the loan.

An oversubscription to the extent of 10% of the Issue can be retained, in consultation with BSE SME, for the purposes of rounding off to the nearer multiple of minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual allotment may go up by a maximum of 10% of the Issue as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock-in shall be suitably increased so as to ensure that 20% of the Post Issue paid-up capital is locked in for three (3) years.

c. Details of share capital locked in for one (1) year

Other than the above mentioned Equity Shares that would be locked-in for three (3) years, the entire pre-Issue capital of our Company would be locked-in for a period of one (1) year from the date of Allotment in the Issue pursuant to Regulation 238(b) and Regulation 239 of SEBI ICDR Regulations.

d. Other requirements in respect of lock-in

Pursuant to Regulation 242 of SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoters, as specified above, can be pledged only with scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such scheduled commercial banks or public financial institution, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan.

Provided that securities locked-in as Promoters' contribution for three (3) years under Regulation 238(a) of SEBI ICDR Regulations may be pledged only if, in addition to fulfilling the above requirement, the loan has been granted by such scheduled commercial bank or public financial institution or insurance companies registered with Insurance Regulatory and Development Authority of India for the purpose of financing one or more of the objects of the Issue.

Pursuant to Regulation 243 of SEBI ICDR Regulations, Equity Shares held by the Promoters may be transferred to and amongst the Promoters, the Promoter Group or to new promoters or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI Takeover Regulations.

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

3. The Equity Shares held by persons other than our Promoters and locked-in for a period of one (1) year from the date of Allotment may be transferred to any other person holding the Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations.
4. As on date of this Draft Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 and Sections 230-232 of the Companies Act.
5. Except as mentioned below, the Promoters, Promoter Group, Directors of our Company and their relatives have not undertaken any transactions of Equity Shares of our Company, during a period of six (6) months preceding the date on which this Draft Prospectus is filed with BSE SME.

Date of Allotment	Name of allottee / transferred	No of shares Allotted / transferred	Category	Face Value (₹)	Issue Price	Nature of Allotment
October 23, 2018	Satya Simha Rao	2,94,875	Promoter	10	N/A	Bonus issue (7:10)
	Laxminarayan Giridhar	2,48,500	Promoter			
	Bhavya Ram	3780	Promoter Group			
	Bharath Ram	16,664	Promoter Group			

6. **Shareholding Pattern of our Company and the Equity shares held by them is as follows:**

The table below represents the Shareholding Pattern of our Company as on September 30, 2018

A. Summary statement holdings of specified securities

Category Code and Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of partly paid-up equity shares held	Total no. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C1+C2+C)	Number of Voting Rights held in each class of securities			No. of Shares underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % of assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialized form [#]
						No. of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total shares held	No.	As a % of total Shares held	
						Class	Total								
(A) Promoter & Promoter Group	4	13,69,274	-	13,69,274	59.85	13,69,274	13,69,274	59.85	--	--	--	--	--	[●]	
(B) Public	9	9,18,505	-	9,18,505	40.15	9,18,505	9,18,505	40.15	--	--	--	--	--	[●]	
(C1) Shares underlying DRs	--	--	--	--	--	--	--	0.00	--	--	--	--	--	--	
(C2) Shares held by Employee Trust	--	--	--	--	--	--	--	0.00	--	--	--	--	--	--	
(C) Non – Promoter Non Public	--	--	--	--	--	--	--	0.00	--	--	--	--	--	--	
Total	13	22,87,779		22,87,779	100	22,87,779	22,87,779	100	--	--	--	--	--	[●]	

[#]As on the date of this Draft Prospectus, the Equity Shares of the Company are not in dematerialised form and the same are in the process of dematerialisation.

B. Statement showing shareholding pattern of the Promoter and Promoter Group as on the date of this Draft Prospectus

Category of shareholder(I)	PAN	No. of shareholders (II)	No. of fully paid up equity shares held(III)	No. of partly paid-up equity shares held(IV)	Total no. of shares held (V = III+IV)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of(A+B+C)(VI)	Number of Voting Rights held in each class of securities			No. of Shares underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % of assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialized form (VII)#
							No. of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total shares held	No.	As a % of total Shares held	
							Class	Total								
(A1) Indian																
Individuals / Hindu Undivided Family																
Satya Simha Rao	AAPPR3643F	1	7,16,125	--	7,16,125	31.30	7,16,125	7,16,125	31.30	--	--	--	--	--	--	[•]
Lakshminarayan Giridhar	ABGPG5796E	1	6,03,500	--	6,03,500	26.38	6,03,500	6,03,500	26.38	--	--	--	--	--	--	[•]
Bhavya Ram	AEKPR0502E	1	9,180	--	9,180	0.40	9,180	9,180	0.40	--	--	--	--	--	--	[•]
Bharath Ram	BVQPR5099L	1	40,469	--	40,469	1.77	40,469	40,469	1.77	--	--	--	--	--	--	[•]
Sub – Total (A1)		4	13,69,274		13,69,274	59.85	13,69,274	13,69,274	59.85	--	--	--	--	--	--	[•]
(A2) Foreign	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Total = A1 + A2		4	13,69,274		13,69,274	59.85	13,69,274	13,69,274	59.85	--	--	--	--	--	--	[•]

#As on the date of this Draft Prospectus, the Equity Shares of the Promoters and members of Promoter Group are not in dematerialised form and the same are in the process of dematerialisation.

C. Statement showing shareholding pattern of the Public shareholder as on the date of this Draft Prospectus

Category of shareholder (I)	PAN	No. of shareholders (II)	No. of fully paid up equity shares held(III)	No. of partly paid-up equity shares held(IV)	Total no. of shares held (V = III+IV)	Shareholding as a % of total no. of shares(calculated as per SCRR, 1957) As a % of(A+B+C)(VI)	Number of Voting Rights held in each class of securities			No. of Shares underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % of assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialized form# (VII)	
							No. of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total shares held	No.	As a % of total Shares held		
							Equity Shares	Total									
Robert H. Tate	N/A	1	4,27,853		4,27,853	18.70	4,27,853	4,27,853	18.70							[●]	
A.J. Chandrashekar	AAPPR3643F	1	1,05,570	--	1,05,570	4.61	1,05,570	1,05,570	4.61	--	--	--	--	--	--		[●]
K. V Dinesh	AOUPD1889A	1	91,990	--	91,990	4.02	91,990	91,990	4.02	--	--	--	--	--	--		[●]
Kaushik Ghatak	AKVPG7502J	1	86,856	--	86,856	3.80	86,856	86,856	3.80	--	--	--	--	--	--		[●]
MVV Vidyasagar	ADLPM8163A	1	60,036	--	60,036	2.62	60,036	60,036	2.62	--	--	--	--	--	--		[●]
B. P Padmaprasad	ABLPP6751D	1	59,500	--	59,500	2.60	59,500	59,500	2.60	--	--	--	--	--	--		[●]
N. Harish	ABYPN0839M	1	44,200	--	44,200	1.93	44,200	44,200	1.93	--	--	--	--	--	--		[●]
S.N. Prasad	ADWPP7032J	1	34,000	--	34,000	1.49	34,000	34,000	1.49	--	--	--	--	--	--		[●]
G. C Anupama	AAXPA4124G	1	8,500		8,500	0.37	8,500	8,500	0.37								[●]
Total		9	9,18,505		9,18,505	40.15	9,18,505	9,18,505	40.15	--	--	--	--	--	--		[●]

#As on the date of this Draft Prospectus, the Equity Shares of the public shareholders are not in dematerialised form and the same are in the process of dematerialisation.

D. Statement showing shareholding pattern of the Non Promoter – Non Public shareholder as on the date of this Draft Prospectus

Category of shareholder (I)	PAN	No. of shareholders (II)	No. of fully paid up equity shares held (III)	No. of partly paid-up equity shares held (IV)	Total no. of shares held (V = III+IV)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C)(VI)	Number of Voting Rights held in each class of securities			No. of Shares underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % of assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialized form(VII)
							No. of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total shares held	No.	As a % of total Shares held	
							Class	Total								
C) Non Promoter - Non Public																
C1) Shares underlying DRs	0	0	--	--	0.00	--	--	--	--	--	--	--	--	--	--	--
C2) Shares held by Employee Trust	0	0	--	--	0.00	--	--	--	--	--	--	--	--	--	--	--
Sub-Total (C=C1+C2)	0	0	--	--	0.00	--	--	--	--	--	--	--	--	--	--	--

7. **Shareholding of our Promoters and Promoter group pre and post Issue:**

Provided below are details of Equity Shares held by our Promoters and Promoter Group as of the date of this Draft Prospectus:

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of shares	% of pre-Issue capital	No. of shares	% of post-Issue capital [#]
	Promoter				
1.	Satya Simha Rao	7,16,125	31.30	7,16,125	[●]
2.	Lakshminarayan Giridhar	6,03,500	26.38	6,03,500	[●]
	Total (A)	13,19,625	57.68	13,19,625	[●]
	Promoter Group				
3.	Bhavya Ram	9,180	0.40	9,180	[●]
4.	Bharath Ram	40,469	1.77%	40,469	[●]
	Total (B)	49,649	2.17%	49,649	[●]
	Grand Total (A+B)	13,69,274	59.85%	1,369,274	[●]

[#]Subject to finalisation of Basis of Allotment

Other than the following, none of our Key Management Personnel hold Equity Shares in our Company as on the date of filing of this Draft Prospectus: -

Sr. No.	Name of the Key Managerial Personnel	No. of Equity Shares (Face Value of ₹ 10 each)	Percentage of pre-Issue share capital (%)	Percentage of post-Issue share capital (%) [#]
1.	Satya Simha Rao	7,16,125	31.30	[●]
2.	Lakshminarayan Giridhar	6,03,500	26.38	[●]

[#]Subject to finalisation of Basis of Allotment

8. **The list of shareholders holding 1% or more of the paid-up capital of our Company is as under:**

a. Particulars of the shareholders holding 1% or more of the paid-up capital of our Company as on the date of this Draft Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %) [#]
1.	Satya Simha Rao	7,16,125	31.30	[●]
2.	Lakshminarayan Giridhar	6,03,500	26.38	[●]
3.	Robert H. Tate	4,27,853	18.70	[●]
4.	A.J. Chandrashekhar	1,05,570	4.61	[●]
5.	K. V Dinesh	91,990	4.02	[●]
6.	Kaushik Ghatak	86,856	3.80	[●]
7.	MVV Vidyasagar	60,036	2.62	[●]
8.	B. P Padmaprasad	59,500	2.60	[●]
9.	N. Harish	44,200	1.93	[●]
10.	Bharath Ram	40,469	1.77	[●]
	Total	22,36,099	97.73	[●]

[#]Subject to finalisation of Basis of Allotment

- b. Particulars of shareholders holding 1% or more of the paid-up capital of our Company, ten (10) days prior to the date of filing this Draft Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %) [#]
1.	Satya Simha Rao	7,16,125	31.30	[●]
2.	Lakshminarayan Giridhar	6,03,500	26.38	[●]
3.	Robert H. Tate	4,27,853	18.70	[●]
4.	A.J. Chandrashekhar	1,05,570	4.61	[●]
5.	K. V Dinesh	91,990	4.02	[●]
6.	Kaushik Ghatak	86,856	3.80	[●]
7.	MVV Vidyasagar	60,036	2.62	[●]
8.	B. P Padmaprasad	59,500	2.60	[●]
9.	N. Harish	44,200	1.93	[●]
10.	Bharath Ram	40,469	1.77	[●]
	Total	22,36,099	97.73	[●]

[#]Subject to finalisation of Basis of Allotment

- c. Particulars of shareholders holding 1% or more of the paid-up capital, one (1) year prior to the date of filing this Draft Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-issue capital (in %)
1.	Satya Simha Rao	4,21,250	31.30
2.	Lakshminarayan Giridhar	3,55,000	26.38
3.	Robert H. Tate	2,51,678	18.70
4.	A.J. Chandrashekhar	62,100	4.61
5.	K. V Dinesh	54,112	4.02
6.	Kaushik Ghatak	51,092	3.80
7.	MVV Vidyasagar	35,315	2.62
8.	B. P Padmaprasad	35,000	2.60
9.	N. Harish	26,000	1.93
10.	Bharath Ram	23,805	1.77
	Total	13,15,352	97.73

- d. Particulars of shareholders holding 1% or more of the paid-up capital, two (2) years prior to the date of filing this Draft Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-issue capital (in %)
1.	Satya Simha Rao	4,21,250	31.30
2.	Lakshminarayan Giridhar	3,55,000	26.38
3.	Robert H. Tate	2,51,678	18.70
4.	A.J. Chandrashekhar	62,100	4.61
5.	K. V Dinesh	54,112	4.02
6.	Kaushik Ghatak	51,092	3.80
7.	MVV Vidyasagar	35,315	2.62
8.	B. P Padmaprasad	35,000	2.60

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-issue capital (in %)
9.	N. Harish	26,000	1.93
10.	Bharath Ram	23,805	1.77
	Total	13,15,352	97.73

9. As on date of this Draft Prospectus, our Company have thirteen (13) shareholders.
10. The Equity Shares, which are subjected to lock-in, shall carry the inscription “non-transferable” and the non-transferability details shall be informed to the depository. The details of lock-in shall also be provided to BSE SME before the listing of the Equity Shares.
11. None of the persons/entities comprising our Promoter Group, our Directors or their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of any such entity/individual or otherwise during the period of six (6) months immediately preceding the date of this Draft Prospectus.
12. Our Company, our Promoters, our Directors and the Lead Manager have not entered into any buy-back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person. There are no safety net arrangements for this public issue.
13. All the existing Equity Shares are fully paid up and as on the date of this Draft Prospectus there are no partly paid up Equity Shares.
14. Neither the Lead Manager nor any of their associates (as defined under Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) hold any Equity Shares in our Company.
15. Our Company has neither granted any employee stock option nor issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme in the preceding three (3) years from the date of this Draft Prospectus.
16. Our Company has not revalued its assets since inception and has not issued any Equity Shares by capitalizing any revaluation reserves.
17. Our Company presently does not have any intention, proposal, negotiation or consideration to alter its capital structure within a period of six (6) months from the date of Issue Opening Date, 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 or issue of bonus or rights, except that if we acquire companies / business or enter into 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. However, our Company has not entered into any acquisitions, joint ventures or strategic alliances as on the date of this Draft Prospectus and has not identified any strategic investments or acquisition opportunities.
18. During the six (6) months preceding the date of filing this Draft Prospectus with SEBI, there are no transactions in our Equity Shares, which have been purchased/ sold by our Promoters, persons in promoter group or by the Directors of our Company and their immediate relatives (as defined under sub-clause (pp) sub-regulation (1) Regulation 2 of the SEBI ICDR Regulations).
19. As on date of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
20. The Equity Shares offered through this Issue shall be made fully paid-up or maybe forfeited within twelve (12) months from the date of allotment of securities in the manner specified under SEBI ICDR Regulations.

21. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.
22. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the members of the Promoter Group during the period between the date of registering the Prospectus with the RoC and the date of closure of the Issue shall be reported to the BSE SME within twenty-four (24) hours of the transaction.
23. The Issue is being made through the Fixed Price Issue wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines. For details, please refer chapter titled "*Issue Procedure*" beginning on page 259 of this Draft Prospectus.
24. Subject to valid Applications being received at the Issue Price, under subscription, if any, in any category would be met with spill-over from the other categories or a contribution of categories at the discretion of our Company in consultation with the Lead Manager and the Designated Stock Exchange.
25. There shall be only one denomination of Equity Shares of our Company at any given time, unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be prescribed by SEBI from time to time.
26. As per the applicable regulations, OCBs are not permitted to participate in the Issue.
27. For the details of related party transactions, please refer section titled "*Financial Statements*" on page 146 of this Draft Prospectus.

SECTION IV – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue comprises of fresh issue of upto 18,00,000 Equity Shares by our Company, aggregating ₹ [●] Lakhs.

Proceeds from the Issue

The funds which are being raised through the Issue, after deducting the Issue related expenses (“Net Proceeds”), are estimated to be approximately up to ₹ [●] Lakhs, the details of which are as follows:

(₹ in Lakhs)

Particulars	Amount
Gross Proceeds from the Issue*	[●]
(Less) Issue related expenses*	[●]
Net Proceeds of the Issue*	[●]

*To be determined on finalisation of the Issue Price and shall be updated in the Prospectus prior to the filing with the Registrar of Companies.

Our Company intends to utilize the Net Proceeds for the following objects (“Objects of the Issue”):

(₹ in Lakhs)

Sr. No.	Particulars	Amount
3.	Investment in our wholly owned Subsidiaries	[●]
4.	Acquisitions and other strategic initiatives	[●]
5.	General corporate purposes	[●]

In addition to the aforementioned objects, our Company expects to receive the benefits of listing of its Equity Shares on SME Platform of BSE Limited, including, amongst other things, enhancing the visibility of our brand.

The main objects clause of the Memorandum of Association enables our Company to undertake the activities for which the funds are being raised pursuant to the Issue. The existing activities of our Company are within the ambit of the main object clause and the objects incidental or ancillary to the main objects of the Memorandum of Association.

Schedule of Implementation and Deployment of funds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below. As on the date of this Draft Prospectus, our Company has not deployed any funds towards the objects of the Issue.

(₹ in Lakhs)

Sr. No.	Particulars	Total estimated amount	Amount to be deployed in Financial Year March 31, 2019	Amount to be deployed in Financial Year March 31, 2020
1.	Investment in our wholly owned Subsidiaries	[●]	[●]	[●]
2.	Acquisitions and other strategic initiatives	[●]	[●]	[●]
3.	General Corporate purposes*	[●]	[●]	[●]
Total		[●]	[●]	[●]

* The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Issue.

Requirement of Funds

The details of our fund requirements and deployment of such funds are based on internal management estimates in view of the current circumstances of our business and are subject to change in light of variations in external circumstances or costs, competitive pressures and other external factors which may not be within our control, or otherwise as a result of changes in our financial condition, results of operations, business or strategy. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise our business plan from time to time and consequently our funding requirements and deployment of funds may also change. This may entail rescheduling or revising the proposed utilization of the Net Proceeds and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of the Net Proceeds. For more information, please refer section titled “*Risk Factors*” beginning on page 22 of this Draft Prospectus.

Means of Finance

We intend to utilize the Net Proceeds of the Issue for financing the objects as provided below:

Sr. No.	Description	Amount proposed to be financed from the Net Proceeds (₹ in lakhs)
1.	Investment in our wholly owned Subsidiaries	[●]
2.	Acquisitions and other strategic initiatives	[●]
3.	General Corporate Purposes	[●]
	Total	[●]

Our Company shall utilize the entire Net Issue Proceeds for the objects stated above. The fund requirements described above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that 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 Issue.

In the event there are any delays in raising of funds due to any regulatory requirements, some of our objects mentioned above may be funded out of internal accruals, which shall be replenished subsequently by the resources mobilized from the Net Proceeds. Further in the event of a surplus, we will use such surplus towards general corporate purposes including meeting future growth requirements. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. In the event of any shortfall in the Net Proceeds, our Company will bridge the fund requirements from internal accruals or debt, including through institutional sources or by seeking additional financing from our Promoters, as may be necessary or appropriate in light of the terms of the financing arrangements that may be available to us at such time. Our management, in accordance with the policies of our Board of Directors, will have flexibility in utilizing the sum earmarked for general corporate purposes and any surplus amounts from the Net Proceeds.

The fund requirement in the table above is based on our current business plan. We may have to revise our estimated costs, funding allocation and fund requirements owing to factors such as general or local economic and business conditions, escalation in costs, increased competition, changes in technology and other external factors, which may not be within the control of our management. This may entail revising the planned expenditure and deployment schedule for the objects of the Issue. For more information, please refer chapter titled “*Risk Factors*” beginning on page 22 of this Draft Prospectus.

Further, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this fresh Issue. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Fresh Issue, we may explore a range of options including utilising our internal accruals and seeking debt from financial

institutions and other lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

Details of the Objects of the Issue

1. Investment in our wholly owned Subsidiaries

We propose to utilize ₹ [●] lakhs from the Net Proceeds towards investment in our wholly owned Subsidiaries (WoS). Our Company has decided to invest in the WoS. The form of investment in WoS is not yet finalized by the Board of Directors of our Company. However, the form may be finalized by Board of Directors before filing the Prospectus with the Registrar of Companies. The objective of this investment would be business expansion, working capital and/or part-payment of loan liabilities.

2. Acquisitions and other strategic initiatives

Our Company wish to acquire companies which complement our business, increase the product offerings and our business, which would cater to our existing and new clients. Our Company continue to selectively evaluate targets or partners for strategic acquisitions and investments in order to strengthen our range of service offerings and customer portfolio, leveraging operational synergies and enabling us to provide new services in order to strengthen our position as complete lifecycle product & packaging design and digital solution. Our Company intend to utilize ₹ [●] Lakhs from the Net Proceeds towards such potential strategic acquisitions and initiatives. As on the date of this Draft Prospectus, our Company have entered into non-binding non-disclosure Memorandum of Understanding (MoU) with target companies towards potential strategic acquisitions. The disclosure of further details about the target is confidential as per the MoU signed between the parties. This amount is based on our management's current estimates of the amounts to be utilized, considering our discussions and negotiations with potential acquisition targets and partners and other relevant considerations. Our Company however propose to complete one or all acquisitions by the end of financial year 2019-2020. The acquisitions are evaluated and subject to availability of targets, commercial considerations, due-diligence, obtaining necessary regulatory approvals and market conditions. Our strategy is to seek to acquire synergistic businesses with potential of high growth and margin, and to integrate and grow their businesses through our management know-how and experience. These factors will also determine the form of investment for these potential strategic initiatives, i.e., whether they will involve equity, debt or any other instrument or combination thereof. In particular, we intend to explore opportunities in digital transformation, digital research, mobile, analytics, embedded technologies and augmented reality to expand our existing service portfolio for our existing / new clientele.

3. General Corporate Purposes

The Net Issue Proceeds shall be first utilized towards the Objects of the Issue mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to: (a) strategic initiatives (b) brand building and strengthening of marketing activities; (c) repayment of loan and (d) ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions. We will continue to evaluate various opportunities and may take up new projects. Our management will have the flexibility in utilizing these proceeds under the overall guidance and policies laid down by our Board.

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 Proceeds for general corporate purposes, as mentioned above

Issue Related Expenses

The total estimated Issue expenses are ₹ [●] Lakhs, which is [●] of the total Issue size. The details of the Issue expenses are tabulated below:

Activity	Estimated expenses (₹ in lakhs)	As a % of total estimated issue related expenses	As a % of Issue Size
Lead manager fees including underwriting commission	[●]	[●]	[●]
Brokerage, selling commission and upload fees;	[●]	[●]	[●]
Registrar to the Issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Advertising and Marketing expenses	[●]	[●]	[●]
Regulatory Fees including stock exchange	[●]	[●]	[●]
Printing and Distribution of Issue stationery	[●]	[●]	[●]
Total Estimated issue related expenses	[●]	[●]	[●]

**As on the date of Draft Prospectus, our Company has incurred ₹ [●] Lakhs towards Issue expenses out of internal accruals.*

***SCSBs will be entitled to a processing fee of ₹ [●]/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them on successful allotment.*

Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be [●] % on the Allotment Amount or ₹ [●]/- whichever is less on the Applications wherein shares are allotted.

The commissions and processing fees shall be payable within thirty (30) working days post the date of receipt of final invoices of the respective intermediaries.

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

Appraisal

Our fund requirements as described above are based on management estimates and our current business plan and have not been appraised by any bank or financial institution. For further details, please refer section titled “Risk Factors” beginning on page 22 of this Draft Prospectus.

Bridge Financing Facilities

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

Monitoring Utilization of Funds

There is no requirement for a monitoring agency as the Issue size is less than ₹ 100 Crore. 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 Fresh Issue 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 Financial Year, we will utilize such unutilized amount in the next Financial Year.

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 Draft Prospectus.

Interim use of funds

Our Company, in accordance with the policies formulated by our Board of Directors from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks as may be approved by our Board of Directors.

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

Other Confirmations

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

Variation in Objects

In accordance with Section 27 of the Companies Act and applicable rules, our Company shall not vary the Objects of the Issue without obtaining prior approval of the Shareholders by passing a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and applicable rules. The details of special resolution shall simultaneously be published in the newspapers, one in English and one in Hindi and one vernacular language of the jurisdiction where our Registered Office is situated as per the applicable rules. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to shareholders who do consent to the proposal to vary the objects, at such price and in such manner, as may be prescribed by SEBI, in this regard.

BASIS FOR ISSUE PRICE

The Issue Price of ₹ [●] per Equity Share is determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is ₹ 10 per equity share and Issue Price is ₹ [●] per Equity Share which is [●] times the face value. Investors should refer sections titled “*Risk Factors*” and “*Financial Statements*” and the chapter titled “*Business Overview*” beginning on page 22, 146, and 95 respectively of this Draft Prospectus to get an informed view before making an investment decision. The trading price of the Equity shares of our Company could decline due to risk factors and you may lose all or part of your investments.

Qualitative Factors

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

1. Strong leadership pedigree in innovation and engineering ;
2. Marquee global clientele and excellent goodwill ;
3. Global presence, through subsidiaries and branch offices;
4. Strong innovation culture and R&D focus;
5. Disruptive service & product portfolio;
6. Emerging markets expertise; and
7. Technology consulting.

For further details, refer heading “*Our Competitive Strengths*” under chapter titled “*Business Overview*” beginning on page 95 of this Draft 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 and Diluted Earnings per Share (EPS) (Standalone) as adjusted for changes in capital

Period/Month ended	Basic & Diluted EPS (in ₹)	Weightage
March 2016	2.20	1
March 2017	(2.70)	2
March 2018	(3.42)	3
June 30, 2018*	1.45	
Weightage	(2.24)	

*not annualized

Basic and Diluted Earnings per Share (EPS) (Consolidated) as adjusted for changes in capital

Period/Month ended	Basic & Diluted EPS (in ₹)	Weightage
March 2016	11.62	1
March 2017	(7.54)	2
March 2018	(18.33)	3
June 30, 2018*	(3.05)	
Weightage	(9.74)	

*not annualized.

Note.

- Basic earnings per share = Net Profit after tax attributable to the owners of the Company, as restated/weighted average no. of equity shares outstanding during the year.

- Diluted earnings per share = Net Profit after tax attributable to the owners of the Company, as restated/weighted average no. of potential equity shares outstanding during the year.
- The earnings per share has been computed by dividing net profit as restated, attributable to equity shareholders by restated weighted average number of shares outstanding during the period. Restated weighted average number of equity shares has been compared as per Accounting Standard 33. The face value of equity shares is ₹ 10 each.
- The above ratios have been adjusted for issuance of bonus of 9,42,027 Equity shares on October 23, 2018.

2) Price to Earnings (P/E) ratio in relation to Issue Price of ₹ [●] per Equity Share of ₹ 10 each fully paid up

Particulars	P/E Ratio
P/E ratio based on Basic and diluted EPS as at March 31, 2018	[●]
P/E ratio based on weighted average Basic and diluted EPS	[●]
*Industry	
Highest	58.31
Lowest	26.91
Average	42.61

**Industry comprise of Tata Elxsi Limited and Intellect Design Arena Limited*

3) Return on Net worth (RoNW)

Return on Net Worth (RoNW) as per restated financial statements (Standalone)

Year Ended	RONW (%)	Weight
March 31, 2016	10.28%	1
March 31, 2017	(14.49)%	2
March 31, 2018	(22.45)%	3
June 30, 2018*	8.66%	
Weighted Average	(14.34)%	

**not annualized*

Return on Net Worth (RoNW) as per restated financial statements (Consolidated)

Year Ended	RONW (%)	Weight
March 31, 2016	36.43%	1
March 31, 2017	(31.24)%	2
March 31, 2018	(430.19)%	3
June 30, 2018*	(193.95)%	
Weighted Average	(219.44)%	

**not annualized*

Note: Return on Networth has been calculated as per the following formula:

- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

- Net worth is aggregate value of the paid-up share capital of the Company and reserves and surplus, excluding revaluation reserves and attributable to equity holders.
- The above ratios has been adjusted for bonus of 9,42,027 equity shares on October 23, 2018.

4) Net Asset Value (NAV)

Particulars	Amount (in ₹)
Net Asset Value per Equity Share as of March 31, 2018 (Standalone)	15.22
Net Asset Value per Equity Share as of March 31, 2018 (Consolidated)	4.26
Net Asset Value per Equity Share as of June 30, 2018 (Standalone)	16.78
Net Asset Value per Equity Share as of June 30, 2018 (Consolidated)	1.57
Net Asset Value per Equity Share after the Issue	[●]
Issue Price per equity share	[●]

Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares at the end of the year. Total no of shares taken to calculate the NAV is after taking into consideration allotment of Bonus shares

Note: Net Asset Value has been calculated as per the following formula:

$$NAV = \frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares outstanding during the year / period}}$$

5) Comparison with industry peers

Companies	CMP	Basic EPS	PE Ratio	RONW (%)	NAV (Per Share)	Face Value	Total Income (₹ in Lakhs)
Axiom Consulting Limited**	[●]	(3.42)	[●]	(22.45)%	25.87	10	593.08
Peer Group*							
Tata Elxsi Limited	1037.05	38.54	26.91	32.51%	118.56	10	1,38,629.55
Intellect Design Arena Limited	231.50	3.97	58.31	6.62%	68.28	5	1,08,729.07

*Source: www.bseindia.com

**Issue price is considered as CMP

Notes:

- 1) Considering the nature and size of the business of our Company the peers are not strictly comparable. However, above company is included for broad comparison.
- 2) The figures for Axiom Consulting Limited are based on the restated financial statements for the year ended March 31, 2018.
- 3) The figures for the peer group are for the year ended March 31, 2018 which are based on their respective consolidated financial statements filed with BSE.
- 4) Current Market Price (CMP) is the closing price of the peer group scrip as on December 04, 2018 on BSE.

- 5) *NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves) and as attributable to the owners of the Company.*
- 6) *P/E Ratio for the peer has been computed based on the closing market price of respective equity shares as on December 04, 2018 sourced from website of BSE as divided by the Basic EPS.*
- 7) *RoNW is computed as net profit after tax, as attributable to the owners of the Company divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves) and as attributable to the owners of the Company.*
- 8) *The Issuer Price shall be determined by the Issuer in consultation with the Lead Manager on the basis of assessment of market demand from investors for the equity shares and is justified based on the above qualitative and quantitative parameters.*

For further details, please refer section titled “*Risk Factors*” beginning on 22 of this Draft Prospectus and the financials of the Company including important profitability and return ratios, as set out in the section titled “*Financial Statements*” beginning on 146 of this Draft Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Issue Price is [●] times of the Face Value i.e. ₹ 10 per Equity Share.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Axiom Consulting Limited
(Formerly known as Axiom Consulting Private Limited)
307, 3rd Floor, Shree Chambers,
100 Feet Ring Road, BSK 3rd Stage,
Bengaluru, Bangalore, Karnataka 560085. India

We refer to proposed issue of the shares of **Axiom Consulting Limited**, formerly known as **Axiom Consulting Private Limited** ('the Company'). We enclose herewith the statement showing the possible tax benefits available to the Company and the shareholders of the Company and to its material subsidiaries under the Income - Tax Act, 1961 ('Act'), as applicable to the Assessment Year 2019-20 relevant to the Financial Year 2018-19 for inclusion in the Draft Prospectus ("Draft Offer Documents") for the proposed issue of shares.

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

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

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

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

For M/s L J Kothari & Co.
Chartered Accountants,
FRN: 105313W

CA Lalit Kothari
Partner
M. No. 030917
Place: Mumbai
Date: December 11, 2018

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO COMPANY AND ITS SHAREHOLDERS AND ITS SUBSIDIARIES UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible Special tax benefits available to the Company and its shareholders and its material subsidiaries under the direct tax laws in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfill.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULARSITUATION.

1. Special Tax Benefits available to the Company

There are no Special tax benefits available to the Company.

2. Special Tax Benefits available to the shareholders of the Company

There are no Special tax benefits available to the shareholders of the Company.

3. Special Tax Benefits available to the material subsidiaries of the Company

There are no Special tax benefits available to the material subsidiaries of the Company.

Notes:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

**For M/s L J Kothari & Co.
Chartered Accountants,
FRN: 105313W**

**CA Lalit Kothari
Partner
M. No. 030917
Place: Mumbai
Date: December 11, 2018**

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information contained in this section is derived from publicly available sources. Neither we, nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

Investors should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, prospective investors should read this entire Draft Prospectus, including the information in the sections titled "*Risk Factors*" and "*Financial Statements*" on pages 22 and 146, respectively. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please refer section "*Risk Factors*" on page 22 of this Draft Prospectus.

Industry Overview

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and other industry sources. Neither we nor any other person connected with this Issue have verified this information. The data may have been reclassified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly investment decisions should not be based on such information

CPG companies have increasingly had to support multiple retail formats. Long gone are the days when manufacturers were concerned mainly with winning grocery stores. In the U.S., the grocery channel share of all packaged-goods sales is forecast to drop from about 45 percent today to about 37 percent in 2025. Picking up the slack will be warehouse clubs such as Costco and Sam's Club, dollar stores such as Dollar General, convenience stores, and online retailers, such as Amazon Fresh and Fresh Direct

The discount and top-end companies are doing well and increasing their market share, while retailers in the middle - and the CPG companies that service them - are suffering

GLOBAL PACKAGING TRENDS

Consumers have long considered packaging as often unnecessary, and ultimately as just waste to be disposed of. But that misconception is now changing.

Packaging is an all-encompassing industry term for the technology and design work going into protecting or enclosing every sort of product destined for storage, shipping and sale. Packaging also takes in the product manufacturer's marketing efforts. For leading manufacturers, the way they package their products signifies their brand. They view packaging as an essential part of their business model.

Package innovations that extend food freshness, preserve ingredient fortification, and ensure safe delivery is increasingly benefiting consumers on a global scale. The focus is squarely on food freshness, food waste, and the circular economy.

Packaging will play a pivotal role in reducing global food and product waste in the coming year. Online brands will reinvigorate their packaging in order to enhance the e-commerce experience, with a focus on minimalism in contemporary packaging formats.

The trends that would influence the packaging industry worldwide are:

1. Packaging that fights food waste

The throwaway culture of today will evolve into one that understands and embraces the role of packaging as a primary means to reduce global food and product waste. Brands will need to act fast by exploiting on-pack communication tools to educate consumers on the benefits packaging can bring, from extending shelf life of food to providing efficient and safe access to essential products in developed and underserved regions of the world.

33 The Food and Agriculture Organization of the United Nations estimates that 1.3 billion tons of food is wasted globally each year, with consumers in Europe and North America throwing away between 96-115 kg of food per 33

2. E-commerce Packaging

As more and more consumers embrace online shopping, packaging will play a pivotal role in brands' and consumers' e-commerce experiences. However, while the key advantage of online shopping is convenience, consumers expect more from their favoured brands.

33 Packaging that safely delivers products through the e-commerce supply chain is only part of the equation, with opportunities for material optimization and improved sustainability 33

Much of the conversation among brands, converters, and package designers about online shopping and e-commerce is currently focused on, and driven by, Amazon. With e-commerce sales forecast to reach \$4 trillion globally by 2020, representing nearly 15% of total global retail sales, brands must consider when, not if, they will enter the online retail and e-commerce packaging fray.

3. Minimalist Packaging

Brands are in danger of being rejected if consumers feel overloaded with information. Excessive information on food and drink packaging can make it hard to trust a brand. The 'essentialist' design principle bridges the divide between 'not enough' and 'just enough' of what's essential for consumers to make an enlightened and confident purchasing decision.

Brands must bring the next generation of clean label to packaging design to provide a moment of calm and clarity for shoppers in an increasingly hectic retail environment.

Minimalist packaging around products is popular for trendy consumers who reject the idea that products must have excessive wrapping and protection around them. Minimalist packaging works well because it's simple. Consumers appreciate simplicity and economy.

4. Safe packaging disposal

Plastic packaging adrift in the world's oceans will become the catalyst driving brands to rethink packaging in a context consumer can understand and act upon. Concerns over safe packaging disposal will increasingly colour consumers' perceptions of different packaging types, and impact shopper purchase decisions. Only by communicating that a brand is working towards a solution will this growing barrier to purchase be overcome. Brands such as Coca-Cola are leading the way when it announced in 2017 that it would increase the amount of recycled plastic in its bottles to 50% by 2020.

33 36% of Australians prefer products that are sold in eco-friendly packaging. 33

5. Keep it young

Shopper habits are changing, both in frequency of shopping and in how consumers navigate the store. Large weekly shopping excursions are being replaced with more frequent, smaller trips. Young shoppers are increasingly "shopping the periphery", visiting the fresh and chilled aisles around the store perimeter and turning their backs on processed, ambient, and frozen offerings in the centre of the store.

With younger consumers avoiding some areas of the store altogether, packaging needs to work harder in order to meet their specific needs and desires and to communicate this fact at the point of purchase.

6. Personalized Packaging

Digital printing makes it far easier to customize packaging and add personalization to products. Many of the top product brands have explored personalized packaging and found a significant return on this innovative marketing investment.

There's no one-size-fits-all in personalized packaging. In fact, that's the core philosophy behind this trend. Personalization allows a company to promote their name and brand in a forceful way that stands out from competitors. Here are three successful examples of the personalized packaging trend.

- Coca-Cola printing people's names on their soft drink containers
- Frito-Lay printing faces on their potato chip packages
- Bud Light printing football teams on their beer cans

Smart marketers know people relate to stories as much as they do to brand names. When a company presents its package in a story-like way that connects to consumers on an individual level, the product becomes irresistible.

7. Private Labels and Store Brands

This move finds many stores offering product lines with a specific brand name unique to that store. It creates in-house brand awareness and local customer loyalty, as opposed to generic brands offered by every competitor.

8. Growth in Flexible Packaging

Flexible packaging is a trend that's gaining great popularity, and there's a good reason for it. Technological advancement in flexible packaging materials makes them suitable to far more consumer products today that were once restricted to rigid and hard materials. For years, most flexible packaging materials were polyvinyl chloride. This plastic wouldn't break down or decompose, which made it environmentally hostile. Today, most flexible packaging uses materials made of polyethylene, polyethylene terephthalate or polypropylene. These high-tech plastics are durable when in use but deteriorate when discarded.

(Source: Report on Packaging Trends 2018 by Minted Limited)

GLOBAL CONSUMER INDUSTRY

The growth of packaging industry is linked to Food & Beverage Industry, Industrial Goods, Health Care Sector, Consumer Electronics, Household appliances, Automotive & others. These primary industries are huge in size and poised to grow.

Global home appliances market was valued at USD 174.07 billion in 2017 and is projected to reach a value of USD 203.37 billion by the end of 2023, at a CAGR of 2.6% over the forecast period 2018—2023. *(Source: Report on global home appliances by mordorintelligence.com)*

GLOBAL PACKING MARKET

Edible Packaging Market Overview

Global Edible Packaging Market was valued at \$697 million in 2016, and is projected to reach \$1,097 million by 2023, growing at a CAGR of 6.81% from 2017 to 2023. Edible packaging has witnessed increased adoption owing to factors such as high consumption of processed food products, rise in hygiene concerns among people, and increase in packaging waste by the usage of synthetic polymers thereby affecting the environment, which boost the edible packaging market growth. *(Source: Report on Edible Packaging Market by Allied Market Research)*

Paper Packaging Market

Paper packaging market is a traditional market. It contributes more than 30% to overall packaging market share and dominates other packaging domains. In 2016 overall market size of paper packaging was estimated to be \$243 Billion and forecasted to reach \$450 Billion by 2027. Paper packaging market is estimated to be growing at a CAGR of 7%. *(Source: Report on Paper Packing Market by Future Market Insights)*

Global Milk Packaging Market

Global Milk Packaging Market was valued at \$36,157 million in 2016, and is expected to reach at \$49,809 million by 2023, registering a CAGR of 4.6% from 2017 to 2023 (*Source: Report on Milk Packaging Market by Allied Market Research*)

Medical Devices Packaging Market

The medical devices packaging market was valued at USD 25.78 billion in 2017 and is expected to reach a value of USD 37.32 billion by 2023 at a CAGR of 6.02 % over the forecast period (2018 - 2023). (*Source: Report on Medical Devices Packaging Market by Mordor Intelligence*)

GLOBAL R&D SPENDING

The change in global dynamics, calls for seamless research & development in the product packaging sector. The penetration and use of e-commerce in buying habits have pushed manufacturers to rethink on their packaging needs to make it more communicative, simple and economic.

The total worldwide R&D spend between the world's 1000 largest corporate R&D spenders increased on last year's levels by 3.2%, to \$701.6 billion – the first time the collective bill exceeded the \$700 billion mark. Percentage of global R&D spending in 2018 by industry is:

GLOBAL PACKAGING SERVICES MARKET

The Global Packaging Services Market comprising of packaging design, material testing, contract packaging and market research is estimated at USD 33.7 bn in 2017 and is likely to reach USD 50 bn by 2022 increasing at a CAGR of 9.5%. The Global Packaging Services include embedded design service and the market for graphical packaging design is expected to grow to USD 8 bn in 2022 from its current market share of USD 6.5 bn. The breakdown of the component of Packaging Services can be summarised as under:

Global Packaging Design and Simulation Technology Market

Overview

Innovative packaging plays an important role in the overall success of the market. Good quality of materials is mandatory to be used for the packaging of product. It should be enough tough to go through entire product life cycle. Several suppliers are involved in product packaging; this process is accompanied with recalls, quality checks, and cost checks and hence gradually delays the overall process.

Growth Factors

Growing industrial concerns regarding improved quality and brand portfolio through large investment in R&D are anticipated to boost the global packaging design and simulation technology market in future. Companies' initiatives to promote product with improved packaging design may positively impact the global market growth in future. Increasing consumer awareness towards recyclable products and packaging material used, whose feasibility is examined with simulation technology, is anticipated to contribute to the global market growth. Moreover, developing technology and changing preference of companies to adopt simulation technology is projected to propel the market growth in future. Product packaging is the prominent component for success of any product. Less unit cost and convenient transportation of the end-product encourage companies to accept simulation technology, which in turn may augment the growth of the market. Conversely, huge initial capital investment is required for installation of the software. Trained working staff is also needed to properly handle software. These are some of the challenges that may hamper packaging design and simulation technology market growth in future.

Segmentation

The global packaging design and simulation technology market can be segmented on the basis of end-use industry as consumer electronics, food and beverages, automotive, pharmaceutical, and others. Food and beverages is the leading segment in the global packaging design and simulation technology market. The

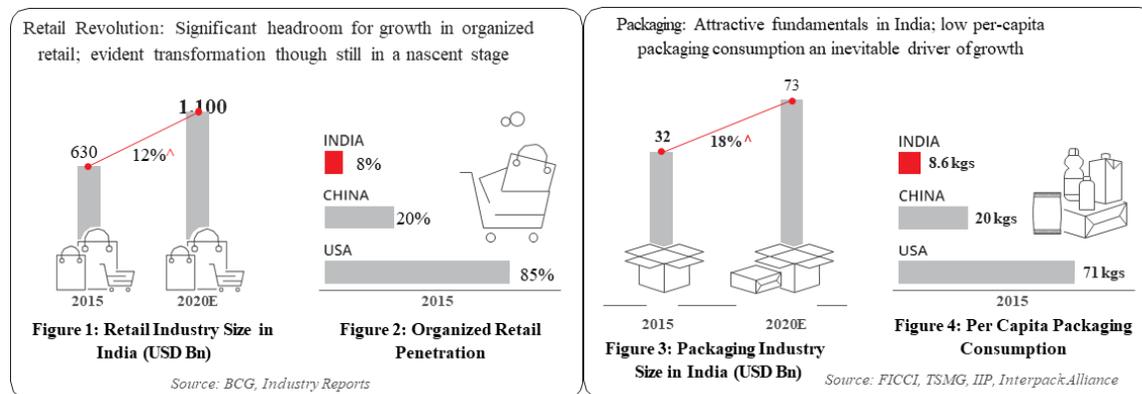
packaging design and simulation technology market is further sub-segmented as service providers and software.

EFFECT OF E-COMMERCE ON INDIAN PACKAGING INDUSTRY

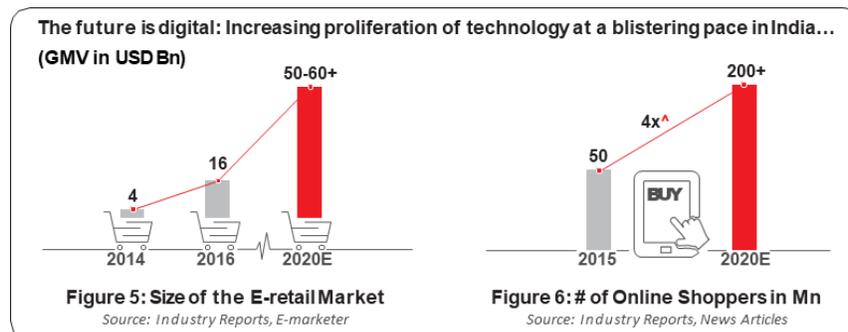
☞ In order to stay relevant, companies need to constantly innovate and tailor their offerings (primary / secondary packaging) to suit the requirements of the channel –both on-the-shelf and on the virtual store.

Packaging considerations for omni-channel, in addition to transit packaging, will need to incorporate the product packaging (primary/secondary) in order to maximize packaging benefits. ☞

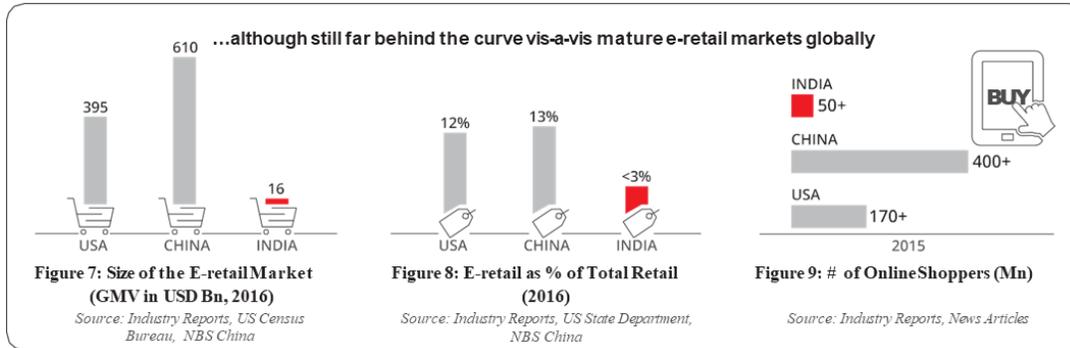
The fundamental shift of retailing to organized channels in India has strong bearings on the growth of the packaging industry. This has been propelled by changing lifestyles and demographics as the industry comes up to speed with the advancements globally. Consequently, the developments in the retail arena have strong implications on packaging designs; although, the industry in India is still catching up to its western counterparts.



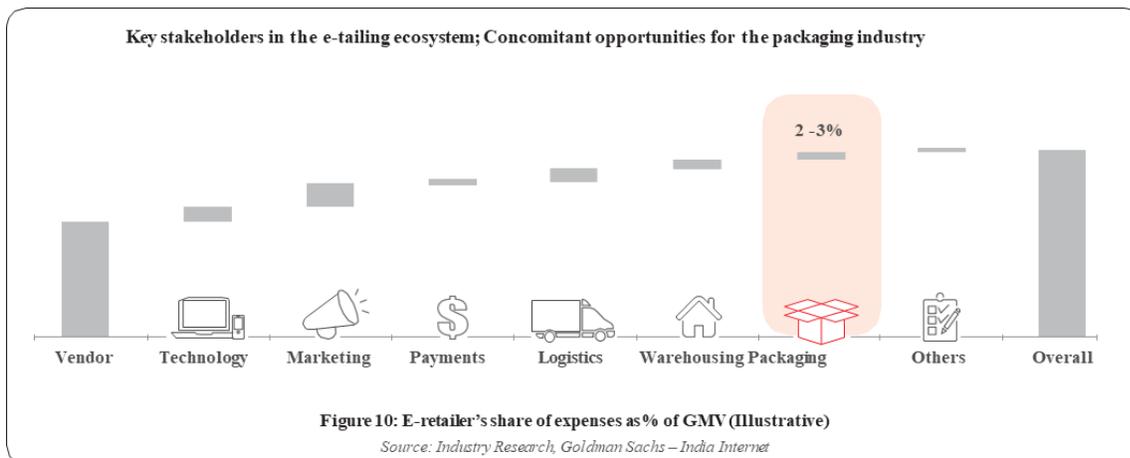
E-Commerce has emerged as a disruptive force impacting and transforming businesses and business models around the world. ‘Online Retail’ or ‘E-retail’ has emerged as one of the largest and fastest growing segments of the e-commerce industry. The ease with which a purchase can be made online has resulted in consumers switching to the e-commerce channel from the traditional brick & mortar stores. Internet has thus revolutionized the way we shop. This is in turn driving demand and creating opportunities not only for ‘new-age’ businesses but also for traditional businesses such as Packaging.



Despite the explosive growth in the e-commerce space in India over the last few years, it is still at early stages of adoption and there is immense unexploited potential. The market opportunity is yet to be capitalized in a big way owing to the lower levels of internet penetration and online users as compared to economies such as USA or China. To put things into perspective, the e-retail market in China is 40x the size of the e-retail market in India.



Packaging has an important role to play in this new e-retail reality. Although, packaging constitutes a small percentage of the overall cost of an e-retailer, it is an important and necessary link in the chain. This correlation between e-retail sales and packaging needs serves as an enabling platform for packaging vendors, thus, creating newer opportunities albeit with its own set of challenges. Going forward, the imminent progression to a digital economy and increasing embrace of internet shopping, will fuel demand for appropriate packaging solutions.



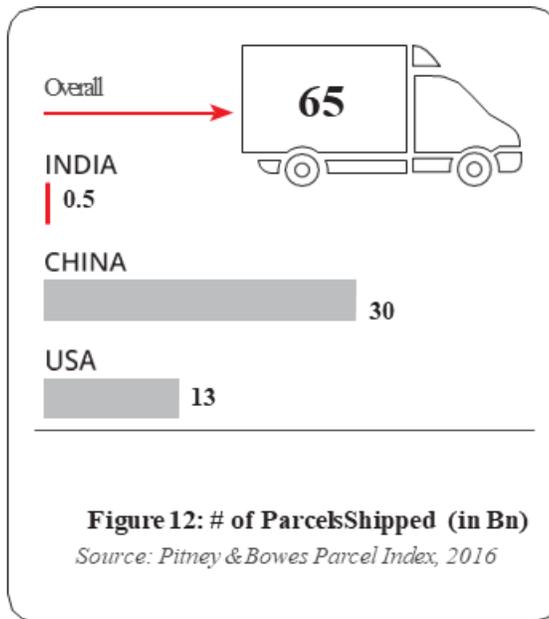
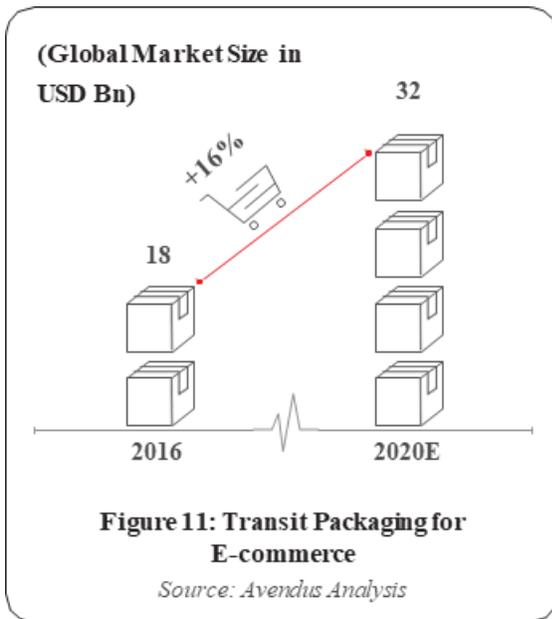
While in-store, a brand competes with a product placed right next to it, online marketplaces make a product vie for attention alongside literally everything available in any part of the world. Thus, a product today is not only competing with other brands on the shelf but multiple other offerings across the virtual channel, making distinctions in products even hazier.

Therefore, Packaging's role in differentiating the brand is crucial and important to win in an online marketplace. While a lot of the focus of e-commerce packaging is on product 'protection', creating a fuss-free and memorable unboxing experience is equally important. Additionally, the channel has to overcome shortcomings vis-à-vis traditional retail due to the absence of instant gratification through 'touch & feel' which makes product packaging even more important to influence purchase behaviour. Whatsoever the channel, high quality packaging impacts the brand perception, and in turn the consumer's decision to make a purchase (in some cases, repeatedly!).

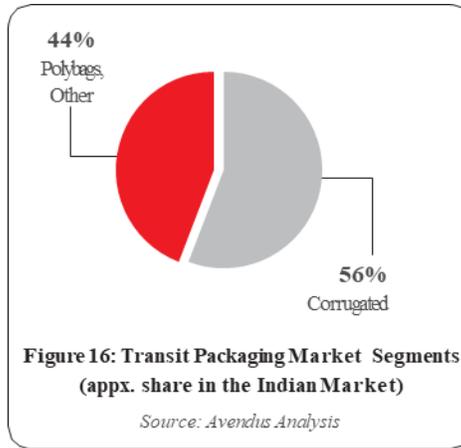
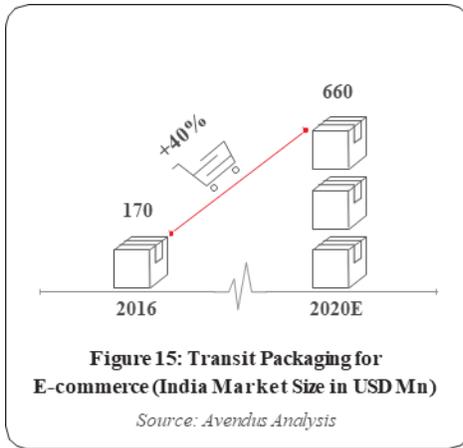
E-commerce Transit Packaging Market

Global demand for transit packaging, fuelled by e-commerce growth, is estimated to increase 16% per year to USD 32 billion in 2020 which makes it one of the fastest growing sub-segments of the packaging market. North America and China are the largest e-retail markets and consequently, the largest users of transit packaging. A significant part of the growth in the global packaging industry is expected to be a derivative of the rise in e-commerce sales.

The USD 800 Bn Global Packaging Industry is expected to grow at a CAGR of 5% over the next few years (2016-2020E); Transit Packaging – a sub-segment of the overall packaging industry is poised to grow at a CAGR of 16%+ over the same period which is ~3X the overall industry growth



Demand for transit packaging in India is set to witness unprecedented growth as a result of the rapid strides in e-retailing. Practically non-existent a decade ago, the pace of growth in e-retailing has picked up in India and has given rise to this fledgling segment in the packaging market. However, global developments in the sector are yet to unfold in a large way in India. Despite the strong growth exhibited over the last few years, the industry is still at a very nascent stage and is poised to become a fast growing and meaningfully large segment over the next few years.



In summary, the impact of the e-commerce revolution on the packaging industry thus:

- a. Directly correlates with the increase in demand for 'protective' transit packaging
- b. Necessitates 're-inventing' primary / secondary packaging that cuts across online / offline channels

Engineering Process Outsourcing & Business Process Management Sector

The engineering outsourcing scenario has changed a lot in the past decades and continues to change at a much faster rate now. With changes in consumer demographics and their demands, technological advancements, and various emerging competition from different regions of the world has changed the face of the engineering domain. In this article we have listed the major engineering outsourcing trends for 2018 and beyond -

1. Outsourcing Spends to Increase

Leading global analysts suggest that the spending in engineering services outsourcing market is set to increase manifold in the coming years. There are many new regions providing quality engineering services at reasonable rates and have a large pool of skilled resources. India being the number one outsourcing destination in the world is set to face stiff competition from many other emerging countries.

2. Cost Won't be the Only Factor

Engineering services were earlier primarily outsourced to a third-party service provider to cut costs. In the future, cost will not be the only reason for outsourcing. Outsourcing engineering services to expert vendors ensures creativity and innovation in the project, as these service providers have the required skills and manpower to provide quality, security and sustained support at very cost-effective rates, which will become the key outsourcing reason for the clients.

3. Expectation of Shorter Project Lifecycle

Consumers today are well-informed and knowledgeable when it comes to the new technologies being used in engineering domain. Clients expect to have very short project lifecycles and service providers are pressurized to meet these demands and stay ahead of the competition in the market and grab the market share. More and more enterprises will be leveraging their partnership with their service providers to ensure faster product development lifecycles.

4. Collaborations with Startups will Soar

With the aim of developing SMART products, more and more engineering service providers will look to tie with startups including manufacturing companies and other industry ecosystem players. This will help

them get access to faster prototyping and better niche skills. These partnerships will further help in developing economical versions of products and compete in different pricing segments in this highly competitive market.

5. Market Adjacency to Rise

In the coming year, enterprises will look towards adjacent markets for better growth and partner with engineering service providers. This will help them in delivering completely new product designs as well as bringing in niche skills and make the entire process of product development cost-effective and smoother.

6. The Next Industrial Revolution

2018 and the years after will see a new kind of industrial revolution. This industrial revolution will usher in innovation with the help of new IT solutions. Highly efficient automation systems which are very important for process improvements will be soon replacing the legacy automation systems. These new IT solutions and technologies will prove to be the key drivers in the massive increase in the global engineering outsourcing market.

(Source: Report on IT-BPM sector by IBEF)

- The IT-BPM sector in India expanded at a CAGR of 11.14 per cent to US\$ 155 billion in FY17 from US\$ 74 billion in FY10, which is 3–4 times higher than the global IT-BPM growth. It is estimated that the size of the industry will grow to US\$ 350 billion by 2025
- The sector ranks 3rd in India's total FDI share and accounts for approximately 37 per cent of total Private Equity and Venture investments in the country. The computer software and hardware sector in India attracted cumulative Foreign Direct Investment (FDI) inflows worth US\$ 27.72 billion between April 2000 and September 2017, according to data released by the Department of Industrial Policy and Promotion (DIPP).

Software Products and Engineering Services – India Market

- Market size: US\$ 29.26 billion during FY17E.
- Around 87 per cent of revenue comes from the export market.
- Market size of BPM industry to reach US\$ 54 billion by FY25.
- BPM segment had 19 per cent share in Indian IT sector revenues in 2017.
- Engineering Research & Development continues to be the fastest growing segment at over 12%, driven by global OEMs increasingly embedding software & services into their products
- India continues to be the core for digital innovation with a rich ecosystem of start-ups, tech providers and services providers engaging in global delivery and investing in IP, solutions and Centers of Excellence (CoEs).

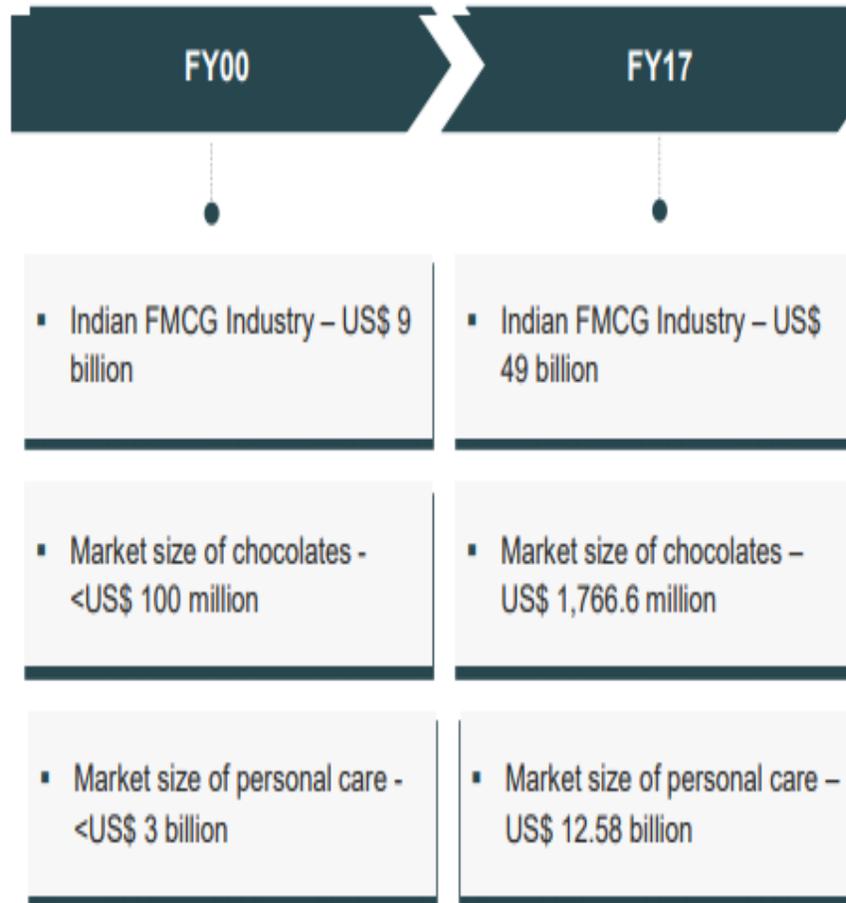
(Source: Report on Global Packaging Design and Simulation Technology Market by Zion Market Research)

PACKAGING AND FMCG BUSINESS

Packaging and FMCG business goes hand in hand as demand for FMCG (CPG) business is highly driven by the design and packaging of the product that differentiate a brand from its competitor. A change in the FMCG Business in terms of growth or transition have a direct impact on the packaging business.

Evolution of FMCG in India

- FMCG is the 4th largest sector in the Indian economy.
- Household and Personal Care is the leading segment, accounting for 50 per cent of the overall market. Hair care (23 per cent) and Food and Beverages (19 per cent) comes next in terms of market share.
- The number of online users in India is likely to cross 850 million by 2025.
- Retail market in India is estimated to reach US\$ 1.1 trillion by 2020 from US\$ 672 billion in 2016, with modern trade expected to grow at 20 per cent - 25 per cent per annum, which is likely to boost revenues of FMCG companies.
- People are gracefully embracing Ayurveda products, which has resulted in growth of FMCG major.



Market Size

The Retail market in India is estimated to reach US\$ 1.1 trillion by 2020 from US\$ 840 billion in 2017, with modern trade expected to grow at 20 per cent - 25 per cent per annum, which is likely to boost revenues of FMCG companies. Revenues of FMCG sector reached Rs 3.4 lakh crore (US\$ 52.75 billion) in FY18 and are estimated to reach US\$ 103.7 billion in 2020.

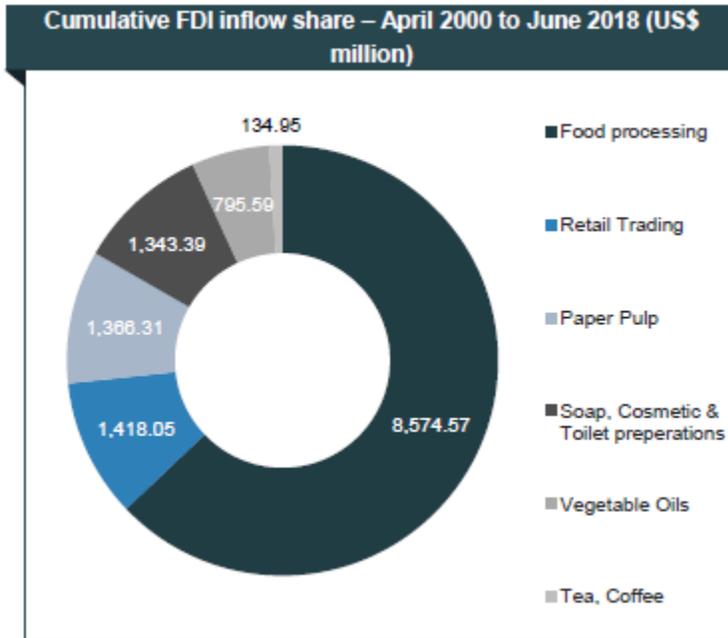


(Sources:

<https://www.ibef.org/industry/fmccg-presentation>)

Investments/ Developments

The government has allowed 100 per cent Foreign Direct Investment (FDI) in food processing and single-brand retail and 51 per cent in multi-brand retail. This would bolster employment and supply chains, and also provide high visibility for FMCG brands in organized retail markets, bolstering consumer spending and encouraging more product launches. The sector witnessed healthy FDI inflows of US\$ 13.63 billion, during April 2000 to June 2018. Within FMCG, food processing was the largest recipient; its share was 62.90 per cent. FMCG companies announced investment intentions of Rs 14,109 crore (US\$ 2.10 billion) between January – June 2018 from paper pulp, sugar, fermentation, food processing, vegetable oils and vanaspathi, soaps, cosmetics and toiletries industries.



Strong Growth in Indian FMCG Sector

Revenues of FMCG sector reached Rs 3.4 lakh crore (US\$ 52.8 billion) in FY18 and are estimated to reach US\$ 103.7 billion in 2020F.

- The sector witnessed growth of 11 per cent in value terms between April – June 2018, supported by rate cuts due to Goods and Services Tax along with better consumer off-take. It is forecasted to grow at 12-13 per cent between July – December 2018.
- The Union Budget 2018-19 initiatives are expected to increase the disposable income in the hands of the common people, especially in the rural area, which will be beneficial for the sector.
- FMCG sector to gain support for growth from Inland Waterways Authority of India (IWAI) multi-modal transportation project of freight village at Varanasi which will bring together retailers, warehouse operators and logistics service providers, investment worth Rs 1.7 billion (US\$ 25.35 million).
- By 2020, the revenues of the sector are forecasted to reach US\$ 104 billion.
- In the long run, with the system becoming more transparent and easily compliable, demonetization is expected to benefit organized players in the FMCG industry.
- The sector is estimated to have witnessed revenue growth of 14.8 per cent in October-December 2017, supported by improvement in consumer sentiment and rise in rural demand.

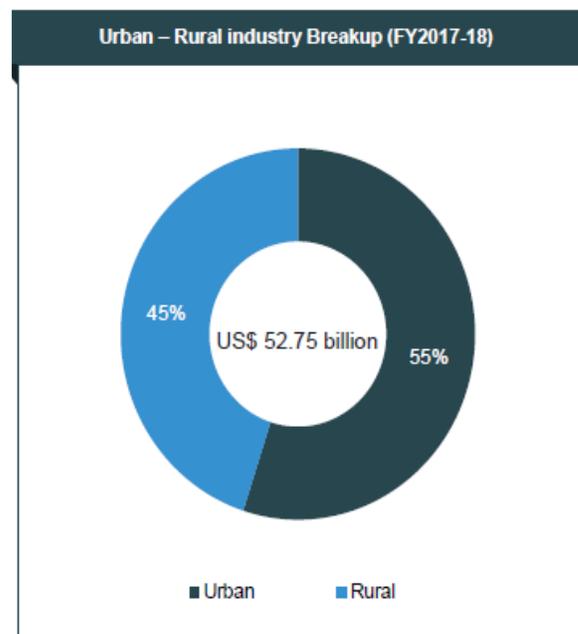
- Direct selling sector in India is expected to reach ₹ 159.3 billion (US\$ 2.5 billion) by 2021, if provided with a conducive environment through reforms and regulation.
- The focus on agriculture, MSMEs, education, healthcare, infrastructure and employment under the Union Budget 2018-19 is expected to directly impact the FMCG sector.
- These initiatives are expected to increase the disposable income in the hands of the common people, especially in the rural area, which will be beneficial for the sector.



(Source: IBEF)

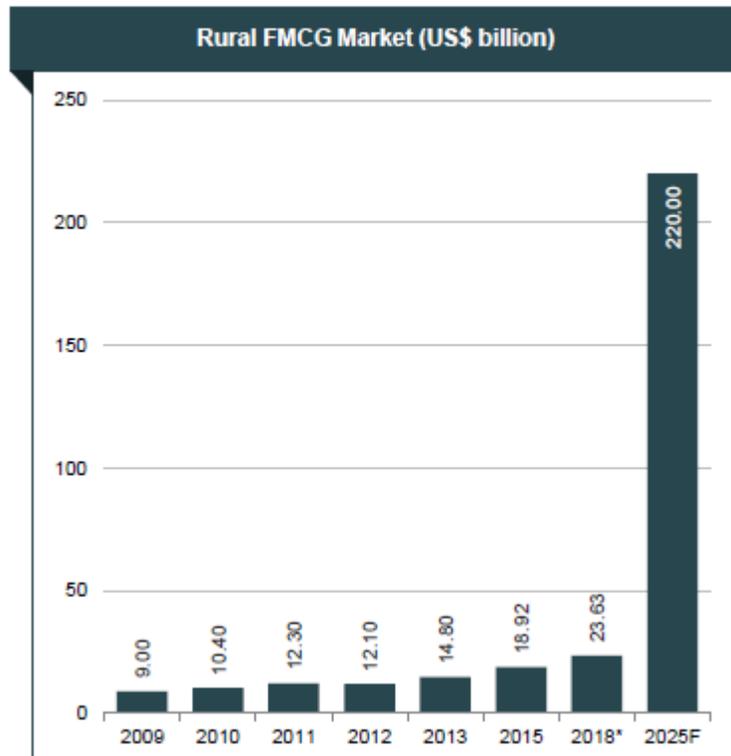
Urban Market Accounts for Major Chunk of Revenues

- Accounting for a revenue share of around 55 per cent, urban segment is the largest contributor to the overall revenue generated by the FMCG sector in India.
- Rural segment is growing at a rapid pace and accounted for a revenue share of 45 per cent in the overall revenues recorded by FMCG sector in India. FMCG products account for 50 per cent of total rural spending.
- In the last few years, the FMCG market has grown at a faster pace in rural India compared with urban India. In 2018-19, revenues from the rural segment are expected to grow 15-16 per cent outpacing.
- Demand for quality goods and services has been going up in rural areas of India, on the back of improved distribution channels of manufacturing and FMCG companies.
- FMCG urban segment is expected to have a steady revenue growth at 8 per cent in FY19.



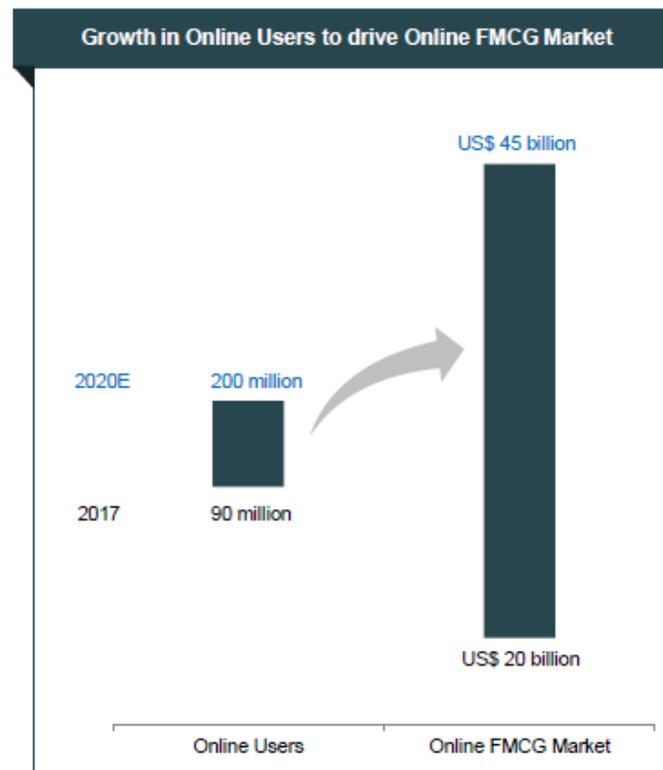
Rural Segment is Quickly Catching Up

- In FY18, rural India accounted for 45 per cent of the total FMCG market.
- Total rural income, which is currently at around US\$ 572 billion, is projected to reach US\$ 1.8 trillion by FY21. India's rural per capita disposable income is estimated to increase at a CAGR of 4.4 per cent to US\$ 631 by 2020.
- As income levels are rising, there is also a clear uptrend in the share of non-food expenditure in rural India.
- The Fast-Moving Consumer Goods (FMCG) sector in rural and semi-urban India is estimated to cross US\$ 220 billion by 2025.
- The revenue of FMCG's rural segment is forecasted to grow to 15-16 per cent in FY19 from estimated 10 per cent in FY18.



Increasing Online Users Boost Online FMCG Sales

- Increasing internet penetration, rising digital maturity of users and developing infrastructure have helped boost online transactions.
- The number of online users in India is forecasted to reach 200 million in 2020 from 90 million in 2017.
- The online FMCG market is forecasted reach US\$ 45 billion in 2020 from US\$ 20 billion in 2017.
- By 2020, about 40 per cent of FMCG consumption is estimated to be digitally influenced.

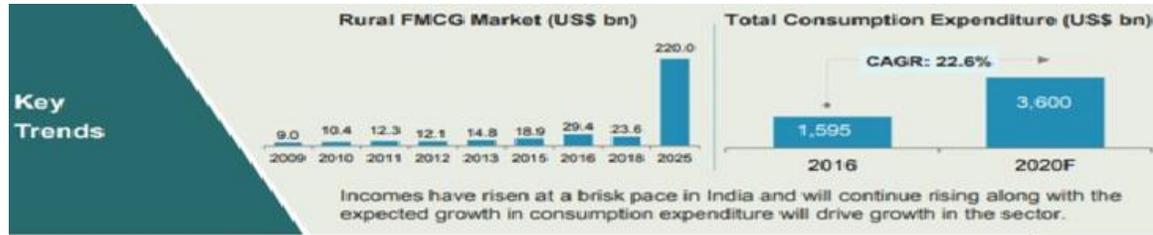


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Keys Trends Impacting FMCG

- Unfulfilled economic recovery for core consumer segments.
- Health, wellness, and responsibility as the new basis of brand loyalty.
- Pervasive digitalization of the path to purchase.
- Proliferation of customization and personalization.
- Continued resource shortage and commodity price volatility.

(Sources: IBEF)



Government initiatives

Some of the major initiatives taken by the government to promote the FMCG sector in India are as follows:

- In the Union Budget 2017-18, the Government of India has proposed to spend more on the rural side with an aim to double the farmer's income in five years; as well as the cut in income tax rate targeting mainly the small tax payers, focus on affordable housing and infrastructure development will provide multiple growth drivers for the consumer market industry.
- The Government of India's decision to allow 100 per cent Foreign Direct Investment (FDI) in online retail of goods and services through the automatic route has provided clarity on the existing businesses of e-commerce companies operating in India.
- With the demand for skilled labour growing among Indian industries, the government plans to train 500 million people by 2022 and is also encouraging private players and entrepreneurs to invest in the venture. Many governments, corporate and educational organizations are working towards providing training and education to create a skilled workforce.
- The Government of India has drafted a new Consumer Protection Bill with special emphasis on setting up an extensive mechanism to ensure simple, speedy, accessible, affordable and timely delivery of justice to consumers.
- The Goods and Services Tax (GST) is beneficial for the FMCG industry as many of the FMCG products such as Soap, Toothpaste and Hair oil now come under 18 per cent tax bracket against the previous 23-24 per cent rate.

(Source: IBEF)



Road Ahead

Rural consumption has increased, led by a combination of increasing incomes and higher aspiration levels; there is an increased demand for branded products in rural India. The rural FMCG market in India is expected to grow at a CAGR of 14.6 percent and reach US\$ 220 billion by 2025 from US\$ 29.4 billion in 2016. In FY18, FMCG's rural segment contributed an estimated 10 per cent of the total income and it is forecasted to contribute 15-16 per cent in FY 19.

On the other hand, with the share of unorganized market in the FMCG sector falling, the organized sector growth is expected to rise with increased level of brand consciousness, also augmented by the growth in modern retail.

Another major factor propelling the demand for food services in India is the growing youth population, primarily in the country's urban regions. India has a large base of young consumers who form the majority of the workforce and, due to time constraints, barely get time for cooking.

Online portals are expected to play a key role for companies trying to enter the hinterlands. The Internet has contributed in a big way, facilitating a cheaper and more convenient means to increase a company's reach. It is estimated that 40 per cent of all FMCG purchases in India will be online by 2020, thereby making it a US\$ 5-6 billion business opportunity. By the year 2025, e-commerce will contribute around 10-15 per cent sales of few categories in the FMCG sector*.

Mr. Mark Mobius, Executive Chairman, Templeton EM, opined that the Goods and Services Tax (GST) will lead to mergers and rise of world class consumer companies in India. GST and demonetization are expected to drive demand, both in the rural and urban areas, and economic growth in a structured manner in the long term and improve performance of companies within the sector.

(Source: IBEF)

References: Media Reports, Press Information Bureau (PIB), Union Budget 2017-18

Note - * According to a CII-BCG report, # - according to a study by Assocham, ^ - According to CRISIL report

New Goods & Service Tax (GST) Would Simplify Tax Structure

- Introduction of GST as a unified tax regime will lead to a re-evaluation of procurement and distribution arrangements.
- Removal of excise duty on products would result in cash flow improvements.
- The rate of GST on services is likely to be 16 per cent and on goods to be 20 per cent.
- Tax refunds on goods purchased for resale implies a significant reduction in the inventory cost of distribution.
- Distributors are also expected to experience cash flow from collection of GST in their sales, before remitting it to the government at the end of the tax-filing period.
- Elimination of tax cascading is expected to lower input costs and improve profitability.
- Application of tax at all points of supply chain is likely to require adjustments to profit margins, especially for distributors and retailers.
- Changes need to be made to accounting and IT systems in order to record transactions in line with GST requirements and appropriate measures need to be taken to ensure smooth transition to the GST.
- It is estimated that India will gain US\$ 15 billion a year by implementing the Goods and Services Tax.

Advantage India

- Rising incomes and growing youth population have been key growth drivers of the sector. Brand consciousness has also aided demand.
- India's contribution to global consumption is expected to more than double to 5.8 per cent by 2020.

- Low penetration levels in rural market offers room for growth.
- Disposable income in rural India has increased due to the direct cash transfer scheme.
- Exports is another growing segment.
- Investment approval of up to 100 per cent foreign equity in single brand retail and 51 per cent in multi-brand retail.
- Initiatives like Food Security Bill and direct cash transfer subsidies reach about 40 per cent of households in India.
- The minimum capitalization for foreign FMCG companies to invest in India is US\$100 million.

Growth Drivers for India's FMCG Sector

- Organized sector growth is expected to grow as the share of unorganized market in the FMCG sector fall with increased level of brand consciousness.
- Growth in modern retail will augment the growth of organized FMCG sector.
- Availability of products has become way easier as internet and different channels of sales has made the accessibility of desired product to customers more convenient at required time and place.
- Online grocery stores and online retail stores like Grofers, Flipkart, Amazon making the FMCG product s more readily available.
- Low penetration levels of branded products in categories like instant foods indicating a scope for volume growth.
- Investment in this sector attracts investors as the FMCG products have demand throughout the year.
- Rural consumption has increased, led by a combination of increasing incomes and higher aspiration levels, there is an increased demand for branded products in rural India.
- Rural India accounts for 45 per cent of the total FMCG market, as of 2017-18.

Policy & Regulatory Framework

1. Union Budget 2018 – 19

- The standard deduction of Rs 40,000 (US\$ 618) for transport allowance and reimbursement of miscellaneous medical expenses, will increase the disposable income in the hands of the common people.
- The customs duty on import of products such as shaving and after-shave preparations, fruit juices and vegetable juices, edible oils of vegetable origin are expected to boost the domestic sector.

2. Goods & Service Tax (GST)

- The rate of GST on services lies between 0-18 per cent and on goods lies between 0-28 per cent.
- Major consumer product manufacturing companies like PepsiCo, Dabur, Hindustan Unilever etc. are aligning their supply chains, IT infrastructure and warehousing systems ahead of unified GST regime, so as to facilitate seamless interstate movement of goods. Prices of commodities in the FMCG sector, like soaps, shampoo, detergents, biscuits, savory snacks etc. decreased after the implementation of GST, leading to a 3-8 per cent decrease in prices of goods at modern retail stores.
- The GST is expected to transform logistics in the FMCG sector into a modern and efficient model as all major corporations are remodeling their operations into larger logistics and warehousing.
- Warehousing cost for FMCG companies is estimated to fall by 25-30 per cent backed by the implementation of the GST. The number of warehouses will decrease from 45-50 to 25-30 and the size of warehouses will become larger.

- The Goods and Services Tax (GST) is beneficial for the FMCG industry as many of the FMCG products such as Soap, Toothpaste and Hair oil now come under 18 per cent tax bracket against the previous 23-24 per cent rate.

3. Excise Duty

- Excise duty on instant tea, quick brewing black tea, and ice tea would be decreased to reduce the retail price by 30 per cent.
- Excise duty on other beverages and lemonade would be decreased to reduce retail sale price by 35 per cent.
- Excise duty on various tobacco products other than beedi would be increased, resulting in retail price of tobacco products going up by 10-15 per cent.

4. FDI in organized retail

- The government approved 51 per cent FDI in multi-brand retail in 2006, which will boost the nascent organized retail market in the country.
- It also allowed 100 per cent FDI in the cash and carry segment and in single-brand retail.

5. Food Security Bill (FSB)

- FSB would reduce prices of food grains for Below Poverty Line (BPL) households, allowing them to spend resources on other goods and services, including FMCG products.
- This is expected to trigger higher consumption spends, particularly in rural India, which is an important market for most FMCG companies.

6. SETU Scheme

- Government has initiated Self Employment and Talent Utilisation (SETU) scheme to boost young entrepreneurs. Government has invested US\$ 163.73 million for this scheme.

7. Relaxation of License Rules

Industrial license is not required for almost all food and agro-processing industries, barring certain items such as beer, potable alcohol and wines, cane sugar and hydrogenated animal fats and oils as well as items reserved for exclusive manufacture in the small-scale sector.

BUSINESS OVERVIEW

Some of the information in the following section, especially information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled “Risk Factors” beginning on page 22 of this Draft Prospectus for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our Financial Year ends on March 31 of each year, and references to a particular Financial Year are to the twelve-month period ended March 31 of that year.

Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from chapter titled our Restated Financial Statements beginning on 146 of this Draft Prospectus.

OVERVIEW

Our Company is a complete lifecycle Product & Packaging Design and Digital Solution Company. Our Company manage the product and package development life cycle, from early stage R&D and technology feasibility to mechanical engineering, embedded electronics and prototype development to manufacturing for large consumer packaging, consumer goods, hi-tech, healthcare, Home Appliances, package development companies, technology verticals and supply chain solutions. Our Company serves our clients across these industries, leveraging our domain expertise, diverse technological capabilities, wide geographical reach, an efficient global delivery model, thought partnership and “new age” digital offerings.

Our Company work globally with Fortune 500 Multinationals, as well as many large, mid-sized and early stage companies and start-ups. Our Company growth has been driven by an entrepreneurial spirit, a can-do attitude and an empowered culture.

Our Company was incorporated in 2001 as “Axiom Consulting Private Limited” under the Companies Act, 1956 *vide* Certificate of Incorporation dated June 19, 2001 bearing registration number 029153 issued by the Registrar of the Companies, Karnataka. Subsequently, *vide* fresh Certification of Incorporation dated September 04, 2018, our Company was converted into a public limited company and the name of Company is “Axiom Consulting Limited”.

Launched in January, 2002, our Company is a global product and packaging development and innovation company that blends design thinking, creativity, technology, engineering and prototyping to help clients transform ideas into breakthrough products and solutions. Our Company is headquartered in Bangalore with offices in Singapore, Brussels and Cincinnati.

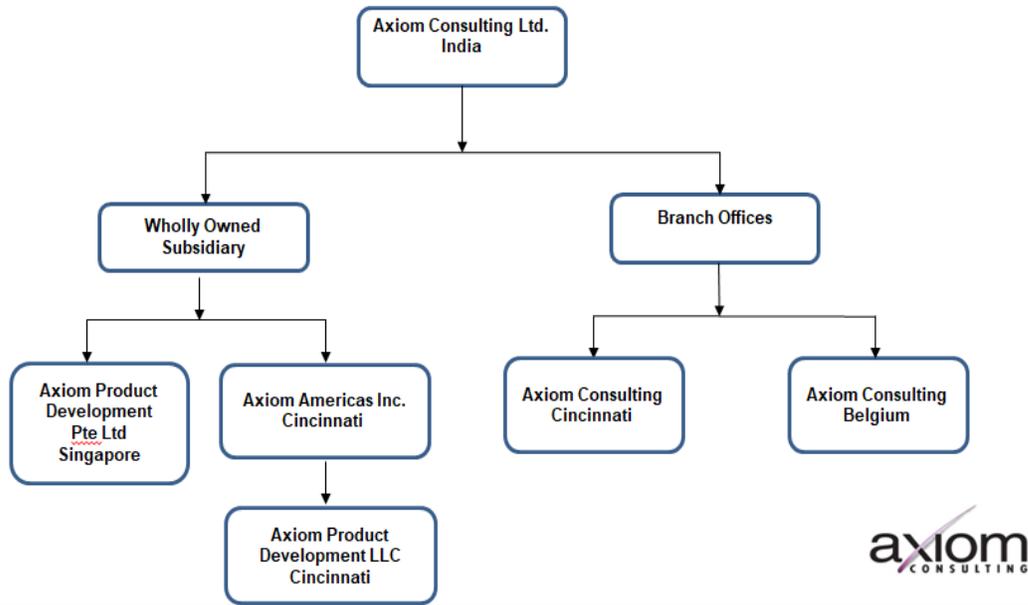
Our Company’s, consists of researchers, industrial design engineers, product and packaging specialists, and manufacture coordinating engineers, who thrive on innovating and finding effective solutions to unique and often steep challenges. Our Company has total thirty one (31) employees as of September 1, 2018.

LOCATIONS

Our Company’s Registered office is situated at 307, Shree Chambers, 3rd floor, 100 Feet Ring Road, Banashankari 3rd stage, Bengaluru-560085, India. Our North America operations are based out of a wholly owned subsidiary located 10816 Milington Court, Suite 108 Blue Ash, Ohio USA 45242. Our Singapore subsidiary is located at 10, Anson Road, # 12-14, International Plaza Singapore – 07999030. Furthermore, we have branch offices in Belgium, Europe at Potvlietlaan 6, 2600 Antwerpen Belgium. Our Company supports client projects in Latin America through a partner company in Columbia.

OUR STRUCTURE

Our Company is a truly global company with significant presence outside India.

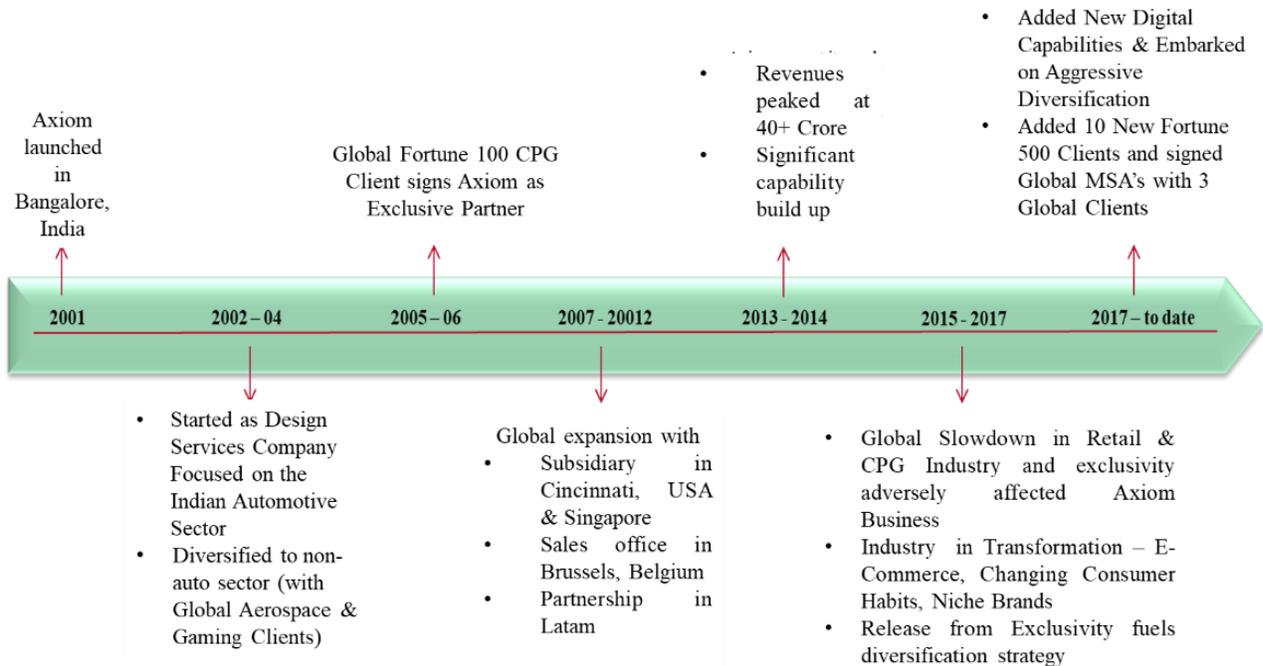


DIVERSIFICATION

Starting operations in January 2002, Our Company was conceived as a provider of seamlessly integrated product design, automation and engineering solutions to automotive customers worldwide. As part of our value proposition our Company offered ideation, design and engineering services to our customers.

Given the longer sales cycles in the automotive industry and the industry’s susceptibility to global economic downturns and the associated risks, our Company proactively diversified into the consumer products and packaging verticals.

With our background in applying digital technologies to accelerate product development cycles, our Company generated significant interest with multi-national customers in the consumer products and consumer packaging segment. Early on, our Company was the exclusive partner for a large global client. The disruption created by E-commerce lead to business challenges and opportunities. Our Company secured release from its exclusivity and began diversifying to other clients & services verticals in the CPG domain. These efforts and investments are beginning to bear fruit. Our Company’s journey so far has been:



LIFECYCLE OF PRODUCT AND PACKAGING DESIGN – Axiom’s presence

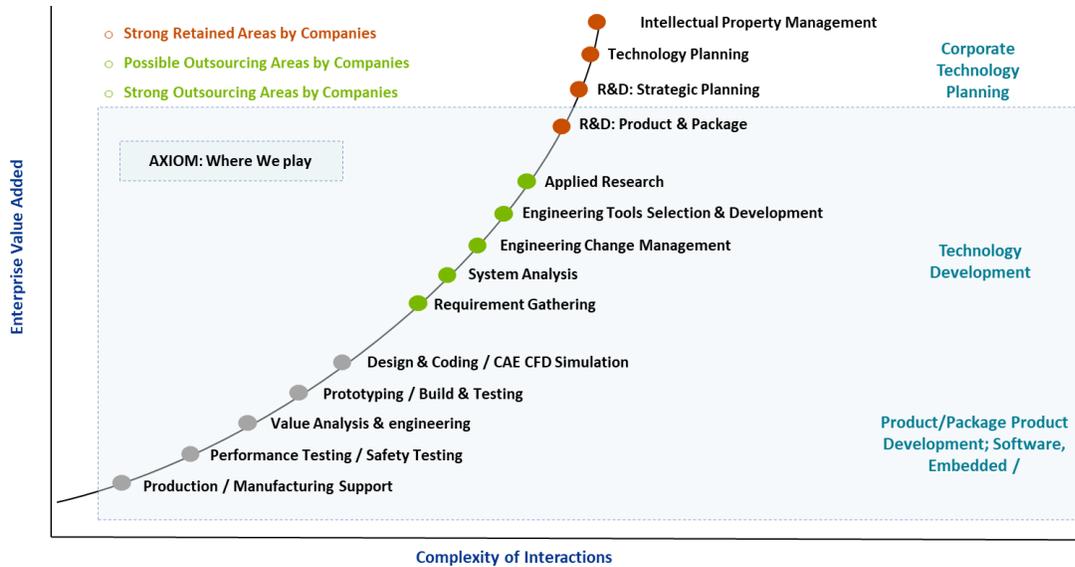
Technology convergence and digital technologies are creating new opportunities to impact customer experience and drive growth. Brands and businesses need to understand their end consumers deeply, derive insights into their needs and then translate these into products and services that allow simple, meaningful and great experiences, in order to drive strategic and sustainable growth.

Our Company recognizes and values the unfolding digital transformation and emergence of new age technologies. These can create immense opportunities for our business. Breakthrough in the fields of artificial intelligence, 3-D printing, robotics, the Internet of Things, nanotechnology, biotechnology, materials science, energy storage, quantum computing and more open new doors for the growth.

At Axiom our design and engineering teams employ an integrated approach and deploy cutting edge technology at its best to help clients create distinctive packaging shapes and formats which drive demand in the market, we help our clients reimagine product designs, make them smart, embed them with next generation capabilities that enhance consumer experience and help accelerate time to market.

Our offerings can be broadly classified in to Complete Lifecycle Product & Packaging Design Services and Digital Solutions. Product & Packaging Design services is regaining its importance with a paradigm shift in consumer preference, shopping habit and a clear inclination towards sustainability. The digital revolution has helped reduced the time taken for a product to hit the market as brands have become more and more niche and customer focused. Customer experience has taken the center stage with pressure on brands to reduce cost and provide sustainable options.

In this highly competitive world, Products need to be strongly differentiated on the shelf. Packaging plays a very critical role in this process. Unique, appealing Packaging designs with a strong Shelf Presence help drive sales in a retail environment. Axiom’s industry leading skills and capabilities help create competitive advantage for our customers in this challenging environment. A product lifecycle and role our Company can play is given herein below:



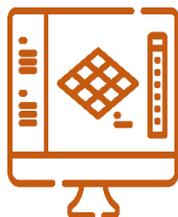
Our Approach to design development



Axiom's Digitally Enabled Rapid Development Process



We deploy Digital tools and techniques to holistically capture, synthesize and analyze consumer experience insights, product & package performance, reliability and sustainability data to rapidly develop Retail and E-Commerce ready products and packaging and get to market quickly and efficiently.



MODELING & SIMULATION

Use of digital tools and techniques to validate Product and Package Performance during the different stages of development (CONCEPT > MARKET LAUNCH), enables faster timelines while reducing risks



RESEARCH BY DESIGN

Strategy backed by insights derived through DESIGN LED RESEARCH to understand consumer experience, market needs and competitive trends. Understanding of the 'why' becomes inspiration to identify unmet needs and drive solutions



HOLISTIC PROBLEM SOLVING

Solutions driven by impactful learnings derived from visualizing challenges through multiple stake holder

OPERATIONS

Our Company has organised our business based on our services offerings to service the market with a focus on industry verticals, achieving greater delivery efficiency by cross-utilising resources within similar business verticals, and generally providing management with greater bandwidth for review and control.

Our Business Verticals

Our Company identify our revenues based on our service offerings to our clients. This helps us to combine our service expertise with industry-specific experience. The following table presents the percentage contribution of our various business verticals to our revenue from continuing operations for the six months ended June 30, 2018 and for Financial Years 2018 and 2017

Particulars	Percentage of revenue from continuing operations		
	3 Months ended June 30	Financial Year	
Business Verticals	2018	2018	2017
Product & Packaging Design Division	70%	58%	54%
Design Solution Division - Packaging Testing / Lab	22%	33%	38%
Design Solution Division - Software Licensing		0.3%	5%
Design Solution Division – VEOL	8%	9%	3%
Total	100%	100%	100%

Product & Packaging Design Division

The Product & Packaging Design (PPD) division provides technology consulting, new product design, packaging design, development, and testing services for large consumer packaging, consumer goods, hi-tech, healthcare, telecom and package development companies.

Our Company helps customers develop enduring brands and products by using design as a strategic tool for business success. Our expertise extends across consumer insights, branding, industrial design, visual design & merchandising, design engineering and manufacturing support. Our design services span digital and physical aspects of product & packaging.

Emerging technologies such as IoT (Internet of Things) and Analytics are creating new opportunities to drive operational efficiency, reduce costs, deliver new services to consumers and enable new streams of revenues for operators and product manufacturers. Our Company actively support customers in their digital transformation journey. Our Company is actively investing in developing solutions and software components that help accelerate time to market and innovation for our customers.

Our service capability is to provide an end-to-end solution depending on our client's requirement. Our service capability includes:

Research and Design

Axiom leverages design based thinking and observational research techniques to research markets and consumers. In particular, the activity focusses on emerging markets such as South Asia to understand un-met and un-articulated needs and extract critical insights. These insights drive the conceptual design and innovation process downstream.

With multi-nationals looking for growth opportunities in emerging markets this capability is pivotal to understanding consumer needs and introducing meaningful innovations.

UI/UX Design

Our UI/UX design capability enhances visual and experience design for web and mobile applications. Our attractive & intuitive User Interfaces engage the user on an emotional level & emphasize product functionality. Integral to our great UI's is an aesthetic layout & beautiful UI element.

Mechanical Engineering

The Mechanical Engineering at Axiom helps convert initial product concepts or ideas into well designed and engineered products. The activity works seamlessly with the design activity to identify issues or problems upstream and better engineer ideas.

Modelling and Simulation

Axiom's industry leading M&S activity has been at the forefront of modelling complex classes of physics problems and creating virtual models for iterative design and optimization. In addition, our proprietary solutions for modeling transit and distribution scenarios for the E-commerce channel offer competitive advantage and cost saving opportunities to our clients.

New Product and Package Development

Axiom's industry leading Holistic Product and Package Development capability has created significant value to our clients and helps turnaround product strategies in a quick and agile manner.

Axiom's team of designers, engineers and subject matter experts have helped customers design and engineer a range of products and packaging formats. Our deep knowledge of various material classes and manufacturing processes helps manage downstream activities with suppliers and ensure that design is intent is being met.

Next Generation Capabilities

Smart Solutions: IOT, Machine Learning and Automation

In an increasingly digital world, customers and customers are looking for ways to digitize and automate work processes to increase efficiencies and productivity.

Axiom is at the forefront of deploying design thinking principles to help inventors, start-ups or big businesses imagine a smarter future. Indeed, as with any new disruptive trend, Start-ups are leading the way with their creativity and imagination in this arena.

Our SMART capabilities broadly fall into the following categories:

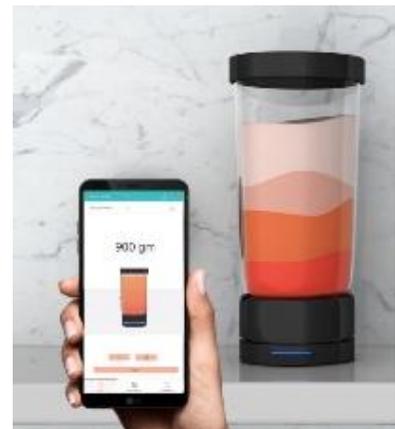
- Connected Products leveraging IoT and other emerging technologies
- Intelligent Platforms
- Data Science

Some Product & Packaging Design Examples

Packaging Design - A global FMCG giant asked Axiom to design an innovative packaging format that creates a new consumption experience for the Ready-to-Eat segment. Axiom conducted consumer research to understand unmet needs and conceived various packaging formats.



Product Design - Axiom designed a smart storage solution for the next generation kitchen for a funded startup. The product has an IOT based consumption tracking solution along with improved shelf presence. Axiom was responsible for overall product design from product architecture and integrated hardware and firmware development to prototyping and developing the mobile application for Android operating systems along with website design and development with UI/UX.



Client Testimony

As a company going to market with a first-generation product we were looking for a reliable product development partner. Axiom's holistic design approach, complete ownership of our program and excellent client engagement process helped us focus on our investor pitch and sales and marketing strategy.

Product Design - Axiom designed and developed a new range of low-cost portable ECG devices for a South Asia medical devices company. The client required an easily deployable product in an onsite emergency scenario while being easy to store and transport. Axiom worked with medical professionals to extract critical insights and feed the development process. The product was engineered to be rugged and robust enabling the device to be deployed for challenging onsite emergencies.



Axiom undertook the complete development of the product.



Client Testimony

We engaged Axiom at a time when we had an aggressive go to market plan for a new portable ECG product lines. The Axiom team quickly captured our requirements and completed consumer research in a very short time. Their rapid product development process helped us file for product certification and go to market in record time. Without a doubt, Axiom is in the top tier of Design firms we have worked with over the years.

Product Design - Axiom was asked to design and develop range of wiring devices for a Middle East based electrical company, to be sold in the Middle East and global market. Axiom performed Context research & usage study, aesthetics driven by brand guidelines, Product development, Prototyping and Facilitating compliance testing & certification



Our Portfolio

Product Development

Packaging Development



Digital Solutions Division

Our Company implements and integrates complete systems and solutions for specialized applications such as digitization of product and package testing lab and virtual reality. Our Company also provide Professional Services for maintenance and support of such installations for our global customers including their facilities in India.

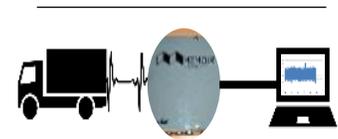
Our Company helps enterprises and brands by blending the best of design, technology and content through digitizing their testing labs which help these labs communicate with each other - in an immersive and interactive way.

Axiom integrates software, artificial intelligence and the internet to provide solutions that enables companies to test the impact of transit on packaging and product. This proprietary technology helps companies to improve on product packaging in a cost effective and timely manner. Our business verticals under this division falls in following 3 areas:

Supply Chain – Our Solution Stack includes

a. **MEMOIR** - IOT enabled Supply Chain Data Logging and Analytics

Axiom has created Memoir, an IOT enabled data acquisition platform that provides an insight into the supply chain from plant to store. It helps to understand the package performance under transit abuse and the data collected is used to improve the package design. The technology measures transit data of vital elements such as Strain, Humidity, Temperature, Pressure, Vibration etc. that damage package during movement. Our software turns this data into meaningful insights that can be used by engineers to optimize package design.

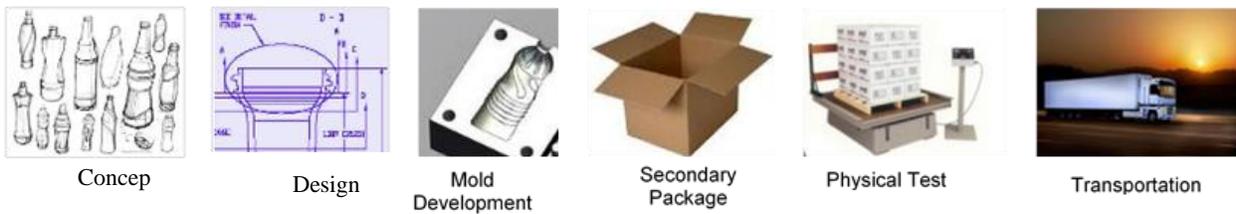


b. **VEOL** - Virtual Package Testing Technology

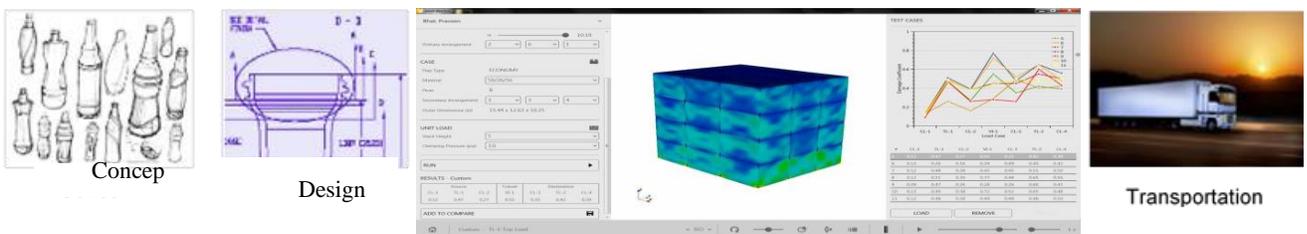
Axiom has developed VEOL (Virtual End of Line), a patent pending platform for virtual package testing. The technology reduces costly physical trials of packages and provides breakthrough gains in productivity by analyzing the transit challenges up-front in the design cycle. The technology has a built-in library that can simulate the performance of various materials and shapes under various test conditions such as drop test, pressure test, atmospheric changes etc.



What happens today



The VEOL Solution - Platform for concurrent design and development (Fast Cycle Design)



Design Automation

- Our Company leveraged its background in open source geometry and visualization modules to develop a Preform Design Tool for a Global CPG Client that quickly identifies the optimum Preform geometry for the selected bottle geometry.
- Design (Electronics), Development, Prototyping, Integration, User Interface Design, Component Sourcing from China, Deployment and Testing of an RFID Inventory solution. The product provides inventory information, optimizes supply chain by enabling just in time inventory, as well as theft detection for Inventory Controllers.
- Geography Covered – USA, SE Asia, Europe

Lab Automation and Management

Axiom has developed a solution stack to digitize instruments in product and package testing labs. Our technology allows practitioners to digitize legacy instruments and stream testing data digitally to a proprietary Lab Management software that can store, analyze and help managers monitor various testing initiatives locally and globally. In addition, Axiom also offers Turnkey Lab Management services.

Some Service examples

Lab Automation and Digitization

- Axiom collaborated with a Global CPG Client to develop a global Data Capture and Automation Platform which streamlined and standardized lab tests and protocols, digitized lab equipment, automated data acquisition and enabled real time initiative tracking and analytics.

Methods Development

- Axiom partnered with a Global Packaging Supplier to convert an empirical Shelf Life Modeling system into a validated Scientific model. Practitioners accessed this model on an Axiom developed global platform and store and query data seamlessly.
- Client Testimony

I'd like you and your team to know how thrilled I am with the progress of this project. Your prompt updates, intuitive design insights and exceptional level of detail at each step make it very easy work with you guys and to get a product that exceeds my initial expectations. Great stuff, I look forward to having more projects to send your way.

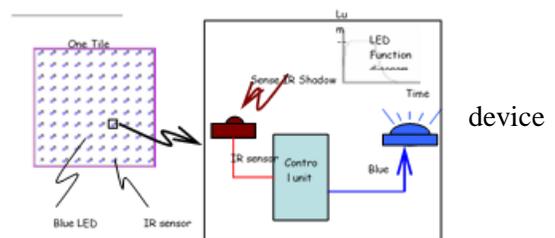
Virtual Reality

The design and manufacturing development is a multi-stage and a time-consuming process. Axiom believes virtual reality can condense that process and enable quick decision making. Axiom makes use of VR to provide digital workflow solutions for consumer experience modeling, shelf differentiation, manufacturing and warehouse simulation and logistics simulation and supply chain processes.

Some Product example

Consumer Electronics - SMART IR Display -

- Design (Electronics and Mechanical), Development, Cost Optimization, Component Sourcing, Prototype Development, and Factory Identification for manufacturing, batch manufacture of a Smart Infrared Entertainment device. The product is an entertainment which can be deployed in malls, shopping areas and railway stations, discotheques etc. Shoppers enjoy the experience as LED's light up in the shape of the object interrupting the Infrared signal.



- Geography – Japan

Automation – Virtual Validation

- Axiom built a Process Automation and Knowledge Management Wizard for a Global Automotive Giant to empower automotive engineers to quickly validate suspension systems, steering assemblies and Instrument panel systems.

OUR CLIENTS

Axiom works with global clients in the Fortune 500. Our ability to build deep strategic partnerships with our clients differentiates us from our competitors. We take the time to listen, understand and frame meaningful solutions for problem areas. We service clients from varied industries like large consumer packaging, consumer goods, hi-tech, healthcare, home appliances, package development companies, technology verticals and supply chain solutions.

During Financial Year 2018, we had nineteen (19) active clients, including 9 (nine) Fortune Global 500 companies. During the three (3) months ended June 30, 2018, we had sixteen (16) active clients, including six (6) Fortune Global 500 companies.

The following table presents our service offerings industry wise and their percentage contribution to our revenue from continuing operations for the periods indicated:

Particulars	Percentage of revenue from continuing operations		
	3 Months ended June 30	Financial Year	
Client Industry	2018	2018	2017
Appliances	-	2.3%	-
Branding	-	-	0.4%
Customer Healthcare	-	2.6%	
Customer Packaging	64.9%	52.9%	53.7%
Consumer Products	8.1%	2.4%	4.5%
Education	-	1.4%	-
Food Services	0.2%	0.4%	-
Healthcare	2.7%	3.8%	3.4%
Home Automation	-	0.5%	-
Inventor	-	1.6%	0.5%
Managed Service	22.8%	30.7%	36.7%
Medical	-	0.3%	0.6%
Package Testing Service	-	0.2%	-
Petcare	-	-	-
Semi-conductor	0.3%	0.1%	-
Switchgear	0.4%	0.7%	0.2%
Technology	0.6%	0.1%	0.1%
Total	100%	100%	100%

The table below demonstrates the concentration of our revenue from continuing operations among our top clients:

Particulars	Percentage of revenue from continuing operations		
	3 Months ended June 30	Financial Year	
Revenue Concentration	2018	2018	2017
Top Clients	69%	74%	83%
Top 5 Clients	85%	84%	93%
Top 10 Clients	93%	90%	96%
Total	100%	100%	100%

The table below demonstrates the number of active and new clients and the percentage of our revenue from continuing operations that was contributed by repeat business and new clients:

Particulars	Percentage of revenue from continuing operations		
	3 Months ended June 30	Financial Year	
Revenue Concentration	2018	2018	2017
Active Clients ⁽¹⁾	11	19	11
New Clients ⁽²⁾	6	17	8
Revenue from New Clients	1%	10%	4%
Revenue from Repeat business ⁽³⁾	99%	90%	96%
Total	100%	100%	100%

1. Clients who contributed to our revenues in the indicated period and/or the preceding financial year.
2. Clients who contributed to our revenues during the indicated period but not in the preceding financial year.
3. Revenues excluding revenues from new clients.

We have established long-standing relationships with many of our clients. We believe that our ability to establish and strengthen client relationships will be an important factor in our future growth.

Our global presence (shown in graphic representation on page 109 of this Draft Prospectus) uniquely positions us to address the needs of our clients in more than one region and add significant value.

Our Pricing Model and Contractual Terms

Pricing

Our revenue models include long term retainer based engagements and fixed price milestone based engagements in both geographies. For fixed-price projects, we typically take responsibility for end-to-end project execution. We use extensive modeling based on the processes and employees that we plan to use and our past project experience, to estimate the effort and risks involved with individual client engagements. The table below demonstrates the contribution of these pricing models to our services' revenue from continuing operations for the periods indicated:

Particulars	Percentage of service's revenue from continuing operations		
	3 Months ended June 30	Financial Year	
Revenue Concentration	2018	2018	2017
Time-and-materials	66%	67%	78%
Fixed-Price ⁽¹⁾	34%	33%	22%

Total	100%	100%	100%
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Revenue is recognised either on the percentage of completion method or as the services are rendered and costs are incurred based on the underlying economic substance of the contract.

Contractual Terms

Our Company typically enter into MSAs (Master Service Agreement) with our clients. However, our Company may enter PSA (Professional Service Agreement) or Confidential Agreement These agreements tend to either have a specified term or continue indefinitely until terminated, while containing general rights and obligations governing our relationship with the applicable client. The MSAs generally incorporate a broad scope of work and do not include any minimum purchase commitment on the part of the client.

For each project, we usually enter into separate work orders with the client, which specify the types of services we are required to provide to the client and the pricing terms of the engagement. Although some of our MSAs contain billing rates for time-and-materials work orders, for most of our services the separately agreed work order contains the pricing terms.

Active Contracts:

Axiom’s domain knowledge and experience has been pivotal in signing on several new global clients (more than ten (10) new clients) over the past twelve (12) months. In the past six (6) months, our Company has executed three (3) new Global Service Agreements with Fortune 150 companies MNCs which are among top 150 companies from Fortune 500 list of companies.

Significant New Client Acquisition paves the way for long term growth

The company’s revenues were overweight on a client due to an earlier exclusive relationship. The transformations in CPG along with this overdependency impacted our business. However, our significantly diversified portfolio of clients now positions us for sustainable long term growth.

KEY INDUSTRY TRENDS AND AXIOM’S CAPABILITY

- **Time to Market** – With the proliferation of newer and nimble brands which cater to niche consumer needs, time to market has become a critical barometer to determine the success of a product line. Brands now need to reimagine their product offerings and their development processes to get to market more quickly.

Axiom’s digitally enabled product and package development capabilities are a strong source of competitive advantage.

- **Sustainability** –As more corporations respond to consumer and regulatory pressure to articulate clear and sustainable goals for the near term, the move to replace plastics and polymer usage with 100% recyclable or bio-degradable materials is on in earnest. There is a greater need for value creation and sustainable development to be integrated early in the design of new products and services. Increasingly organizational metrics of sustainable innovation are built on environmental, financial and social goals. Today, in this global, electronically connected marketplace, with more active and educated stakeholders, a broader and more agile approach to these sustainability issues is needed.

Axiom’s sustainable design capability is at the forefront of helping clients achieve their sustainability goals. Our digital capabilities help quickly evaluate product and package performance for different materials while delivering on environmental goals and material savings targets.

- **E-Commerce** – The E-commerce channel is redefining how consumers interact with and purchase products. New protocols such as Amazon’s FFP or ECR and ISTA’s 6 series of tests are driving performance and design in this space. The emergence of e-commerce has significantly altered the distribution landscape. Increased adoption of e-commerce in most markets will impact how products are

packaged and shipped. This creates opportunities to imagine new product experiences online. In addition, the heterogeneous nature of shipments calls for new performance criteria.

Axiom's E-Commerce practice and our proprietary solution VEOL uniquely position us to help old and emerging brands to reimagine their offerings for ecommerce.

- **The Smart Revolution:** Estimates vary but Gartner estimates that around 15-20 Billion IOT enabled devices will be installed globally by the year 2020. From Digitization and Automation of work processes, connecting devices in a home or a business, collecting real time data to extract insights and analytics, the SMART ECONOMY is here to stay. Brands and businesses need to adapt their offerings to address this new reality.

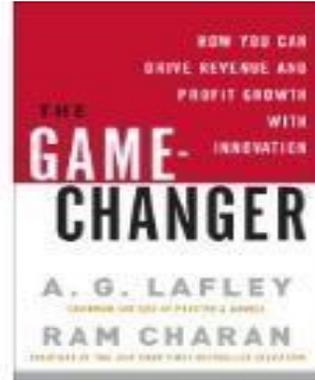
Axiom's Smart Solutions play a critical role in helping client make their products and packages digitally ready and smart.

(Source: Gartner.com)

AWARDS & RECOGNITION



Winner - 2011 P&G Global Excellence Award



Axiom finds mention in A. G. Lafley's book – The Game Changer



Axiom's MEJ' for Microsoft / IDSA Awards - Finalist at the Next-Gen PC Design



Axiom's white papers selected for presentation for SPE Event



Winner of Best Paper Awards for 3 years in a row at Ansys Users Conference in India

OUR GLOBAL PRESENCE

We have an integrated global delivery model that allows us to deliver on-site and offshore-based services to our clients. Our on-site delivery is performed through a combination of employees based at client premises and our Delivery Centre's.

Location	Number of Delivery Centres
India	1
Cincinnati	1
Total	2

Our Delivery centres are premises from which we provide services to our clients around the world. As of June 30, 2018, we had one (1) delivery centre in India and one (1) delivery centres outside India and our Company's delivery centers at other locations outside India are through our subsidiaries as described in the table below:



Region-wise Revenue break-up for three (3) years

Region	2015-16	2016-17	2017-18
India	31.4%	23.6%	22.0%
Axiom America Inc.	66.7%	73.0%	73.6%
Singapore	3.2%	3.4%	4.4%
Total	100.0%	100.0%	100.0%

SWOT ANALYSIS

Growth in the CPG industry is characterized by two (2) broad trends:

- Niche Brands dominate: 40% of the new brands in the CPG industry are startups and well-funded companies.
- Ecommerce sales are growing at nearly 25% year on year: While retail shipments are slowing down shipments in ecommerce are doubling every year.

Overall the CPG industry grew 5.6% in the period 2016- 2018 and expanded to \$22.7 Trillion. Axiom is uniquely positioned to address these growing needs through its portfolio of digitally enabled Product and Packaging Development process as well as its E-commerce Practice.

Strengths

- Strong Leadership Pedigree in Innovation and Engineering – The management team at Axiom has experience in Innovation & Product Engineering across the automotive, aero and consumer products and packaging verticals.
- Marquee Global Clientele and excellent goodwill – We have a marquee global customer footprint and enjoy excellent goodwill with leaders in the R&D community. This allows us to be a partner of value to our clients.
- Strong Innovation Culture and R&D Focus – Our roots have been in front end innovation and a spirit of enquiry and discovery.
- Disruptive Service & Product Portfolio – Our solutions in the digital arena e.g. Virtual End of Line (VEOL) for transit simulation are redefining how customers model their supply chains
- Emerging Markets Expertise – Our expertise in design thinking and observational research with a focus on emerging markets has been a source of strategic insights for our global clients.
- Technology Consulting: Deep capabilities in deploying productive solutions using established or new Technologies

Weaknesses

- Undercapitalized Business hampers scalability. To drive scale in our business we need to infuse fresh capital.
- Sales presence in certain key regions and markets – While we have a presence in most markets, we currently do not have focused sales efforts in all markets.
- Limited service offerings – while we have the capability to deliver across the value chain, we have to rely on third party vendors/service providers

Opportunities

- The company is now poised to expand and grow the business across several marquee clients in the Consumer Industry – We have the opportunity to support our clients in key markets.

- The company has conceived a disruptive Service & Product portfolio in Sustainability and E-Commerce which has significant potential to drive scale across industries
- Latent Untapped Business Opportunities in European and Asian markets – With expanded sales presence we have the opportunity to mine latent opportunities in Europe and Asia.
- Managed Services are in demand – As company's look to right size and outsource key functions partners such as Axiom are valuable in driving such strategies. For example, Axiom manages product testing labs for customers on a turnkey basis.

Threats

- Significant developments in technology are reshaping the markets – The digital revolution is transforming the way consumers experience and purchase products. We have to continue to transform to stay relevant in such a market.
- New players with a niche focus on service or product areas can capture market share
- Economic or political uncertainties – can impact the CPG industry which could also impact our business.
- Margin Pressures and increased PE activity are putting downward pressure on overall R&D Spend
- Despite the uncertain political climate in Eurozone, the confidence in the economy remains high. Economic confidence across the 19 countries that use the euro currency is at its highest in more than 17 years, according to a survey published by the European Commission

STRATEGY

Our growth strategy has the following pillars

Diversification:

- Within CPG: The Company is pursuing an aggressive diversification strategy within the CPG industry. Over the past 12 months we have signed on several marquee new clientele (over 10 new clients) in the CPG space. These relationships augur well for the long term growth prospects of our company.
- Adjacencies: The Company proposes to target companies in adjacent verticals such as Pharmaceuticals and Lubricants. We have already begun initial conversations with clients in these verticals.
- Consumer Products: The Company is also looking to strengthen its footprint in consumer products segment where we already have a strong body of work and portfolio.
- Offshore presence: The Company has client service team in foreign jurisdiction. The Company would consider possibilities of building an offshore oriented delivery model to derisk potential visa and foreign policy related uncertainties in key overseas geographies

Expanded Market Presence:

- The company proposes to increase its presence in key markets to strengthen relationships with global clients and lay the foundation for longer term growth. In particular we are targeting expanded presence in North America and Asia in the first pass.

Organic:

- Axiom proposes to strengthen its core offerings in R&D services in order to support the evolving needs of our diversified portfolio of clients especially in areas such as sustainable design and E-Commerce. In addition, Axiom has incubated capabilities in areas such as IOT (Internet of Things), Virtual Reality and Data Science in house. These capabilities are now being projected with our key clientele as a part of our Next Generation Services.

Inorganic:

- This strategy can open doors to increased opportunity as Axiom would have an access to new skills, new markets/ industry and add to its competitive advantage with wide service offerings of Next Generation Services.
Axiom is in discussion with entrepreneur led companies in our ecosystem of digital transformation, digital research, mobile, analytics, embedded technologies and augmented reality with an intention to strategically partner and/or invest in them and support our clientele. However, our Company has not entered into any binding contracts. These companies are in the following areas:
- IOT & Smart Technology – the target entity is into product development with specialization in area of connected devices using IOT & Smart technologies. Our Company is in discussion with target company which is at an advance discussion stage. Our Company has entered into no binding agreements.
- Branding & Digital Marketing – The entity is into branding and digital marketing for big and small brands and offers services for online and social media consumer engagement. We are assessing the target as well as reviewing the financials.
- Digital Transformation and Mobility – the target entity supports clients developing the mobile and cloud applications and interfaces for smart technology products for mature and young brands.

Strategic Partnerships

- The company has also been in discussion with global consulting and technology companies to partner on customer specific engagements. The purpose of such partnerships would be to provide a complete end to end bouquet of capabilities to our global clients e.g. from strategy development to full on implementation.

CAPACITY AND CAPACITY UTILISATION

As on the date of this Draft Prospectus, our Company does not have any manufacturing facilities.

COLLABORATIONS/TIE-UP/JOINT VENTURES

As on the date of this Draft Prospectus, our Company has not entered into any collaboration/Tie-up/Joint Ventures.

However, as mentioned above our Company is in discussions with various companies to make strategic investments in the companies for expansion of our business into Digital Transformation and IOT & Smart Technology.

EXPORT AND EXPORT OBLIGATIONS

As on the date of this Draft Prospectus, our Company does not have any export obligation.

HUMAN RESOURCE

The founding team of our Company has several years of experience in delivering high-end off-shore Engineering Solutions to automotive OEM's and Tier 1 customers worldwide. Our team has worked extensively with OEM's in North America, Europe and Japan.

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

Employee Profiles

We encourage our employees to develop their skills engineering and technology skills through formal or informal means, which provides them scope for taking on additional responsibilities and enhancing their career prospects. In the process of doing so, this also allows us to offer differentiated expertise to our clients.

We are an equal opportunity employer with a diverse employee base. Additionally, we have recruited local nationals at our Delivery Centres, to enhance our understanding of the local markets as well as to enhance our ability to interact with and deliver solutions to our clients in local languages.

As at September 01, 2018, we have thirty (31) employees in India, two (2) in Singapore, fourteen (14) in US, who look after our business operations, administrative, secretarial, legal, marketing and accounting functions in accordance with their respective designated goals. Department wise breakup of the employees are as follows:-

DEPARTMENT	India	Singapore	USA	Total
Administration & Human Resource	2	-	1	3
Finance	2	-	-	2
Leadership	2	-	-	2
Products and Solutions	4	-	1	5
Sales	1	-	-	1
Service Delivery	20	2	12	34
GRAND TOTAL	31	2	14	47

Utilisation

Our Company has rationalized our team strength over the past three (3) years. The number of employees during the period under review is as under:

Particulars	Number of employees		
	3 Months ended June 30	Financial Year	
Employees	2018	2018	2017
Administration & Human Resource	3	5	4
Finance	4	2	5
Leadership	2	2	3
Products and Solutions	4	5	5
Sales	2	2	5
Service Delivery	32	39	57
Total	47	55	79

The following table illustrates the combined average utilisation of our employees across our onsite and offshore locations over the three months ended June, 2018 and the past two (2) Financial Years:

Particulars	Percentage of service's revenue from continuing operations		
	3 Months ended June 30, 2018	Financial Year	
Employee Utilisation (Average)		2018	2017
Including Trainees	65%	77.5%	65%
Excluding Trainees	Refer note 1		

Note 1) Our Company include Cost of Trainees in H/C Cost - hence efficiencies are calculated include trainees/Interns.

SALES & MARKETING

The efficiency of the marketing and sales network is critical for the success of our Company. Our success lies in the strength of our relationship with the customers who have been associated with our Company. Our team

through their relevant experience and rapport with these customers owing to timely delivery of service plays an instrumental role in creating and expanding a work platform for our Company.

LAND AND PROPERTY

We have properties located at following:

Lease / Licensed Properties:

Sr. No.	Name of the Lessor/ Licensor	Name of the Lessee/ Licensee	Address of Property	Period of Agreement	Consideration	Usage
1.	Pawankumar Rungta	Axiom Consulting Private Limited	No. 307, 3 rd floor, 100 Feet Ring Road, Banashankari, 3 rd stage, Bangalore-560085	June 30, 2019	₹ 1,57,500/- per month Interest free deposit – ₹ 10,00,000/-	Administrative Purpose

INSURANCE

Our Company has insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations and which we believe is in accordance with the industry standards. The company maintains the 3 categories of Insurance

1. General Liability;
2. Errors & Omissions (E&O) and
3. Directors & Officers (D&O)

PROFILE OF SHAREHOLDERS

Our Company's Shareholders have been professionals from diverse field showing their confidence in our operations. Profile of the Shareholders is as follows:

1. Robert H Tate

Robert is former P&G R&D Leader. He retired from P&G in the year 2009 and is currently a key investor in Axiom in 2010. Bob was Director at The Procter & Gamble Company from 1978 till 2009. He served in various Leadership roles with focus on Packaging Innovation, Design & Supply Chain Operations. He has Global experience working in Asia Europe and North America. Currently he assists and guide our Company.

2. Kuskoor Bharath Ram

Bharath Ram is currently a Charter Member, Angel Investor and Chair for Sponsorships at Silicon Valley chapter of The Indus Entrepreneurs (TiE). He was formerly VP of global business development heading up international business for Verisign Inc., where he also provided corporate oversight in the Board of Directors of Verisign Japan, a publicly listed subsidiary of Verisign Inc. Earlier Bharath has held management positions at LSI Corporation, VM Labs Inc. (acquired by Genesis Microchip Inc. and now part of ST Microelectronics), RSA Security (division of EMC Corporation) and IBM Corporation.

3. MVV Vidyasagar

Vidyasagar is highly accomplished technology industry veteran. He is President - Electronics Group at HBL Power Systems Ltd. He spearheads the company's initiatives in electric and battery technology.

Prior to this role he was Head of Service Delivery in our Company. His background of driving successful R&D projects and implementing quality initiatives was deemed as valuable to Axiom in driving excellence. Prior to Axiom, he was head of R&D at Wipro E-Peripherals.

4. Kaushik Ghatak

Kaushik Ghatak is a distinguished supply chain solutions leader. He has held leadership roles at Oracle and SAP, NA and Asia. In his last corporate role he was VP, Pre-Sales at SAP in the Asia Pacific region.

5. S. N. Prasad

S.N. Prasad is a distinguished industry leader and finance professional, He was CFO at McDowell a leading global beverage brand. He was an early stage investor in our Company. He played a critical role in setting up our Company and establishing partnerships that help drive the audit, compliance and secretarial practices.

6. Bhavya Ram

Bhavya Ram is IT industry Business Development professional leads Business Development Initiatives for the Green Lake Flexible Capacity Business at HP Enterprises (HPE). In addition, she is the Chair for the Inclusion and Diversity Initiative at HPE, India. She has approx 20 years of IT industry experience in roles spanning consulting sales, business development and partner management. Her experience includes building strategic partnerships with Global, Regional OEM/SI/Service Providers/ISV and Technology partners, running GTM programs to significantly grow joint business in high growth and niche markets.

7. K.V. Dinesh

K.V. Dinesh is a distinguished finance professional in North America, Dinesh was VP Finance at Northern Leasing, a leading leasing company in North America.

8. G. C. Anupama

A distinguished Astrophysicist in the country, Ms. Anupama is Professor at the Indian Institute of Astrophysics. She leads many stellar projects for the Institution including the Indian Astronomical Observatory (IAO) and Centre for Research and Education in Science and Technology (CREST) and Group Head, India-TMT M1 Segments Polishing Group

9. BP Padma Prasad

An established sales professional, Mr. Prasad is General Manager Business Development at EASI, a global consulting organization. He has been associated with several new product development initiatives over his career.

INTELLECTUAL PROPERTY RIGHTS

For details relating to our patents and trademark please refer chapter titled “*Government and other Statutory Approvals*” beginning on page 233 of this Draft Prospectus

KEY INDUSTRY REGULATIONS & POLICIES

Given below is a summary of certain relevant laws and regulations currently applicable to our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been set out in a manner to provide general information to the investors and is not exhaustive and shall not be treated as a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Given below is a brief description of certain relevant legislations that are currently applicable to the business carried on by us.

CENTRAL LAWS

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 (“**CLRA**”) is an act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 (twenty) or more workmen are employed or were employed on any day of the preceding 12 (twelve) months as contract labour. It also applies to every contractor who employs or who employed on any day of the preceding 12 (twelve) months, 20 (twenty) or more workmen provided that the appropriate Government may after giving not less than 2 (two) months’ notice, by notification in the Official Gazette, apply the provisions of the CLRA to any establishment or contractor. Further, it contains provisions regarding Central and State Advisory Board under the CLRA, registration of establishments, and prohibition of employment of contract labour in any process, operation or other work in any establishment by the notification from the State Board, licensing of contractors and welfare and health of the contract labour. The Contract Labour (Regulation and Abolition) Central Rules, 1971 are formulated to carry out the purpose of the CLRA.

The Employees’ Compensation Act, 1923

The Employees’ Compensation Act, 1923 (“**EC Act**”) has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries caused by accident(s) arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The EC Act makes every employer liable to pay compensation in accordance with the EC Act if a personal injury/disablement/loss of life is caused to a workman by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the EC Act within 1 (one) month from the date it falls due, the commissioner appointed under the EC Act may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

The Employees’ Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 (“**EPF Act**”) was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the “Employees Provident Fund Scheme”, “Employees Deposit linked Insurance Scheme” and the “Employees Family Pension Scheme”. Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Equal Remuneration Act, 1976

Equal Remuneration Act, 1976 provides for payment of equal remuneration to men and women workers and for prevention of discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

Maternity Benefit Act, 1961

Maternity Benefit Act, as amended from time to time (“**MB Act**”) entitles a woman employee who has been in employment with the employer for eighty (80) days in the twelve (12) months immediately preceding her delivery to maternity leave of twelve (12) weeks, of which not more than six (6) weeks can precede the date of her delivery. The MB Act further provides for (i) paid leave of six (6) weeks for miscarriage or medical termination of pregnancy; (ii) paid leave of two (2) weeks following the date of tubectomy operation; (iii) one (1) month’s paid leave on account of any illness occurred after pregnancy, delivery, miscarriage, medical termination of pregnancy or tubectomy operation; and (iv) medical bonus of ₹ 3,500 (Rupees three thousand five hundred) from the employer if no pre-natal confinement or post-natal care is provided by the employer free of charge. The Lok Sabha passed the Maternity Benefit (Amendment) Act, 2016 (“**Amendment**”), which has received presidential assent and was came into force with effect from March 28, 2017. The Amendment has increased paid maternity leave from twelve (12) weeks to twenty six (26) weeks for women having two surviving children and provides for twelve (12) weeks maternity leave for women having more than two children. The Amendment also provides for paid leave of twelve (12) weeks for commissioning mothers (in case of surrogacy) and adopting mothers who legally adopt a child below the age of three (3) months. The Amendment also codified a ‘work from home’ option for women after the period of maternity leave depending on the nature of work and on certain mutually agreed terms and conditions between the employer and the woman. The Amendment mandates employers employing more than fifty (50) employees in an establishment to provide crèche facilities where women are allowed to visit four times in a day.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“**SHWW Act**”) provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of three (3) months from the date of the last incident. If the establishment has less than ten (10) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to ₹ 0.5 Lakhs.

The Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 (“**PB Act**”) is applicable to every factory and every other establishment employing twenty (20) or more persons. According to the provisions of the PB Act, every employer shall be bound to pay to every employee in respect of the accounting year a minimum bonus which shall be 8.33% of the salary or wage earned by the employee during the accounting year or ₹ 100/- (Rupees One Hundred), whichever is higher, whether or not the employer has any allocable surplus in the accounting year. If the allocable surplus exceeds minimum bonus payable, then the employer must pay bonus proportionate to the salary or wage earned during that period, subject to maximum of 20% of such salary or wage. ‘Allocable surplus’ is defined as 67% of available surplus in the financial year, before making arrangements for the payment of dividend out of profit of our Company.

The Minimum Wages Act, 1948

The Minimum Wages Act, 1948 (“**MW Act**”) came in to force with the objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MW Act, the appropriate government is authorised to fix the minimum wages to be paid to the persons employed in scheduled or non-scheduled employment. Every employer is required to pay not less than the minimum wages to all employees engaged to do any work whether skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to the MW Act, in respect of which minimum rates of wages have been fixed or revised under the MW Act.

The Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 (“**PG Act**”) applies to every factory and shop or establishment in which ten (10) or more employees are employed. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than five (5) years:

- a) On his/her superannuation;
- b) On his/her retirement or resignation;
- c) On his/her death or disablement due to accident or disease (in this case the minimum requirement of five (5) years does not apply).

Gratuity is payable to the employee at the rate of fifteen (15) days’ wages for every completed year of service or part thereof in excess of six (6) months.

The Payment of Wages Act, 1936

The Payment of Wages Act, 1936 (“**PW Act**”) is applicable to the payment of wages to persons in factories and other establishments. PW Act ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

Child Labour (Prohibition and Regulation) Act, 1986

The main objective of the Child Labour (Prohibition and Regulation) Act, 1986 (“**Act**”) is to prohibit the engagement of children in certain employments and to regulate the conditions of work or children in certain other employments. The Act defines a child as any person who has not completed his fourteenth year of age. The Act prohibits children from working in any occupation listed in Part A of the Schedule; for example: catering at railway establishments, construction work on the railway or anywhere near the tracks, plastics factories, automobile garages, etc. The Act also outlines the conditions in which children may work in certain occupations/processes.

INTELLECTUAL PROPERTY LAWS

Intellectual Property in India enjoys protection under both common law and statute. Under statute, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957, trademark protection under the Trade Marks Act, 1999 and design protection under the Designs Act, 2000. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement.

The Trade Marks Act, 1999 (the “Trade Marks Act”)

Indian trademark law permits the registration of trademarks for goods and services. The Trade Marks Act governs the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. Certification marks and collective marks can also be registered under the Trademarks Act. An application for trademark registration may be made by individual or joint applicants by any person claiming to be the proprietor of a trade mark, and can be made on the basis of either use or intention to use a trademark in the future. Applications for a trademark registration may be made for in one or more international classes. Once granted, trademark registration is valid for ten (10) years unless cancelled. If not renewed after ten (10) years,

the mark lapses and the registration has to be restored. While both registered and unregistered trademarks are protected under Indian Law, the registration of trademarks offers significant advantages to the registered owner, particularly with respect to proving infringement. The Trade Mark (Amendment) Act, 2010 has been enacted by the GoI to amend the Trade Marks Act in order to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries, and to empower the Registrar of Trademarks to do so. It also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to bring the law generally in line with international practice.

Patents Act, 1970

The Patents Act, 1970 (the “**Patents Act**”) governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognise product patents as well as process patents. In addition to the broad requirement that an invention, a patent has to satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection. The Patents Act stipulates that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The Patents Act prohibits any person resident in India from applying for patent for an invention outside India without making an application for the invention in India. The term of a patent granted under the Patents Act is twenty (20) years from the date of filing of the application for the patent.

Tax Related Legislations

Income-tax Act, 1961

Income-tax Act, 1961 (“**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 there under depending upon its ‘Residential Status’ and ‘Type of Income’ involved. Every assessee, under the IT Act, which includes a company, is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax and like.

Goods & Service Tax (“GST”)

GST is an indirect tax applicable throughout India which replaced multiple cascading taxes levied by the central and state governments. The GST is levied as dual GST separately but concurrently by the Union (central tax – CGST) and the States (including Union Territories with legislatures) (State tax – SGST) / Union territories without legislatures (Union territory tax- UTGST). The Parliament would have exclusive power to levy GST (integrated tax – IGST) on inter-State trade or commerce (including imports) in goods or services. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by a GST Council and its Chairman is the Finance Minister of India. Under GST, goods and services are taxed at the following rates 5%, 12%, 18% and 28%. Besides, some goods and services would be under the list of exempt items.

FOREIGN INVESTMENT REGULATIONS

Foreign investment in India is governed by the provisions of the Foreign Exchange and Management Act, 1999 (“**FEMA**”) and the rules, regulations, notifications issued under the same, read with the extant Consolidated Foreign Direct Investment Policy, as issued by the Department of Industrial Policy and Promotion (“**DIPP**”). The Reserve Bank of India (“**RBI**”), in exercise of its powers under FEMA, has notified various regulations governing the purchase, sale, allotment or subscription of securities of an Indian company to a non-resident individual or entity. Pursuant to the aforementioned legal framework, no permission is required for investment in sectors falling under the ‘automatic route’ within the specified sectoral caps.

OTHER LAWS

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, applicable SEBI regulations and rules framed thereunder and other applicable statutes enacted by the GoI or

relevant state governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws.

HISTORY AND CERTAIN CORPORATE MATTERS

History and Background

Our Company was originally incorporated as a private limited company under the provisions of Companies Act, 1956 and registered with the Registrar of Companies, Bangalore with the name of “Axiom Consulting Private Limited” on June 19, 2001. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our shareholders dated August 17, 2018 and the name of our Company was changed to Axiom Consulting Limited” to reflect the legal status of our Company pursuant to a fresh certificate of incorporation granted by the Registrar of Companies, Bangalore dated September 4, 2018.

The Corporate Identification Number of our Company is U74140KA2001PLC029153.

Business and management

For a description of our activities, services, technology, market segments, the growth of our Company and regional geographical segment in which our Company, please refer chapters titled “*Business Overview*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 95, 78 and 210 of this Draft Prospectus, respectively. For details of the management and managerial competence of our Company, please refer chapter titled “*Our Management*” beginning on page 125 of this Draft Prospectus.

Changes in registered office of the Company

Our Company’s registered office is presently situated at 307, III Floor, Shree Chambers, 100 Feet Ring Road, BSK III Stage, Bengaluru- 560085, Karnataka, India. The details of changes in address of our registered office since incorporation are set as forth below:-

Date of Change of Registered Office/ Date of Board / Shareholders Meeting	Old Address	New Address
November 28, 2001	D-202, Adarsh Nivas, J.P. Nagar, 6 th Phase, 70 Kanakapura Main Road, Bengaluru – 560078	No. 102, Rama Chambers, 4 th ‘B’ Main Road, 5 th Block, Koramangala Industrial Estate, Bengaluru – 560095
December 31, 2004	No. 102, Rama Chambers, 4 th ‘B’ Main Road, 5 th Block, Koramangala Industrial Estate, Bengaluru – 560095	No. 307, Shree Chambers, First Floor, 100 Feet Ring Road, BSK III Stage, 4 th Phase, 7 th Block, Bengaluru- 560085
November 6, 2017	No. 307, Shree Chambers, First Floor, 100 Feet Ring Road, BSK III Stage, 4 th Phase, 7 th Block, Bengaluru- 560085	No. 307, Shree Chambers, Third Floor, 100 Feet Ring Road, BSK III Stage, 4 th Phase, 7 th Block, Bengaluru- 560085

The above office was changed for administrative convenience.

Main Objects of our Company

The Main Objects clause of the Company as per the MoA is as under:

- 1. To carry on in India or elsewhere the business of acting as consultants, developers, sellers, traders or supporters in Engineering services, Computer Software, Computer Hardware, Microprocessor based and other Systems, Data Processing and Analysis, Database Applications and Communications of all kinds.*
- 2. To carry on in India or elsewhere the business of transcription, coding and encrypting of data in any form using multiple media including computers and microprocessor based systems*

3. *To carry on in India or elsewhere the business of acting as consultants and advisers relating to technical operational and industrial know-how project/or design engineering, marketing and other research and feasibility studies, human resources development, industrial and labour relations, information systems and processes and all other matters in any way connected or concerned with or relating thereto, including the business of planning, designing, developing, writing, creating testing and supplying computer software and systems, programming, hardware evaluations, software and hardware documentation and data processing and analysis.*
4. *To carry on in India or elsewhere the business of acting as consultants, experts, designers, advisors and developers:*
 - a. *In brand, innovation and marketing strategy, market, consumer & digital research, product & packaging design and development, ethnography and social media studies;*
 - b. *In process automation, robotics, artificial intelligence and machine learning platforms, algorithms and solutions, digitization and instrumentation and industrial automation solutions;*
 - c. *In digital commerce including mobile and cloud, digital strategy, e-commerce, user interaction and user experience, augmented reality and virtual reality solutions, data analytics and data science and internet of things (IOT) solutions.*

Amendments to the MoA

Since incorporation, the following amendments have been made to the MoA:

Date of Shareholder's Resolution	Particulars
November 28, 2001	Clause V of the MoA was amended to reflect the increase in the authorized share capital from ₹ 1,00,000 divided into 10,000 Equity Shares of ₹ 10 each to ₹ 60,00,000 divided into 6,00,000 Equity Shares of ₹ 10 each
June 28, 2004	Clause V of the MoA was amended to reflect the increase in the authorized share capital from ₹ 60,00,000 divided into 6,00,000 Equity Shares of ₹ 10 each to ₹ 80,00,000 divided into 8,00,000 Equity Shares of ₹ 10 each
March 4, 2009	Clause V of the MoA was amended to reflect the increase in the authorized share capital from ₹ 80,00,000 divided into 8,00,000 Equity Shares of ₹ 10 each to ₹ 1,10,00,000 divided into 11,00,000 Equity Shares of ₹ 10 each
December 23, 2009	Clause V of the MoA was amended to reflect the increase in the authorized share capital from ₹ 1,10,00,000 divided into 11,00,000 Equity Shares of ₹ 10 each to ₹ 1,50,00,000 divided into 15,00,000 Equity Shares of ₹ 10 each
August 17, 2018	Clause III (C) of MoA was amended to reflect the conversion of the Company from a private limited company to public limited company and the consequent change in name from "Axiom Consulting Private Limited" to "Axiom Consulting Limited"
September 26, 2018	Clause III (A) of the MoA was amended to insert following new objects: <i>"4. To carry on in India or elsewhere the business of acting as consultants, experts, designers, advisors and developers:</i> <ol style="list-style-type: none"> a. <i>In brand, innovation and marketing strategy, market, consumer & digital research, product & packaging design and development, ethnography and social media studies;</i> b. <i>In process automation, robotics, artificial intelligence and machine learning platforms, algorithms and solutions, digitization and instrumentation and industrial automation solutions;</i> c. <i>In digital commerce including mobile and cloud, digital strategy, e-commerce, user interaction and user experience, augmented reality and</i>

Date of Shareholder's Resolution	Particulars
	<i>virtual reality solutions, data analytics and data science and internet of things (IOT) solutions.”</i>
September 26, 2018	Clause V of the MoA was amended to reflect the increase in the authorized share capital from ₹ 150,00,000 divided into 15,00,000 Equity Shares of ₹ 10 each to ₹ 4,50,00,000 divided into 45,00,000 Equity Shares of ₹ 10 each

Major Events and milestones of our Company

Year	Events
2002	Launch of operations
2002-03	Diversified into consumer packaged goods
2005	Entered into first strategic client partnership
2009	Set up offices in Cincinnati, United States of America and Brussels, Belgium
2012	Set up office in Singapore.

Awards, Achievements and Accolades

Our Company has received the following significant awards:

Year	Description
2011	P&G Excellence Award Winner. The award recognizes top global suppliers of Procter & Gamble
2014	Dun & Bradstreet & Times Group SME Business Excellence Award Winner in the professional and business services category
2017	Gold Prize Winner in Packaging Design/food by the jury of 2017 European Product Design Awards

Time and cost overrun in setting up of projects

Except as described under section titled “*Risk Factors*” beginning on page 22 of this Draft Prospectus, there have been no instances of time and cost overruns in setting up of our projects in the past. For details, please refer section titled “*Risk Factors – If there are delays or cost overruns in utilisation of Net Proceeds, our business, financial condition and results of operations may be adversely affected*” on page 25 of this Draft Prospectus.

Details of launch of key products or services, entry in new geographies or exit from existing markets

For details pertaining to launch of key products or services, entry in new geographies or exit from existing markets, please refer chapter titled “*Business Overview*” beginning on page 95 of this Draft Prospectus.

Defaults or rescheduling/restructuring of borrowings of our Company with financial institutions/banks

There have been no defaults or rescheduling/restructuring of borrowings with any of the financial institutions/banks or conversion of loans into equity in relation to our Company.

Changes in the activities of our Company during the last five (5) years

There has been no change in the activities of our Company during the last five (5) years which may have had a material effect on the statement of profit & loss of our Company, including discontinuance of a line of business, loss of agencies or markets and similar factors.

Acquisition or divestments of business/undertakings, mergers and amalgamations

Our Company has neither acquired any entity, business or undertakings nor has undertaken any mergers or amalgamation during the last ten (10) years.

Revaluation of assets

Our Company has not revalued its assets since incorporation and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

Strategic Partners

Our Company does not have any strategic partners.

Financial Partners

Apart from the arrangements with bankers and lenders which our Company undertakes in the ordinary course of business, as on the date of this Draft Prospectus, our Company does not have any financial partner.

Holding Company

Our Company does not have a holding company.

Subsidiaries

As on the date of this Draft Prospectus, our Company has two subsidiaries i.e. Axiom Product Development Pte Ltd., Singapore and Axiom Americas Inc. and one step-down subsidiary i.e. Axiom Product Development LLC, United States of America. For details, please refer chapter titled “*Our Subsidiaries*” beginning on page 238 of this Draft Prospectus.

Joint Ventures

Our Company has no joint-ventures as on the date of this Draft Prospectus.

Shareholders and other material agreements

There are no shareholders and other material agreements, other than those entered into in the ordinary course of business carried on or intended to be carried on by our Company, except as disclosed below:

Sr. No.	Date	Parties	Brief description
1.	September 19, 2018	Agreement for Termination and Discharge between the Company and Satya Simha Rao, Lakshminarayana Giridhar, Robert H. Tate, MVV Vidyasagar, A.J. Chandrasekhar, Bhavya Ram, B.M. Padmaprasad, Kaushik Ghatak, K.V. Dinesh, G.C. Anupama, S.N. Prasad, Bharath Ram and N. Harish.	The parties have entered into an Agreement for Termination and Discharge to terminate the Shareholders Agreement dated September 19, 2018.

The said Agreement for Termination and Discharge can be inspected at the Registered Office of the Company between 10 a.m. and 5 p.m. (IST) on all Working Days from the date of filing of Prospectus until the Issue Closing Date.

OUR MANAGEMENT

Board of Directors

Our Articles of Association require us to have not less than three (3) Directors and not more than fifteen (15) Directors. As on the date of this Draft Prospectus, our Board comprises of six (6) Directors, out of which two (2) are executive Directors, two (2) are non-executive Directors and two (2) are Independent Directors (including a woman Director).

The following table sets forth the details of our Board as of the date of filing of this Draft Prospectus:

Name, designation, occupation, address, nationality, date of appointment, term and DIN	Age (in years)	Other directorships
<p>Satya Simha Rao</p> <p>Designation – Promoter, Chairman & Managing Director</p> <p>Occupation – Business</p> <p>Address – #E-704 Jacaranda, Brigade Millenium, J P Nagar 07th Phase, Bangalore South, Bangalore – 560078, Karnataka</p> <p>Nationality – Indian</p> <p>Date of appointment – November 29, 2014*</p> <p>Term – Three years with effect from September 26, 2018, i.e. until September 25, 2021 and not liable to retire by rotation</p> <p>Date of Birth: April 22, 1964</p> <p>DIN – 00350297</p>	54	<p><i>Foreign Companies</i></p> <ol style="list-style-type: none"> 1. Axiom Product Development Pte Ltd., Singapore; 2. Axiom Americas Inc., United States of America; 3. Axiom Product Development LLC, United States of America
<p>Lakshminarayan Giridhar</p> <p>Designation – Promoter & Joint-managing Director</p> <p>Occupation – Business</p> <p>Address – #1627, Druvatare, 5th B Cross, 21st main road, BSK 1st stage, near ashwini homeo clinic, banashankari, Bangalore – 560050, Karnataka</p> <p>Nationality – Indian</p> <p>Date of appointment – September 26, 2018**</p> <p>Term – Three years with effect from September 26, 2018, i.e. until September 25, 2021 and not liable to retire by rotation</p> <p>Date of Birth: May 10, 1970</p> <p>DIN – 01553968</p>	48	<p><i>Foreign Companies</i></p> <ol style="list-style-type: none"> 1. Axiom Product Development Pte Ltd., Singapore; 2. Axiom Americas Inc., United States of America; 3. Axiom Product Development LLC, United States of America

Name, designation, occupation, address, nationality, date of appointment, term and DIN	Age (in years)	Other directorships
<p>Ravindra Krishnappa Designation – Non-Executive Independent Director Occupation – Business Address – C2-702, White House Apartments, 15th Cross, near Patels Inn, RT Nagar, Bangalore 560032, Karnataka Nationality – Indian Date of appointment – August 17, 2018*** Term – For a period of five consecutive years upto September 26, 2023 Date of Birth: June 30, 1965 DIN – 00120780</p>	53	<p><i>Indian Private Limited Companies</i></p> <ol style="list-style-type: none"> 1. Erasmic Consulting Private Limited 2. Suvision Holdings Private Limited 3. Ctrl-E Technologies Private Limited 4. Scienceadda Learning Innovations Private Limited 5. Fw Impact Index Private Limited 6. Green Cube Solutions Private Limited 7. Fw Sports And Media India Private Limited 8. Ornext Technology Solutions Private Limited <p><i>Limited Liability Partnership</i></p> <ol style="list-style-type: none"> 1. Vertexperts Consulting LLP 2. July Ventures LLP
<p>Satish Somayya Jeevannavar Designation – Non-Executive Director Occupation – Professional Nationality – Indian Address – No. 21 Sanjana, Shripad Nagar, 1st Cross, Rani Channamma Nagar, Dharwad, Karnataka - 58001 Date of Appointment – November 16, 2018 Term – Liable to retire by rotation Date of Birth: January 9, 1976 DIN – 07067732</p>	65	<p><i>Indian Private Limited Companies</i></p> <ol style="list-style-type: none"> 1. Golden Hour Health Solutions Private Limited
<p>Neeraj Sampath Mitran Designation – Non-Executive Director Occupation – Professional Address – No. 189, 2nd main, Jayalakshmpuram, Mysore, Karnataka 570012 Nationality – Indian Date of Appointment – September 26, 2018 Term – Liable to retire by rotation</p>	32	NIL

Name, designation, occupation, address, nationality, date of appointment, term and DIN	Age (in years)	Other directorships
Date of Birth: September 19, 1986 DIN – 08222981		
Shachi Irde Designation – Non-Executive Independent Women Director Occupation – Professional Address – Flat 3A, Anandi villa, 98/4, 6 th Main Road, Bangalore North, Malleshwaram, Bangalore, Karnataka 560003 Nationality – Indian Date of Appointment – November 16, 2018**** Term – For a period of five consecutive years upto November 15, 2023 Date of Birth: October 14, 1971 DIN – 06770941	47	<i>Indian Private Limited Companies</i> 1. Catalyst Women Research and Consultancy India Private Limited

**Satya Simha Rao was appointed as managing Director in the 13th Annual General Meeting dated November 29, 2014 w.e.f. November 29, 2014. Subsequently, he was re-designated as Chairman & Managing Director of the Company for a period of three (3) years in the EGM dated September 26, 2018 w.e.f. September 26, 2018.*

***Lakshminarayan Giridhar was appointed as whole-time Director in the 13th Annual General Meeting dated November 29, 2014 w.e.f. November 29, 2014. Subsequently, he was designated as joint-managing Director of the Company for a period of three (3) years in the EGM dated September 26, 2018 w.e.f. September 26, 2018.*

****Ravindra Krishnappa was appointed as non-executive Director in the EGM dated August 17, 2018 and was subsequently re-appointed as non-executive Independent Director in the EGM dated September 26, 2018 w.e.f. September 26, 2018.*

**** *Shachi Irde was appointed as non-executive Director in the EGM dated September 26, 2018 and was subsequently re-appointed as non-executive Independent Director in the EGM dated November 16, 2018 w.e.f. November 16, 2018.*

Relationship between our Directors

As on the date of this Draft Prospectus, none of our directors are related to each other.

Relationship between our Directors and KMPs

As on the date of this Draft Prospectus, none of our directors and KMPs are related to each other.

Brief biographies of our Directors

Satya Simha Rao

Satya Simha Rao is the Promoter, chairman & managing Director of our Company. He has been a director of our Company since incorporation. He holds a Bachelor's Degree in Production Engineering (Hons.) from Bharathidasan NIT Tiruchirappalli (NIT Trichy), a Master of Science in Mechanical Engineering from Wayne State University, Detroit, and a degree in Master of Business Administration from University of Pittsburgh.

He is managing Director of our Company since June 19, 2001. He has over thirty two (32) years of experience in sales, strategic client engagements & partnerships, research & design in the automotive and consumer industries. He plays a pivotal role in business development, sales, strategic partnerships and administration of our Company. He was re-designated as managing Director pursuant to a resolution passed in EGM held on September 26, 2018 with effect from September 26, 2018.

Lakshminarayan Giridhar

Lakshminarayan Giridhar is the Promoter and joint-managing Director of our Company. He has been a director of our Company since August 16, 2006. He holds a Bachelors in Mechanical Engineering from R V College of Engineering, Bangalore. He has been a Director of our Company since August 16, 2006 and has been working as whole time Director since November 29, 2014. He has approx. twenty seven (27) years of experience in managing strategic client engagements, emerging markets innovations and program management in the automotive and consumer industries. He is responsible for global operations, service delivery and the finance functions at our Company. He has been instrumental in implementing the program management framework at our Company, which has played a key role in gaining & sustaining customer confidence and goodwill. He was re-designated as joint-managing Director pursuant to a resolution passed in EGM held on September 26, 2018 with effect from September 26, 2018.

Ravindra Krishnappa

Ravindra Krishnappa is a non-executive Independent Director of our Company. He holds a Bachelor Degree in Mechanical Engineering from Bangalore University. He has been an active angel investor and has invested into various companies. He was appointed as non-executive Director in the EGM dated August 17, 2018 and was subsequently appointed as non-executive Independent Director in the EGM dated September 26, 2018 w.e.f. September 26, 2018.

Satish Somayya Jeevannavar

Satish Somayya Jeevannavar is a non-executive director of our Company. He is an ex-army medical corps officer. He holds a Bachelor of medicine and Bachelor of Surgery from BLDEA's Shri B M Patil Medical College, Karnataka University and Executive Programme in Business Management from Indian Institute of Management, Bangalore and has completed a course on "Mobile Health without Borders" from Stanford University. His career spans over seventeen (17) years with diverse experience across healthcare ecosystem – scaling start-ups, new business development and innovation, healthcare delivery and management, execution of large scale public health projects in the armed forces, rolling out sales force training solutions for top-tier US/EU based Pharmaceuticals and Healthcare organizations. He was responsible for corporate clinics providing innovative primary healthcare services to large corporate clients, scaling mhealth services and rolling out OPD insurance in India. He was appointed as non-executive Director in the EGM dated November 16, 2018 w.e.f. November 16, 2018.

Neeraj Sampath Mitran

Neeraj Sampath Mitran is a non-executive Director of our Company. He is a qualified Chartered Accountant and a fellow member of the Institute of Chartered Accountants of India. He also holds a Bachelor's degree in Engineering from Sri Jayachamarajendra College of Engineering, Mysore. He is a Partner at M/s Holla Mitran & Co, Chartered Accountants. He has extensive experience in managing statutory, internal and process audits as well as providing tax advisory and consulting services to domestic and international clients. He was appointed as a non-executive Director of the Company on September 26, 2018 with effect from September 26, 2018

Shachi Irde

Shachi Irde is a non-executive Independent Director of our Company. She holds a Master's degree in Business Administration from Bharti Vidyapeeth, Pune University. She has over twenty (20) years of experience in handling the business and human resource functions. She is a chief consulting partner at Interweave Consulting

Private Limited and advisor to Catalyst Inc., a leading not-for-profit organization with a mission to expand opportunities for women and business. She was featured in the 2016 edition of Vodafone's "Women of Wonder" for building communities and recognised as "Iconic Woman in leadership" by All Women Economic Forum. She was also honoured with "Global Diversity and Inclusion Leadership Award" by World HRD Congress in 2017. She was appointed as a non-executive Director of the Company on September 26, 2018 and was regularised in the EGM held on September 26, 2018. Subsequently, she was appointed as non-executive Independent director in the EGM held on November 16, 2018 w.e.f. November 16, 2018.

Confirmations

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges having nationwide terminals, during the last five (5) years prior to the date of this Draft Prospectus, during the term of his/her directorship in such company.

None of our Directors is or was, a director of any listed company, which has been or was delisted from any stock exchanges, during the term of his/her directorship in such company.

None of our sundry debtors are related to our Directors in any manner. For details, please refer section titled "Financial Statements" on page 146 of this Draft Prospectus.

None of our Directors have been or was identified as a wilful defaulter as defined under SEBI ICDR Regulations.

No proceedings or investigations have been initiated by SEBI against any company, the board of directors which comprise of any of the Directors of our Company.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

Details of any arrangement or understanding with major shareholders, customers, suppliers or others

As on the date of this Draft Prospectus, our Company has no arrangement or understanding with any major shareholders, customers or suppliers and none of our Directors or members of senior management were appointed pursuant to any arrangement or understanding with any major shareholders, customers, suppliers or others.

Borrowing Powers of the Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by the members at the EGM of the Company held on September 26, 2018, pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act and rules made there under, our Board has been authorized to borrow any sum of money from time to time notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital and free reserves of our Company, provided that the total outstanding amount so borrowed shall not exceed the limit of ₹ 5,000 Lakhs.

Payment or benefit to Directors of our Company

1. Terms of Appointment of Executive Directors

Satya Simha Rao

Satya Simha Rao is a Director of our Company since incorporation. He was appointed as a managing Director of our Company for a period of five (5) years pursuant to a resolution passed by our Board on

November 29, 2014. He was re-designated as Chairman & Managing Director pursuant to a resolution passed in EGM held on September 26, 2018 with effect from September 26, 2018 for a period of three (3) years and is not subject to retirement by rotation. The following are the terms of remuneration:

Sr. No	Terms of remuneration	Amount in ₹ (September 26, 2018 to September 25, 2021)		
		2018 to 2019	2019 to 2020	2020 to 2021
	Period from/to	2018 to 2019	2019 to 2020	2020 to 2021
1.	Basic Salary (Fixed)	19,01,700*	41,83,740	46,02,114
2.	Variable allowance	5,00,000*	11,00,000	12,10,000
	Total	24,01,700	52,83,740	58,12,114

*w.e.f. September 1, 2018

The value of the perquisites would be evaluated as per the Income Tax Rules, 1962, wherever applicable, and at cost in the absence of any such rules.

In the event in any financial year during the tenure of Satya Simha Rao, our Company does not earn any profits or earns inadequate profit, our Company may pay to Satya Simha Rao, remuneration as per the provisions of Schedule V of the Companies Act.

Lakhminarayan Giridhar

Lakshminarayan Giridhar is a Director of our Company since 2006. He was appointed as a whole-time Director of our Company with effect from April 30, 2010. He was designated as joint-managing Director pursuant to a resolution passed in the EGM held on September 26, 2018 with effect from September 26, 2018 for a period of three (3) years and is not subject to retirement by rotation. The following are the terms of remuneration:

Sr. No	Terms of remuneration	Amount in ₹ (September 26, 2018 to September 25, 2021)		
		2018 to 2019	2019 to 2020	2020 to 2021
	Period from/to	2018 to 2019	2019 to 2020	2020 to 2021
1.	Basic Salary (Fixed)	19,01,700*	41,83,740	46,02,114
2.	Variable allowance	5,00,000*	11,00,000	12,10,000
	Total	24,01,700	52,83,740	58,12,114

*w.e.f. September 1, 2018

2. Remuneration to Non-Executive Directors

The details of remuneration paid to our Non-Executive Directors during Financial Year 2017-18 are as follows:

Name of non-executive Directors	Sitting fees (₹)	Commission	Other remuneration, if any
			(₹ in Lakhs)
Ravindra Krishnappa	Nil	NIL	NIL
Neeraj Sampath Mitran	Nil	NIL	NIL
Shachi Irde	Nil	NIL	NIL
Satish Somayya Jeevanavar	Nil	NIL	NIL

*The Board has approved payment of sitting fees at its meeting held on October 23, 2018.

3. Sitting fees paid to our Directors

Our non-executive Directors are paid sitting fees for attending each meeting of the Board and committees thereof are as under:

Nature of meeting	Sitting fees
Board meeting	₹ 10,000*

Nature of meeting	Sitting fees
Committee meeting	N/A

Shareholding of Directors in our Company

As per our AOA, our Directors are not required to hold any qualification shares.

The shareholding of our Directors in our Company as on the date of this Draft Prospectus is set forth below:

Name of director	Number of equity shares	Percentage shareholding (%)
Satya Simha Rao	7,16,125	31.30
Lakshminarayan Giridhar	6,03,500	26.38
Total	13,19,625	57.68

Appointment of relatives of our Directors to any office or place of profit

None of the relatives of our Directors currently hold any office, or place of profit in our Company.

Interest of directors

All Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles. Our executive Directors are interested to the extent of remuneration, discretionary performance, variable pay and annual retention bonus payable to them for services rendered as an officer or employee of our Company. Our Independent Directors are also interested to the extent of profit related commission payable to them. The Directors may also be deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer chapter titled “*Our Management - Shareholding of Directors in our Company*” beginning on page 125 of this Draft Prospectus.

All of the Directors may also be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company in which they hold directorships. Except as otherwise stated in section titled “*Financial Statements*” on page 146 of this Draft Prospectus, our Company has not entered into any contract, agreements or arrangements during two (2) years preceding the date of this Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements, arrangements which are proposed to be made with them. Other than our promoter directors, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Interest in property of our Company

Our Directors have no interest in any property acquired by our Company in a period of two (2) years prior to the date of this Draft Prospectus, or proposed to be acquired by our Company.

Business Interest

Except as stated in section titled “*Financial Statements*” on page 146 of this Draft Prospectus, and to the extent of shareholding in our Company, and any dividends payable to them and other distributions in respect of the Equity Shares, our Directors do not have any other interest in our business.

Payment of benefits (non-salary related)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Prospectus or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered and/or sitting fees as Directors.

Loans to directors

No loans have been availed by the Directors from our Company.

None of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

Bonus or profit sharing plan for the Directors

None of the Directors are party to any bonus or profit sharing plan of our Company.

Service contracts with Directors

As on the date of this Draft Prospectus, our Company has not entered into any service contracts with Directors.

Our Directors are not interested in the appointment of or acting as Registrar and Bankers to the Issue or any such intermediaries registered with SEBI. There is no contingent or deferred compensation accrued for the year, which is payable to our Directors.

Changes in the board of directors in the last three (3) years

There has been no change in the Board of Directors, except as stated below during the last three (3) years:

Name of the Director	Designation	Date of appointment	Date of cessation/ change in designation	Reason
Srinivas Mantripragada	Director	January 5, 2015	June 21, 2016	For personal reasons
Ravindra Krishnappa	Non-executive Director	August 17, 2018	-	Appointment as Non-Executive Director
Prabuddha Das Gupta	Non-executive Director	August 17, 2018	-	Appointment as Non-Executive Director
Satya Simha Rao	Chairman & Managing Director	September 26, 2018	-	Re-appointed as Chairman & managing Director
Lakshminarayan Giridhar	Joint-managing Director	September 26, 2018	-	Re-appointed joint-managing Director
Ravindra Krishnappa	Non-executive Independent Director	September 26, 2018	-	Designated as Non-executive Independent Director
Prabuddha Das Gupta	Non-executive Independent Director	September 26, 2018	-	Designated as Non-executive Independent Director
Neeraj Sampath Mitran	Non-executive Director	September 26, 2018	-	Appointed as Non-executive Director
Shachi Irde	Non-executive Director	September 26, 2018	-	Appointed as Non-executive Director
Shachi Irde	Non-executive director	September 26, 2018	November 16, 2018	Change in designation from non-executive director to non-executive Independent Director
Prabhudda Das Gupta	Non-executive Independent Director	August 17, 2018	October 10, 2018	Death of director
Satish Somayya Jeevannavar	Non-executive director	November 16, 2018		Appointed as Non-executive Director

Corporate Governance

In addition to the applicable provisions of the Companies Act with respect to corporate governance, provisions of SEBI Listing Regulations to the extent applicable to the entity whose shares are listed on BSE SME will

also be applicable to us immediately upon the listing of our Equity Shares with the BSE SME. We are in compliance with the requirements of the applicable regulations, including SEBI Listing Regulations, SEBI regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI Listing Regulations. The Board functions either as a full board or through various committees constituted to oversee specific functions. Our executive management provides our Board, detailed reports on its performance periodically.

As on the date of this Draft Prospectus, our Board has six (6) Directors. In compliance with the requirements of the Companies Act and SEBI Listing Regulations, to the extent applicable we have two (2) executive Directors, two (2) non-executive Directors and two (2) Independent Directors on our Board. Our Chairman & Managing Director is an executive Director and further, in compliance with SEBI Listing Regulations and Companies Act, we have one (1) woman director on our Board, who is a non-executive Director.

Committees of the Board of directors

Our Board of Directors presently has four (4) committees which have been constituted in accordance with the relevant provisions of the Companies Act and SEBI Listing Regulations: (i) Audit Committee, (ii) Nomination and Remuneration Committee (iii) Corporate Social Responsibility Committee and (iv) IPO Committee.

(i) Audit Committee

Our Company has constituted an Audit Committee as per Section 177 of the Companies Act vide resolution passed in the meeting of our Board dated October 23, 2018 and subsequently the audit committee was reconstituted on December 11, 2018. The current constitution of the Audit Committee is as follows:

Name of Director	Position in the Committee	Designation
Neeraj Sampath Mitran	Chairman	Non – executive Director
Sachi Irde	Members	Non-Executive Independent Director
Ravindra Krishnappa	Members	Non-Executive Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee

The Audit Committee shall have 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; and
- d. To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The scope and function of the Audit Committee is in accordance with section 177 of the Companies Act. The recommendations of the Audit Committee on any matter relating to financial management, including the audit

report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

- Recommending to the Board, the appointment, re-appointment including the filling of a casual vacancy and, if required, the replacement or removal of the auditor/s, remuneration and terms of appointment of auditors;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the company's financial statements and the auditor's report;
- approval including omnibus approval or any subsequent modification for related party transactions proposed to be entered into by the Company;
- scrutiny of inter -corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters;
- reviewing, with the management, the financial statements before submission to the Board for approval;
- reviewing, with the management, performance of Auditors and internal auditors;
- carrying out such other functions as delegated by the Board of Directors.

(ii) Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration committee as per section 178 of the Companies Act vide resolution passed in the meeting of Board dated October 23, 2018 and subsequently the nomination and remuneration committee was reconstituted on December 11, 2018. The current constitution of the Nomination and Remuneration committee is as follows:

Name of Director	Position in the Committee	Designation
Sachi Irde	Chairman	Non-Executive Independent Director
Ravindra Krishnappa	Member	Non-Executive Independent Director
Satish Somayya Jeevannavar	Member	Non – executive Director

The scope and functions of the Nomination and Remuneration Committee are in conformity with the requirements of section 178 of the Companies Act.

Role of Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee, inter alia includes the following:

- Identify persons who are qualified to become directors and who may be appointed in senior management of the Company;
- formulate criteria for determining qualification, positive attributes and independence of a director;
- recommend to the Board appointment and removal of a director and senior management;

- evaluate the Board’s performance and carry out evaluation of directors, key managerial persons and senior management;
- evaluate the Board’s performance and carry out evaluation of every director’s performance;
- make recommendations to the Board relating to the remuneration for directors, key managerial personnel and other employees;
- ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, key managerial personnel and senior management to run the Company successfully;
- ensure that remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.;
- delegate any of its powers to one or more of its members or the secretary of the Committee;
- consider such other key issues or matters as may be referred by the Board or as may be necessary in view of the provisions of the Act and Rules made thereunder.

(iii) Corporate Social Responsibility Committee

The Corporate Social Responsibility committee was constituted by a resolution of our Board dated December 11, 2018. The current constitution of the Corporate Social Responsibility committee is as follows:

Name of Director	Position in the Committee	Designation
Satya Simha Rao	Chairman	Managing Director
Lakshminarayana Giridhar	Member	Joint-managing Director
Ravindra Krishnappa	Member	Non-Executive Independent Director

The scope and functions of the Corporate Social Responsibility committee are in conformity with the requirements of section 135 of the Companies Act. The terms of reference of the Corporate Social Responsibility Committee, inter alia includes the following:

- To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as per the Companies Act;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- To monitor the CSR Policy of the Company from time to time;
- Adhere to section 135 of the Companies Act & Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification & amendments or re-enactments thereto for time being in force);
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

(iv) Stakeholders Relationship Committee

Our Company has Stakeholders Relationship Committee as per the Section 178 of the Companies Act vide resolution passed in the meeting of Board dated October 23, 2018 and subsequently the stakeholders relationship committee was reconstituted on December 11, 2018. The current constitution of the Stakeholders Relationship Committee is as follows:

Name of Director	Position in the Committee	Designation
Satish Somayya Jeevannavar	Chairman	Non – executive Director
Sachi Irde	Member	Non-executive Independent Director
Ravindra Krishnappa	Member	Non-executive Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and functions of the Stakeholders Relationship Committee are in conformity with the requirements of section 178 of the Companies Act.

Role of Stakeholders Relationship Committee

The terms of reference of the Stakeholders Relationship Committee, inter alia includes the following:

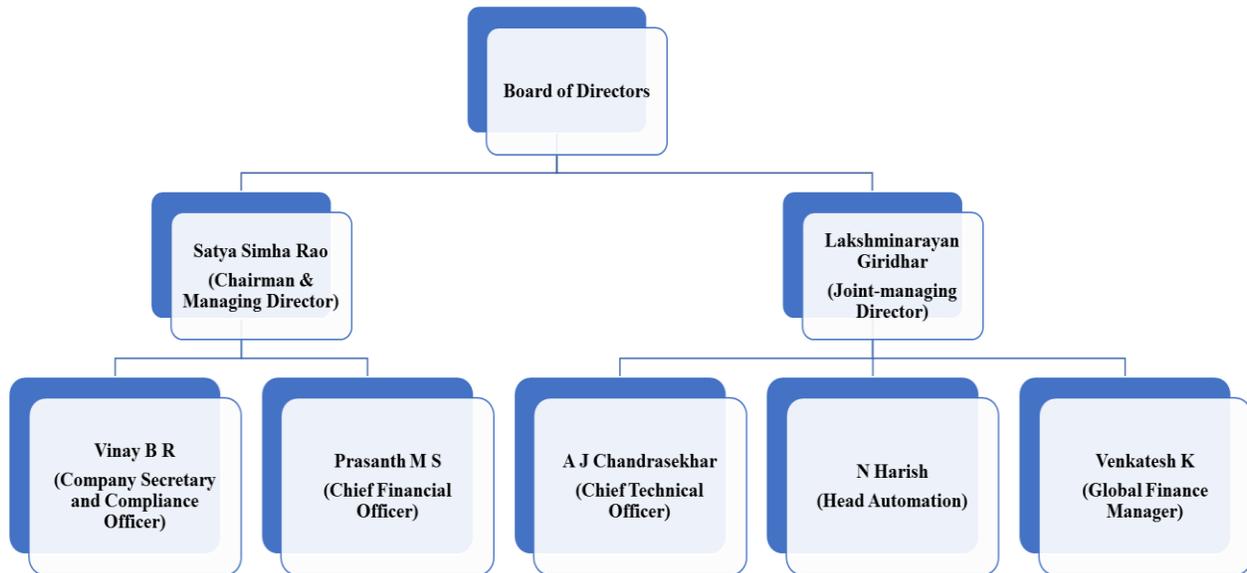
- The Stakeholders Relationship Committee shall consider and resolve the grievances of security holders of the company.
- Efficient transfer of shares including review of cases for refusal of transfer/transmission of shares and debentures;
- Matters related to share transfer, issue of duplicate share certificate, dematerizations. Also delegate powers to the executive of our Company to process transfer etc.
- Redressal of security holder's/investor's complaints efficient transfer of shares; including review of cases for refusal of transfer/transmission of shares and debentures;
- Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
- Allotment and listing of shares;
- Reference to statutory and regulatory authorities regarding investor grievances;
- To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;

(v) IPO Committee

The IPO Committee was constituted by a resolution of our Board dated October 23, 2018 and subsequently the IPO committee was reconstituted on December 11, 2018. The current constitution of the IPO committee is as follows:

Name of Director	Position in the Committee	Designation
Satya Simha Rao	Chairman	Managing Director
Lakshminarayan Giridhar	Member	Joint Managing Director
Neeraj Sampath Mitran	Member	Non – executive Director
Ravindra Krishnappa	Member	Non-executive Independent Director

Management Organization Structure



Key Managerial Personnel

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Following are the Key Managerial Personnel of our Company:

Satya Simha Rao, aged about 54 years, is the Promoter, Chairman & Managing Director of our Company. For further details, in relation to Satya Simha Rao, please refer chapter titled “*Our Management*” beginning on page 125 of this Draft Prospectus.

Lakshminarayan Giridhar, aged about 48 years, is the Promoter and joint-managing Director of our Company. For further details, in relation to Lakshminarayan Giridhar, please refer chapter titled “*Our Management*” beginning on page 125 of this Draft Prospectus.

Prasanth M S, aged 36 years, is the Chief Financial Officer of our Company. He joined our Company on September 18, 2018. He was appointed as a KMP by the Board of our Company on September 18, 2018, with effect from September 18, 2018. He holds an ACMA, CGMA Certification degree from CIMA, UK London. He has over Ten (10) years of experience in the fields of finance & accounting, administration, planning & dispatch and marketing.

Vinay B R, aged 27 years, is the Company Secretary and Compliance Officer of our Company. He joined our Company on September 18, 2018. He was appointed as a KMP by the Board of our Company on September 18, 2018, with effect from September 18, 2018. He is a member of the Institute of Company Secretaries of India and holds a Bachelor Degree in Commerce from Kuvempu University, Shimoga and Master of Commerce from Karnataka State Open University, Mysore. He has one (1) year of experience in corporate laws compliance and is currently responsible for handling legal and secretarial matters in our Company.

All the KMPs of our Company are permanent employees of the Company.

Nature of any family relation between any of the key managerial personnel

As on the date of this Draft Prospectus, none of our Directors or Key Managerial Personnel’s and Promoters are related to each other.

Arrangement or understanding with major shareholders, customers, suppliers or others

As on the date of this Draft Prospectus, our Company has no arrangement or understanding with any major shareholders, customers or suppliers or others, pursuant to which any of the Directors or Key managerial personnel were selected as a Director or member of the senior management.

Compensation paid to Key Managerial Personnel during last financial year i.e. 2017-2018

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				
		Managing Director	Joint Managing Director	Company Secretary [#]	Chief Financial Officer [#]	Total Amount
1.	Gross Salary					
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	15,84,750	15,84,750	Nil	Nil	31,69,500

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				
		Managing Director	Joint Managing Director	Company Secretary [#]	Chief Financial Officer [#]	Total Amount
	b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2.	Stock Options	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil	Nil	Nil
	• As % of Profit	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil
5.	Retainership fees	Nil	Nil	Nil	Nil	Nil
	Total	15,84,750	15,84,750	Nil	Nil	31,69,500

#Vinay B R and Prasanth M S were appointed as Company Secretary and Compliance Officer and Chief Financial Officer respectively w.e.f. September 18, 2018.

Bonus or profit sharing plan for Key Managerial Personnel

None of the Key Management Personnel is party to any bonus or profit sharing plan of our Company other than the performance linked incentives given to each Key Management Personnel.

Shareholding of the Key Managerial Personnel

Except as disclosed below, none of the Key Managerial Personnel holds Equity Shares of our Company as on the date of this Draft Prospectus.

Sr. No.	Name of the Director	No of Equity Shares	% of Pre offer Equity Share Capital	% of Post offer Equity Shares
1	Satya Simha Rao	7,16,125	31.30	[●]
2	Lakshminarayan Giridhar	6,03,500	26.38	[●]

Changes in Key Managerial Personnel

Except as mentioned below, there has been no change in Key Managerial Personnel during the last three (3) years:

Name of KMP	Designation	Date of change	Reason
Satya Simha Rao	Managing Director	September 26, 2018	Re-appointment
Lakshminarayan Giridhar	Whole-time Director	September 26, 2018	Re-appointment
Vinay B R	Company Secretary and Compliance Officer	September 18, 2018	Appointment as Company Secretary and Compliance Officer
Prasanth M S	Chief Financial Officer	September 18, 2018	Appointment as Chief Financial Officer

Interest of Key Managerial Personnel

Except as disclosed in this Draft Prospectus, the Key Managerial Personnel's of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Loans taken by Directors or Key Managerial Personnel

None of our Directors or Key Managerial Personnel have taken any loans from our Company.

Employees' Stock Option Plan

As on date of this Draft Prospectus, our Company does not have any employee stock option scheme.

Payment or benefits to officers of our Company

Except as disclosed in this Draft Prospectus, other than statutory payments and remuneration, in the last two (2) years our Company has not paid any non-salary amount or benefit to any of its officers.

Service Contracts with KMPs

As on the date of this Draft Prospectus, our Company has not entered into any service contracts with the KMPs.

OUR PROMOTER AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are Satya Simha Rao and Lakshminarayan Giridhar. As on the date of this Draft Prospectus, our Promoters holds 13,19,625 Equity Shares, representing 57.68 % of our pre-issued, subscribed and paid-up equity share capital of our Company.

Details about our individual Promoters

	<p>Satya Simha Rao</p> <p>Satya Simha Rao, aged 54 years is the Chairman & Managing Director of our Company.</p> <p>Date of Birth: April 22, 1964</p> <p>Permanent Account Number: AAPPR3643F</p> <p>Aadhar Card Number: 6889 0092 0230</p> <p>Driving License: – KA05 20020014262</p> <p>Address: S/o: Subbarao Anantha Ramaiah, #E-704 Jacaranda Brigade, Millenium, J P Nagar, 7th Phase, Bangalore South, Bengaluru – 560078, Karnataka.</p> <p>For further details of his educational qualifications, experience, positions / posts held in the past, directorships held and special achievements, please refer chapter titled “<i>Our Management</i>” beginning on page 125 of this Draft Prospectus.</p>
	<p>Lakshminarayan Giridhar</p> <p>Lakshminarayan Giridhar, aged 48 years is the Joint-managing director of our Company.</p> <p>Date of Birth: May 10, 1970</p> <p>Permanent Account Number: ABGPG5796E</p> <p>Aadhar Card Number: 7475 7907 1800</p> <p>Driving License – KA05-19930000328</p> <p>Address: S/o: H.V Lakshminarayana, #1627, Druvatara, 5th B Cross, 21st Main Road, Near Ashwini Homoeo Clinic, BSK 1st Stage, Banashank, Bengaluru – 560050, Karnataka</p> <p>For a complete details of his educational qualifications, experience, positions / posts held in the past, other directorships and special achievements, please refer chapter titled “<i>Our Management</i>” beginning on page 125 of this Draft Prospectus.</p>

Our Company confirms that the Permanent Account Number(s), Bank Account Number(s) and Passport Number(s) of our Promoters shall be submitted to BSE SME at the time of filing this Draft Prospectus.

Other ventures of our Promoters

Except as disclosed herein below and in the chapter “*Our Management*” beginning on page 125 of this Draft Prospectus, our Promoters are not involved with any other venture:

Name of the Promoter	Name of the venture	Nature of Interest
Satya Simha Rao	Axiom Product Development Pte Ltd., Singapore	Director
	Axiom Americas Inc., United States of America	Director
	Axiom Product Development LLC, United States of America	Director
Lakshminarayan Giridhar	Axiom Product Development Pte Ltd., Singapore	Director
	Axiom Americas Inc., United States of America	Director
	Axiom Product Development LLC, United States of America	Director

Interest of Promoters in our Company

Interest in promotion of our Company

Our Company is promoted by Satya Simha Rao and Lakshminarayan Giridhar who hold 7,16,125 Equity Shares and 6,03,500 Equity Shares of our Company, respectively, as of the date of this Draft Prospectus.

Some of our Promoters are interested in our Company to the extent of the promotion of our Company and to the extent of their shareholdings and directorships in our Company and the shareholding of their relatives in our Company and the dividend declared and due, if any, and employment related benefits paid by our Company. For further details, please refer chapters titled “*Capital Structure*” and “*Our Management*” beginning on pages 51 and 125, respectively of this Draft Prospectus. Our Promoters may also be interested to the extent of providing personal guarantees for some of the loans taken by our Company. For further details, please refer chapters titled “*Capital Structure - Shareholding of our Promoters and Promoter Group*” beginning on page 51 and “*Financial Statements*” on page 146, respectively of this Draft Prospectus.

Some of our Promoters are also interested in our Company to the extent of being executive Directors of our Company and the remuneration and reimbursement of expenses payable to them in such capacities. For further details in this regard, please refer chapter titled “*Our Management*” on page 125 of this Draft Prospectus.

Interest in the properties of our Company

Our Promoters and members of Promoter Group do not have any interest in any property acquired by or proposed to be acquired by our Company during a period of three years prior to filing of the Draft Prospectus.

Interest as members of our Company

Our Promoters are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled “*Capital Structure*” beginning on page 51 of this Draft Prospectus.

No sum has been paid or agreed to be paid to our Promoters and our Promoters are not interested as members of any firm or any company and hence no sum has been paid or agreed to be paid to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Other Interest

Our Promoters are not interested in any transaction for acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Further, our Promoters i.e. Satya Simha Rao and Lakshminarayan Giridhar are also directors on the board and members of certain Promoter Group companies and may be deemed to be interested to the extent of the payments made by our Company, if any, to these Promoter Group Companies.

Payment of benefits to our Promoters and Promoter Group during the last two years

Except in the ordinary course of business and as stated in section "*Financial Statements*" beginning on page 146 of this Draft Prospectus, there has been no payments or benefits to our Promoters during the last two (2) years preceding the date of filing of this Draft Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Prospectus. For the avoidance of doubt, it is clarified that payments have been made to Satya Simha Rao and Lakshminarayan Giridhar pursuant to their appointment / re-appointment as managing director and joint-managing director/whole-time director of our Company during the two (2) years preceding the date of filing of this Draft Prospectus.

Change in the Management and control of Our Company

Our Promoters are the original promoters of our Company and there has been no change in the management or control of our Company.

Experience of our Promoters in the business of Our Company

Our Promoters i.e. Satya Simha Rao and Lakshminarayan Giridhar have experience in this sector of business for seventeen (17) years respectively. For further details in this regard, please refer chapter titled "*Our Management*" beginning on page 125 of this Draft Prospectus.

Litigation involving our Promoters

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 228 of this Draft Prospectus.

Other Confirmations

As on the date of this Draft Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the last five (5) years preceding the date of this Draft Prospectus, except as disclosed under chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 228 of this Draft Prospectus.

Our Promoters and members of our Promoter Group have neither been declared as a wilful defaulters nor as a fugitive economic offender as defined under the SEBI ICDR Regulations, and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoters.

Guarantees

Except as stated in the chapter titled "*Financial Indebtedness*" and section titled "*Financial Statements*" beginning on page 224 and 146 of this Draft Prospectus, respectively, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Prospectus.

Details of Companies / Firms from which our Promoters have disassociated

None of our Promoters have disassociated themselves from any firms or companies in the last three (3) years preceding this Draft Prospectus.

Related party transactions

Except as stated in the section titled “*Financial Statements*” beginning on page 146 of this Draft Prospectus, our Company has not entered into any related party transactions with our Promoters, during the last five (5) Fiscals. Our Promoters are also directors on the boards, or are members of certain Promoter Group companies and may be deemed to be interested to the extent of the payments made by our Company, if any, to these Promoter Group Companies.

Further, none of our sundry debtors are related to our Promoters in any manner other than as stated in section titled “*Financial Statements*” beginning on page 146 of this Draft Prospectus.

OUR PROMOTER GROUP

In addition to our Promoters, the following individuals, companies form part of our Promoter Group in terms of SEBI ICDR Regulation 2(1) (pp) of the SEBI ICDR Regulations:

a) *Individuals forming part of the Promoter Group:*

Sr. No.	Name of the individuals
1.	Bhavya Kgp Ram
2.	Subhadra Rao
3.	Aditya Simha Rao
4.	Atulya Simha Rao
5.	Shridevi S. Rao
6.	Shailaja Rao
7.	Bharath Ram
8.	Anupama Giridhar
9.	Rathna Narayana
10.	Greeshma Giridhar
11.	Shahshidhar L
12.	B K Sampath
13.	M. R. Srinivasa Yogan
14.	Anuradha Yogan

(b) *Companies forming part of the Promoter Group:*

Sr. No.	Name of the entity/company
1.	Axiom Product Development Pte Ltd., Singapore
2.	Axiom Americas Inc, United States of America
3.	Axiom Product Development LLC, United States of America

Shareholding of the Promoter Group in our Company

For details of the shareholding of our Promoters and Promoter Group as on the date of this Draft Prospectus, please refer chapter titled “*Capital Structure*” beginning on page 51 of this Draft Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to the future expansion plans and capital requirements, profit earned during the financial year, capital requirements, and surpluses, contractual restrictions, liquidity and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, please refer chapter titled "*Financial Indebtedness*" beginning on page 224 of this Draft Prospectus. Our Company may also pay interim dividends from time to time. All dividend payments are made in cash to the Shareholders of our Company. Our Company has not adopted any Dividend Distribution Policy as on the date of this Draft Prospectus since the requirements under Regulation 43A of SEBI Listing Regulations are not applicable to the Company. However, depending upon the availability of distributable profits and fund flow, dividends maybe recommended by the Board of Directors.

Our Company has not declared and/or paid any dividend on the Equity Shares since incorporation.

SECTION VI – FINANCIAL STATEMENTS

RESTATED FINANCIAL STATEMENT

INDEPENDENT AUDITOR’S REPORT

To,
**The Board of Directors,
Axiom Consulting Limited**
(Formerly known as Axiom Consulting Private Limited)
307, 3rd Floor, Shree Chambers,
100 Feet Ring Road, BSK 3rd Stage,
Bengaluru, Bangalore, Karnataka 560085. India

Dear Sir,

1. We have examined the attached Restated Standalone Financial Information of **AXIOM CONSULTING LIMITED** (Formerly Axiom Consulting Private Limited, hereinafter referred to as “the Company”) as approved by the Board of Directors of the Company in their meeting in December 11, 2018, prepared by the management of the company in terms of requirement of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rule 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the ‘SEBI Regulations’), the Guidance Note on ‘Reports in Company’s Prospectus (Revised)’ issued by the Institute of Chartered Accountants of India (‘ICAI’) to the extent applicable (‘Guidance Note’), and in terms of our engagement agreed upon with you in accordance with our engagement letter dated October 23, 2018, in connection with the proposed Initial Public Offer (IPO) of the Company.
2. These Restated Standalone Financial Information (included in Annexure I to XI) have been extracted by the Management of the Company from:
 - (a) The Company’s Standalone Financial Statements for the period ended June 30, 2018 and year ended March 31, 2018, 2017, 2016, which have been approved by the Board of Directors at their meeting held on **September 18, 2018, 18 September 2018, 9 October 2017, 11 July 2016** respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Standalone Financial Information, are the responsibility of the Company’s Management. The Standalone Financial Statement of the Company for the period ended June 30, 2018 which has been limited reviewed and for the financial year ended March 31, 2018, 2017, 2016 has been audited by Guru & Jana Chartered Accountants as sole statutory auditors and had issued unqualified reports for these years.
3. In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:
 - I. The Restated Standalone Statement of Assets and Liabilities as at June 30, 2018, March 31, 2018, 2017, 2016, examined by us, as set out in Annexure – I (along with Annexures I.1 to I.16) to this report, read with the ‘Significant Accounting Policies and Notes to the Restated Standalone Financial Statements’ appearing in Annexure- IV are after making such adjustments and

regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure – V to Annexure – V.1. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial

- II. The Restated Standalone Statement of Profit and Loss of the Company for period ended June 30, 2018 and year ended March 31, 2018, 2017, 2016, examined by us, as set out in Annexure – II (along with Annexures II.1 to II.6) to this report, read with the ‘Significant Accounting Policies and Notes to the Restated Standalone Financial Statements’ appearing in Annexure- IV are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure – V to Annexure – V.1. As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.
 - III. The Restated Standalone Statement of Cash flows of the Company for the period ended June 30, 2018 and year ended March 31, 2018, 2017, 2016, examined by us, as set out in Annexure – III (to this report, read with the ‘Significant Accounting Policies and Notes to the Restated Standalone Financial Statements’ appearing in Annexure- IV are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure – V to Annexure – V.1. As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.
4. Based on the above, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Standalone Financial Information:
 - (a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at June 30, 2018.
 - (b) have been made after incorporating adjustments for prior period and other material amounts, if any, in the respective financial years to which they relate to; and;
 - (c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Standalone Financial Information and do not contain any qualification requiring adjustments.
 5. We have also examined the following other Restated Standalone Financial Information as set out in the Annexures to this report and forming part of the Restated Standalone Financial Information, prepared by the management of the Company and approved by the Board of Directors in December 11, 2018 relating to the company for the period ended June 30, 2018 and year ended March 31, 2018, 2017, 2016:
 - i. Restated Standalone Statement of Assets and Liabilities included in Annexure –I
 - ii. Restated Standalone Statement of Share Capital included in Note – I.1;
 - iii. Restated Standalone Statement of Reserve & Surplus included in Note – I.2;
 - iv. Restated Standalone Statement of Long Term Borrowings included in Note I.3;

- v. Restated Standalone Statement of Deferred Tax liability/Assets (net) included in Note I.4;
 - vi. Restated Standalone Statement of Long Term Provisions included in Note –I.5;
 - vii. Restated Standalone Statement of Short Term Borrowings included in Note I.6;
 - viii. Restated Standalone Statement of Trade Payable included in Note I.7;
 - ix. Restated Standalone Statement of Other Current Liabilities included in Note I.8;
 - x. Restated Standalone Statement of Short Term Provisions included in Note I.9;
 - xi. Restated Standalone Statement of Fixed Assets included in Note I.10;
 - xii. Restated Standalone Statement of Long Term Loans and Advances included in Note I.11;
 - xiii. Restated Standalone Statement of Other Non-Current Assets included in Note I.12;
 - xiv. Restated Standalone Statement of Trade Receivables included in Note I.13;
 - xv. Restated Standalone Statement of Cash and Cash Equivalents included in Note I.14;
 - xvi. Restated Standalone Statement of Short Term Loans and Advances included in Note I.15;
 - xvii. Restated Standalone Statement of Other Current Assets included in Note I.16;
 - xxviii. Restated Standalone Statement of Profit and Loss included in Annexure –II;
 - xix. Restated Standalone Statement of Revenue from operations included in Note II.1;
 - xx. Note Restated Standalone Statement of Other Income included in Note II.2;
 - xxi. Restated Standalone Statement of Employee Cost included in Annexure II.3;
 - xxii. Restated Standalone Statement of Finance Cost included in Note II.4;
 - xxiii. Restated Standalone Statement of Depreciation & Amortization Cost included in Note II.5;
 - xxiv. Restated Standalone Statement of Other expenses included in Note II.6;
 - xxv. Restated Standalone Statement of Cash flows included in Annexure –III;
 - xxvi. Significant Accounting Policies and Notes to the Restated Standalone Financial Statements for the period ended June 30, 2018 and year ended March 31, 2018, 2017, 2016, included in Annexure- IV;
 - xxvii. Material Adjustment to the Restated Standalone Financial Statement included in Annexure – V;
 - xxviii. Notes to Restated Standalone Financial Information as included in Annexure V.I;
 - xxix. Restated Standalone Statement of Contingent Liabilities, included in Annexure VI;
 - xxx. Restated Standalone Statement of Related Party Transaction, included in Annexure VII;
 - xxxi. Restated Standalone Statement of Accounting Ratios, included in Annexure VIII;
 - xxxii. Restated Standalone Statement of Capitalization, included in Annexure IX;
 - xxxiii. Restated Standalone Statement of Tax Shelters, included in Annexure X;
 - xxxiv. Restated Standalone Statement of Financial Indebtness, included in Annexure XI;
6. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the Standalone Financial Information referred to herein.
 7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
 8. In our opinion, the above Restated Standalone Financial Information contained in Annexure I to XI to this report read along with the ‘Significant Accounting Policies and Notes to the Restated Standalone Financial Statements’ appearing in Annexure- IV after making adjustments and regrouping/reclassification as considered appropriate and have been prepared in accordance with the

provisions of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.

9. Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed issue of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

For M/s L J Kothari & Co.
Chartered Accountants,
FRN: 105313W

CA Lalit Kothari
Partner
M. No. 030917
Place: Mumbai
Date: December 11, 2018

**ANNEXURE- I:
RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES**

(₹ in Lakhs)

Sr No.	Particulars	As at June 30, 2018	As at 31st March		
			2018	2017	2016
A.	EQUITY AND LIABILITIES				
1.	Shareholders' funds	-	-	-	-
	Share Capital	134.58	134.58	134.58	134.58
	Reserves and Surplus	249.42	213.62	291.34	355.19
2.	Non-current liabilities	-	-	-	-
	Long-term borrowings	77.51	93.87	60.83	115.86
	Deferred tax liabilities (Net)	-	-	15.23	22.92
	Long-term provisions	79.42	77.39	72.86	87.18
3.	Current liabilities	-	-	-	-
	Short-term borrowings	166.48	165.90	89.96	45.29
	Trade payables	102.62	122.06	100.30	70.05
	Other current liabilities	148.26	143.20	232.27	291.32
	Short-term provisions	6.81	5.44	5.72	6.87
	TOTAL	965.10	956.06	1,003.09	1,129.27
B.	ASSETS	-	-	-	-
4.	Non-current assets	-	-	-	-
	Fixed assets	-	-	-	-
	Tangible Assets	25.40	26.84	39.76	56.91
	Intangible Assets	77.57	97.40	222.71	351.54
	Intangible Assets under Development	97.19	97.19	97.19	9.82
	Non-Current Investments	34.38	34.38	34.38	34.38
	Long-term Loans and Advances	43.38	41.16	41.03	41.97
	Deferred Tax asset (net)	17.88	30.38	-	-
5.	Current assets				
	Trade receivables	231.19	221.82	206.85	201.09
	Cash and Bank Balances	67.37	28.64	65.14	172.81
	Short-term Loans and Advances	214.38	205.66	168.10	164.48
	Other Current Assets	156.34	172.59	127.92	96.26
	TOTAL	965.10	956.06	1,003.09	1,129.27

The above statement should be read with the Statement of Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure IV. As per our attached report of even date.

**For and on behalf of the Board of Directors of
Axiom Consulting Limited**

For M/s L J Kothari & Co
Chartered Accountants
Firm Registration No. 105313W
Proprietor
Membership No. 030917
Place: Mumbai
Date : December 11, 2018

Sd/-

Satya Simha Rao
Chairman & Managing
Director
DIN: 00350297

Sd/-

**Giridhar
Lakshminarayan**
Joint Managing
Director
DIN:01553968

ANNEXURE- II
RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(₹ in Lakhs)

Sr no	Particulars	For the year ended June 30, 2018	For the Year ended March 31,		
			2018	2017	2016
I.	Revenue from operations				
(a)	Sale of services	166.94	593.09	863.74	1,279.00
(b)	Other Operating Income	-	-	-	-
	Total Revenue from operations	166.94	593.09	863.74	1,279.00
II.	Other Income	21.13	121.28	105.94	58.16
III.	Total Revenue (I + II)	188.07	714.36	969.68	1,337.15
IV.	Expenses:				
	Employee benefits expense	76.70	454.26	576.26	793.16
	Other expenses	35.63	209.63	287.59	321.42
V.	Total Expense	112.33	663.89	863.85	1,114.58
VI.	Restated profit before interest, depreciation, tax and amortisation (EBIDTA) (III-V)	75.74	50.47	105.83	222.57
VII	Finance costs	8.05	35.59	25.23	26.31
VIII	Depreciation and amortization expense	21.93	138.67	149.98	112.45
IX	Restated profit before Tax	45.76	(123.79)	(69.38)	83.81
X	Tax expense:				
	(1) Current tax	8.80	-	-	16.24
	(2) Deferred tax	12.49	(45.61)	(7.69)	33.21
	(3) MAT credit entitlement	(8.80)	-	-	(15.97)
XI	Profit/ (Loss) for the period / year (IX-X)	33.27	(78.18)	(61.70)	50.33
XII	Earnings per equity share:				
	Basic EPS	1.45	(3.42)	(2.70)	2.20
	Diluted EPS	1.45	(3.42)	(2.70)	2.20

The above statement should be read with the Statement of Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure IV. As per our attached report of even date

For M/s L J Kothari & Co
Chartered Accountants
Firm Registration No. 105313W

Sd/-

CA Lalit Kothari
Proprietor
Membership No. 030917
Place: Mumbai
Date: December 11, 2018

**For and on behalf of the Board of Directors of
Axiom Consulting Limited**

Sd/-

Satya Simha Rao
Chairman & Managing
Director
DIN: 00350297

Sd/-

**Gridhar
Lakshminarayan**
Joint Managing
Director
DIN:01553968

ANNEXURE- III RESTATED STANDALONE STATEMENT OF CASH FLOW

(₹ in Lakhs)

Sr. No.	Particulars	June 30, 2018	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
A.	Cash flow from Operating Activities				
	Net Profit before tax as per Statement of Profit & Loss	45.76	(123.79)	(69.38)	83.81
	Adjustments for:				
	Forex Gain & Loss	-	-	12.23	-
	Net Income Tax for current period	-	-	-	0.00
	Depreciation & Amortisation Exp.	21.93	138.67	149.98	112.45
	Dividend Income	-	(29.29)	-	-
	Interest Expense	6.60	28.81	21.87	20.11
	Operating profit before working capital changes	74.29	14.39	114.70	216.10
	Movement in working capital:	-	-	-	-
	(Increase) / Decrease in trade and Other Receivables	(9.36)	(14.97)	(17.99)	(33.68)
	Other Loans and advances receivable	(2.22)	(0.13)	0.94	71.18
	Other Current Asset	16.24	(44.67)	(31.65)	(26.94)
	Other Long-Term Liabilities	(16.35)	33.03	(55.03)	57.68
	Other Long-Term Provision	2.03	4.53	(14.33)	17.09
	Trade Payable	(19.44)	21.75	30.25	(41.62)
	Other Current Liabilities	5.06	(89.07)	(59.05)	183.69
	Short-term provisions	1.36	(0.27)	(1.16)	4.25
	Net Cash Flow from Operation (A)	5.85	48.39	36.06	364.20
B.	Cash flow from Investing Activities	-	-	-	-
	Purchase of Fixed Assets	(0.66)	0.44	4.00	(111.47)
	Increase in Capital Work In Progress	-	-	(87.37)	(45.24)
	Interest Income	-	-	-	-
	Dividend Income	-	29.29	-	-
	Net Cash Flow from Investing Activities (B)	(0.66)	28.86	(91.37)	(156.71)
C.	Cash Flow From Financing Activities	-	-	-	-
	Short term loans and advance	(8.72)	(37.55)	(3.62)	(68.87)
	Interest Paid	(6.60)	(28.81)	(21.87)	(20.11)
	Short term borrowings	0.58	75.94	44.67	(67.95)
	Net Cash Flow from Financing Activities (C)	(14.74)	9.57	19.17	(156.92)
D.	Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	36.21	(36.96)	(105.52)	134.13
E.	Opening Cash & Cash Equivalents	28.64	65.14	172.81	28.92
	Effect of exchange difference due to translation of foreign currency items	2.53	0.46	(2.15)	9.77
F.	Cash and cash equivalents at the end of the period	67.37	28.64	65.14	172.81
G.	Cash and Cash Equivalents Comprise:				
	Cash	0.14	0.00	0.02	0.12
	Bank Balance:	-	-	-	-
	Current Account	34.53	17.50	33.35	101.99
	Balances with banks on EEFC accounts	32.70	11.13	31.76	70.70

Sr. No.	Particulars	June 30, 2018	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
	Deposit Account	-	-	-	-
	Total	67.37	28.64	65.14	172.81

For M/s L J Kothari & Co
Chartered Accountants
Firm Registration No. 105313W

Sd/-

CA Lalit Kothari
Proprietor
Membership No. 030917
Place: Mumbai
Date: December 11, 2018

**For and on behalf of the Board of Directors of
Axiom Consulting Limited**

Sd/-

Satya Simha Rao
Chairman & Managing
Director
DIN: 00350297

Sd/-

**Giridhar
Lakshminarayan**
Joint Managing
Director
DIN: 01553968

ANNEXURE – IV: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS OF THE RESTATED STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED AS AT JUNE 30, 2018 AND FOR THE YEARS ENDED MARCH 31, 2018, 2017, 2016.

1. Company Overview

Axiom Consulting Limited (Formerly known as Axiom Consulting Private Limited) ('the Company') was incorporated as a private limited company under the Indian Companies Act, 1956 on 19th June 2001 and got converted into Public Limited as on 04 September 2018 and is domiciled in India. The CIN U74140KA2001PLC029153

The Company provides engineering design, testing, prototype development and related services and sale/ licensing of internally developed intangible products and their related services. It has branches in USA and Belgium and wholly owned subsidiaries in USA and Singapore.

2. Basis of Preparation of Financial Statement

- a. The Restated Financial Information has been prepared by applying necessary adjustments to the Financial Statements ('Financial Statement') of the Company for the period and years ended 30 June 2018, 31 March 2018, 2017 and 2016, prepared and presented under the historical cost convention, except for certain financial instruments which are measured at fair value, using the accrual system of accounting in accordance with the generally accepted accounting principles in India ('Indian GAAP'), the provisions of the Companies Act, 2013 including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per the Section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013, ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014), to the extent applicable and in the manner so required, and;
- b. All assets and liabilities have been classified as current and non-current as per company's normal operating cycle and other criteria as set out in Schedule II to the Companies Act 2013. The company has ascertained its operating cycle as twelve months for the purpose of current and non-current classifications of assets & liabilities.
- c. The Company is a Small and Medium sized company as defined in the General Instructions in respect of the Accounting Standards notified under Section 133 of the Companies Act 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.
- d. The consolidated financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the Accounting Standard (AS) 21, "Consolidated Financial Statements". The consolidated financial statements comprise the financial statements of the company and its subsidiaries, combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and transactions and resulting unrealized gain/ loss. The consolidated financial statements are prepared by applying uniform accounting policies in use at the Group.

3. Use of Estimates

The preparation of the financial statements is in conformity with Generally Accepted Accounting principles which require management to make estimates/ assumptions that affect the reported amount of Assets and Liabilities, the disclosure of contingent liabilities at the date of the financial statements

and the reported amounts of revenues and expenses during the period reported. Changes in estimates are reflected in the financial statements of the period in which the changes are made with material amounts being disclosed in the financial statements and/ or the notes to the financial statements.

4. Revenue Recognition

Revenue is derived from providing engineering design, testing, prototype development and related services and sale/ licensing of internally developed intangible products and related services related to their implementation and customization.

Revenue from services is recognised based on time and material and/ or fixed price contractual arrangements with customers and accrued when there is no uncertainty as to measurement of revenue or its collectability.

- Revenue from time and material contracts is recognised as the related services are performed.
- Revenue from fixed price contracts is recognised as the related services are performed by applying the percentage of completion method.
- Revenue from the sale of prototype is recognised when the property in the goods or all significant risks and rewards of ownership are transferred to the customer.
- Revenue from sale/ licensing of internally developed intangibles is recognised when license is issued to customer in case of sale or when services incidental to and necessary for use of the intangibles are performed in case of a sale and services agreement.
- Billing in excess of revenue recognized is classified as Deferred Revenue and revenue recognized in excess of billing is classified as Unbilled Revenue.

5. Tangible Assets & Depreciation

Property, Plant and Equipment are stated at cost, less accumulated depreciation and impairment, if any. Direct costs relating to the acquisition and installation of tangible assets are capitalized. Cost of tangible assets not ready for their intended use as at the reporting date are included in "Capital works in progress".

Tangible leased assets acquired under finance lease are capitalized as owned assets at their fair value on date of acquisition. Fair value is the lower of minimum of future lease rentals or present value of lease rentals.

Depreciation is computed using written down value method, based on the prescribed useful lives for tangible assets specified under Schedule II of the Companies Act, 2013. Depreciation on assets purchased during the year is charged proportionately from the date of putting to use. Leased assets capitalised as owned assets are depreciated over their primary period of lease.

6. Intangible Assets & Amortization

Intangible assets comprise of acquired software and internally developed engineering solutions/ systems and software. Acquired intangibles are measured on initial recognition at cost. Subsequently, intangible assets are recognised at cost less accumulated amortization and any impairment. Internally developed intangible assets are capitalised at the development stage and all research costs are charged to Statement of Profit and Loss in the year in which the expenditure is incurred.

Intangible assets are amortised on straight line basis over the estimated useful economic life of the asset. The amortisation period and the amortisation method are reviewed at the end of each financial year. If the estimated useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

7. Impairment of assets

The carrying amounts of tangible assets and intangible assets are reviewed at each reporting date to determine if there is any indication of impairment of assets and the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets (cash generating unit or CGU) that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of an asset or CGU is the greater of its value in use and its net selling price. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. Impairment losses are recognised in statement of profit and loss. Impairment loss recognised in respect of a CGU is reduced by the carrying amounts of the other assets in the CGU on a pro-rata basis.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists or has decreased, the assets or CGU's recoverable amount is estimated and the impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised. Such a reversal is recognised in the Statement of Profit and Loss.

8. Current Assets, loans & advances

In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are made & not in excess of the amount reasonably necessary. Moreover, Balances of Receivables, Loans & Advances and Current Liabilities are subject to confirmation, reconciliation and adjustments, if any.

9. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, development, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to be ready for its intended use or sale. All other borrowing costs are recognised as expenses in the period in which they are incurred.

10. Investment

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long-term investment which is expected to be realised within twelve months of the reporting date is presented under 'current assets' as "current portion of long term investments" in accordance with the current/ non-current classification scheme of Schedule III.

Long-term investments (including current portion thereof) are carried at cost less any other than temporary diminution in value, determined separately for each individual investment.

Current investments are carried at the lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investment i.e., equity shares, preference shares, convertible debentures etc.

Any reduction in the carrying amount and any reversal of such reduction is charged or credited to the Statement of Profit and Loss.

11. Foreign currency Transaction

a. Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b. Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

c. Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year/period, or reported in previous financial statements, are recognized as income or as expenses in the year/period in which they arise except those arising from investments in non-integral operations.

12. Employee Benefits

d. Defined Contribution Plan

Retirement benefits in the form of Provident Fund are a defined contribution scheme and contributions are charged to the Statement of Profit and Loss for the year when the contributions are due.

e. Post-Employment Benefits

Post-Employment Benefits in the form of Gratuity is recognized as an expense in the Statement of Profit and Loss on actual basis during the period in which the eligible employee leaves the service of the Company and settlements of his dues are made.

f. Employee Leave Entitlement

The employees of the Company are entitled to leave as per the leave policy of the Company. The liability in respect of unutilized leave is charged to Statement of Profit and Loss on actual basis in the year when it is claimed.

13. Taxation

g. Current Tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

h. Deferred Tax

Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized 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 realized.

The carrying amounts of deferred tax assets are reviewed at each balance sheet date. The Company writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably

certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

14. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the notes to accounts.

Contingent Assets are neither recognized nor disclosed in the financial statements.

15. Earnings per Share

The basic earnings per share is computed by dividing the net profit after tax attributable to equity shareholders for the reporting period by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit after tax attributable to equity share holders for the reporting period and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

16. Other Significant Notes

- a) The company cannot identify the enterprises which have been providing goods and services to the company and which qualify under the definition of Micro Small and Medium Enterprise Development Act, 2006. Hence, the details required to be disclosed in this respect, cannot be disclosed.
- b) The figures of the previous year have been regrouped/recast wherever necessary so as to make them comparable with current year's figures.

NOTE I.1: RESTATED STANDALONE STATEMENT OF SHARE CAPITAL

Particular	For the period ended 30 June, 2018		As at 31st March					
			2018		2017		2016	
	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹
<u>Authorised</u>								
Equity Shares of ₹10 each	1,500,000	15,000,00 0	1,500,00 0	15,000,00 0	1,500,00 0	15,000,00 0	1,500,00 0	15,000,00 0
<u>Issued</u>								
Equity Shares of ₹10 each	1,345,752	13,457,52 0	1,345,75 2	13,457,52 0	1,345,75 2	13,457,52 0	1,345,75 2	13,457,52 0
<u>Subscribed & Paid up</u>								
Equity Shares of ₹10 each fully paid up	1,345,752	13,457,52 0	1,345,75 2	13,457,52 0	1,345,75 2	13,457,52 0	1,345,75 2	13,457,52 0
Total	1,345,752.0 0	13,457,52 0	1,345,75 2	13,457,52 0	1,345,75 2	13,457,52 0	1,345,75 2	13,457,52 0

Notes:-

I.1.1 Rights, preferences, restrictions of Equity Shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share.

In the event of the liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

I.1.2 Reconciliation of no of Shares Outstanding at the end of the year

Particular	For the period ended 30 June, 2018		As at 31st March					
			2018		2017		2016	
	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹
Shares outstanding at the beginning of the year	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520
Shares Issued during the year	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520

I.1.3 Details of Shareholding more than 5% of the equity aggregate shares in the company:

Particular	For the period ended 30 June, 2018		As at 31st March					
			2018		2017		2016	
	Number	% Holding	Number	% Holding	Number	% Holding	Number	% Holding
Satya Simha Rao	421,250	31.30%	421,250	31.30%	421,250	31.30%	421,250	31.30%
Giridhar Laxminarayana	355,000	26.38%	355,000	26.38%	355,000	26.38%	355,000	26.38%
Robert H Tate	251,678	18.70%	251,678	18.70%	251,678	18.70%	251,678	18.70%

I.1.4 Details of shares issued for consideration other than cash.

Description	Year of issue	Number of shares
Sweat equity shares of ₹ 10 each fully paid	2013-14	55,300
	2011-12	61,450
	2010-11	28,173

NOTE - I.2 Restated Standalone Statement of Reserves and Surplus

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
A. Securities Premium Account	-	-	-	-
Balance as at the beginning of the year	49.34	49.34	49.34	49.34
Add : Addition during the year	-	-	-	-
Less : Share issue expense	-	-	-	-
Balance as at the end of the year	49.34	49.34	49.34	49.34
B. Balance in statement of Profit and Loss	-	-	-	-
Balance as at the beginning of the year	98.43	176.61	238.31	187.98
(+) Net Profit/(Net Loss) For the current year	33.27	(78.18)	(61.70)	50.33
Balance as at the end of the year	131.70	98.43	176.61	238.31
C. Foreign exchange Translation Reserve				
Balance as at the beginning of the year	65.85	65.39	67.55	57.78
Additions during the year	2.53	0.46	(2.15)	9.77
Balance as at the end of the year	68.38	65.85	65.39	67.55
Total	249.42	213.62	291.34	355.19

NOTE - I.3 Restated Standalone Statement of Long-Term Borrowings

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Secured	-	-	-	-
Term loans	-	-	-	-
From Bank & Financial Institutions	-	-	-	-
Indian Rupee term loan - secured	94.15	104.30	84.64	30.72
Foreign currency term loans - secured	0.43	10.25	103.10	204.51
Indian Rupee term loan - Unsecured	45.82	50.17	-	-
Less: Current Maturities	-	-	-	-
Indian Rupee term loan - secured	43.12	42.06	33.93	20.08
Indian Rupee term loan -Unsecured	19.34	18.54	-	-
Foreign currency term loans - secured	0.43	10.25	92.97	99.27
Grand Total	77.51	93.87	60.83	115.86

NOTE - I.4 Restated Standalone Statement of Deferred Tax Assets/(Liabilities)(Net)

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Deferred Tax Assets	-	-	-	-
Opening Balance	30.38	-	-	-
Related to Fixed Assets	-	-	-	-
Related to C/F losses & Other expenses	-	18.75	0.79	1.72
Gratuity Provision	-	15.54	12.98	17.47
Leave encashment	-	5.79	7.25	11.59
Provided during the year/ (reversed during year)	(12.49)	-	-	-
Total	17.88	40.08	21.02	30.78
Deferred Tax Liability	-	-	-	-
Opening Balance	-	-	-	-
Related to Fixed Asset	-	9.71	36.25	53.70
Grand Total	17.88	30.38	15.23	22.92

NOTE- I.5 Restated Standalone Statement of Long-Term Provisions

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Provision for employee benefits	-	-	-	-
(i) Superannuation	-	-	-	-
(ii) Gratuity Provision	57.32	56.69	46.86	52.84
(iii) Leave Encashment	22.10	20.70	26.00	34.34
Total	79.42	77.39	72.86	87.18

NOTE- I.6 Restated Standalone Statement of Short-Term Borrowing

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Secured	-	-	-	-
Indian Rupee Overdraft loan – Secured	91.80	92.40	89.96	45.29
Loan from related parties (Directors)	74.68	73.50	-	-
Total	166.48	165.90	89.96	45.29

NOTE- I.7 Restated Standalone Statement of trade Payables

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
(a) Due to MSME	-	-	1.55	1.05
(b) Due to Others	102.62	122.06	98.75	69.01
Total	102.62	122.06	100.30	70.05

NOTE- I.8 Restated Standalone Statement of Other Current Liabilities**(₹ in Lakhs)**

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
(ii) Statutory Remittance:	5.28	6.46	12.69	15.13
(ii) Other Payables:	54.45	59.35	72.44	98.29
(iii) Deferred Revenue	25.64	6.54	20.24	58.54
(iv) Current maturities of long-term borrowings	62.89	70.85	126.90	119.36
Total	148.26	143.20	232.27	291.32

NOTE- I.9 Restated Standalone Statement of Short-Term Provisions**(₹ in Lakhs)**

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Provision For	-	-	-	-
(a) Employee benefits	-	-	-	-
(i) Superannuation	-	-	-	-
(ii) Gratuity Provision	4.57	3.65	3.54	3.69
(iii) Leave Encashment	2.24	1.79	2.17	3.18
Total	6.81	5.44	5.72	6.87

NOTE - I.10 Restated Standalone Statement of Fixed Assets

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
		Balance as at 1 April 2018	Additions/ (Disposals)	Disposals	Balance as at 30 June 2018	Balance as at 1 April 2018	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 30 June 2018	Balance as at 30 June 2018	Balance as at 31 March 2018
1	Tangible Assets	-	-	-	-	-	-	-	-	-	-	-
	Computers & Peripherals	110.37	0.44	-	110.81	94.22	1.38	-	-	95.60	15.21	16.15
	Furniture & Fixture	60.78	-	-	60.78	51.93	0.58	-	-	52.51	8.26	8.84
	Office Equipments	18.41	0.22	-	18.63	16.95	0.14	-	-	17.10	1.53	1.46
	Plant & Machinery	11.25	-	-	11.25	10.87	0.00	-	-	10.87	0.39	0.39
	Total	200.81	0.66	-	201.47	173.97	2.11	-	-	176.08	25.40	26.84
2	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
	(A)Software	-	-	-	-	-	-	-	-	-	-	-
	-Acquired	295.33	-	-	295.33	233.07	11.06	-	-	244.14	51.19	62.26
	-Internally Developed	253.13	-	-	253.13	217.99	8.76	-	-	226.75	26.38	35.14
	(B)Under Developed	97.19	-	-	97.19	-	-	-	-	-	97.19	97.19
	Total	645.65	-	-	645.65	451.06	19.83	-	-	470.89	174.76	194.59
	Total	846.47	0.66	-	847.13	625.03	21.93	-	-	646.97	200.16	221.43

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 1 April 2017	Additions	Disposals/ Adjustments	Balance as at 31 March 2018	Balance as at 1 April 2017	Depreciation charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/ Adjustments	Balance as at 31 March 2018	Balance as at 31 March 2018	Balance as at 31 March 2017
1	Tangible Assets	-	-	-	-	-	-	-	-	-	-	-
	Computers & Peripherals	109.93	0.44	-	110.37	85.12	9.10	-	-	94.22	16.15	24.82
	Furniture & Fixiture	60.78	-	-	60.78	48.71	3.22	-	-	51.93	8.84	12.07
	Office Equipments	18.41	-	-	18.41	15.92	1.03	-	-	16.95	1.46	2.49
	Plant & Machinery	11.25	-	-	11.25	10.87	0.00	-	-	10.87	0.39	0.39
	Total	200.38	0.44	-	200.81	160.61	13.36	-	-	173.97	26.84	39.76
2	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
	(A)Software	-	-	-	-	-	-	-	-	-	-	-
	-Acquired	295.33	-	-	295.33	192.15	40.93	-	-	233.07	62.26	103.19
	-Internally Developed	253.13	-	-	253.13	133.60	84.38	-	-	217.99	35.14	119.53
	(B)Under Developed	97.19	-	-	97.19	-	-	-	-	-	97.19	97.19
	Total	645.65	-	-	645.65	325.75	125.31	-	-	451.06	194.59	319.90
	Total	846.03	0.44	-	846.47	486.37	138.67	-	-	625.03	221.43	359.66

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 1 April 2016	Additions	Disposal/Adjustment	Balance as at 31 March 2017	Balance as at 1 April 2016	Depreciation charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/Adjustments	Balance as at 31 March 2017	Balance as at 31 March 2017	Balance as at 31 March 2016
1	Tangible Assets											
	Computers & Peripherals	108.51	1.42	-	109.93	70.46	14.65	-	-	85.12	24.82	38.05
	Furniture & Fixture	60.39	0.39	-	60.78	44.23	4.48	-	-	48.71	12.07	16.16
	Office Equipments	16.74	1.68	-	18.41	14.41	1.50	-	-	15.92	2.49	2.32
	Plant & Machinery	11.25	-	-	11.25	10.87	0.00	-	-	10.87	0.39	0.39
	Total	196.89	3.48	-	200.38	139.98	20.63	-	-	160.61	39.76	56.91
2	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
	(A)Software	-	-	-	-	-	-	-	-	-	-	-
	-Acquired	294.81	0.52	-	295.33	147.19	44.96	-	-	192.15	103.19	147.62
	-Internally Developed	253.13	-	-	253.13	49.22	84.38	-	-	133.60	119.53	203.91
	(B)Under Developed	9.82	87.37	-	97.19	-	-	-	-	-	97.19	9.82
	Total	557.76	87.89	-	645.65	196.41	129.34	-	-	325.75	319.90	361.35
	Total	754.65	91.37	-	846.03	336.39	149.98	-	-	486.37	359.66	418.27

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
		Balan ce as at 1 April 2015	Addition s/ (Disposal s)	Disposa ls	Balan ce as at 31 Marc h 2016	Balan ce as at 1 April 2015	Depreciati on charge for the year	Adjustme nt due to revaluatio ns	On disposa ls	Balan ce as at 31 Marc h 2016	Balan ce as at 31 Marc h 2016	Balan ce as at 31 Marc h 2015
1	Tangible Assets											
	Computers & Peripherals	67.46	41.06	-	108.51	61.93	8.54	-	-	70.46	38.05	5.53
	Furniture & Fixture	60.39	-	-	60.39	38.12	6.12	-	-	44.23	16.16	22.27
	Office Equipments	15.20	1.54	-	16.74	12.78	1.64	-	-	14.41	2.32	2.42
	Plant & Machinery	11.25	-	-	11.25	10.87	0.00	-	-	10.87	0.39	0.39
	Total	154.29	42.60	-	196.89	123.69	16.29	-	-	139.98	56.91	30.60
2	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
	(A)Software	-	-	-	-	-	-	-	-	-	-	-
	-Acquired	225.94	68.87	-	294.81	100.25	46.94	-	-	147.19	147.62	125.69
	-Internally Developed	-	253.13	-	253.13	-	49.22	-	-	49.22	203.91	-
	(B)Under Developed	217.71	45.24	253.13	9.82	-	-	-	-	-	9.82	217.71
	Total	443.65	367.24	253.13	557.76	100.25	96.16	-	-	196.41	361.35	343.40
	Total	597.95	409.84	253.13	754.65	223.94	112.45	-	-	336.39	418.27	374.01

NOTE- I.11 Restated Standalone Statement of Long-term Loans and advances

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
(Unsecured and Considered Good)				
a. Long Term Loans & Advances recoverable from Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company	43.17	40.95	40.82	41.76
b. Other Long-Term Loans & Advances	-	-	-	-
Security Deposits	0.22	0.22	0.22	0.22
Total	43.38	41.16	41.03	41.97

NOTE- I.12 Restated Standalone Statement of Non-Current Investments

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
(a) Investment in Unquoted Equity Shares of Subsidiary companies	-	-	-	-
Axiom Product Development Pte Ltd	33.79	33.79	33.79	33.79
(85000 ordinary shares of face value of SGD 1/- each fully paid up)	-	-	-	-
Axiom Americas Inc	0.59	0.59	0.59	0.59
(1000 Ordinary shares of face value of USD 1/- each fully paid up)	-	-	-	-
(b) Other Non-Current Investments	-	-	-	-
Aggregate amount of unquoted Investments	34.38	34.38	34.38	34.38
Aggregate Cost of Quoted Investment	-	-	-	-
Aggregate Cost of Unquoted Investment	34.38	34.38	34.38	34.38
Aggregate Market Value of Quoted	-	-	-	-
Total	34.38	34.38	34.38	34.38

NOTE- I.13 Restated Standalone Statement of Trade Receivables

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
(Unsecured and Considered Good)				
a. From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors / Group Companies	-	-	-	-
Over Six Months	-	-	-	-
Others	-	-	-	-
b. From Others	-	-	-	-
a) Over Six Months	106.25	108.49	79.75	24.49
Considered good	124.94	113.33	127.10	176.61
Considered doubtful	-	-	-	-

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Less: Provision for doubtful debts	-	-	-	-
Sub-total	231.19	221.82	206.85	201.09
b) Others	-	-	-	-
Total	231.19	221.82	206.85	201.09

NOTE- I.14 Restated Standalone Statement of Cash & Cash Equivalent

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
a. Cash & cash equivalents				
Cash on hand	0.14	0.00	0.02	0.12
Balances with banks	-	-	-	-
In current accounts	34.53	17.50	33.35	101.99
Balances held on EEFC account	32.70	11.13	31.76	70.70
b. Balance in Deposit Accounts	-	-	-	-
- Bank Deposits as Margin money	-	-	-	-
Total	67.37	28.64	65.14	172.81

NOTE- I.15 Restated Standalone Statement of Short-Term Loans & Advances

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
(Unsecured and Considered Good)				
a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company	50.19	49.60	47.14	47.67
b. Balance with Government Authorities	138.05	131.51	102.98	77.65
c. Others (specify nature)	-	-	-	-
i) Prepaid Expenses	12.10	9.96	5.36	15.19
ii) Staff Advances	1.04	1.45	1.25	1.86
iii) Deposits	10.69	10.65	10.65	10.66
iv) Other Advances Recoverable in cash or in kind	-	-	-	-
Considered good	2.30	2.48	0.74	11.45
Considered doubtful	-	-	-	-
Less: Provision for doubtful advances	-	-	-	-
Sub-total	2.30	2.48	0.74	11.45
Total	214.38	205.66	168.10	164.48

NOTE- I.16 Restated Standalone Statement of Other Current Assets

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Unbilled revenue	14.37	12.45	8.52	37.93
Other receivables from subsidiary and associate companies	126.01	144.16	103.42	58.33
MAT Credit	15.97	15.97	15.97	-
Total	156.34	172.59	127.92	96.26

NOTE - II.1 Restated Standalone Statement of Revenue from Operation

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Revenue From Operations	-	-	-	-
<u>Sale of goods/services as applicable</u>	-	-	-	-
<u>Sale of services</u>	-	-	-	-
- Revenue from research, design & product development services	166.94	593.09	863.74	1,279.00
Gross Total	166.94	593.09	863.74	1,279.00

NOTE - II.2 Restated Standalone Statement of Other Income

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Exchange fluctuation gain (net)	10.37	0.19	-	0.99
Miscellaneous Income	-	24.32	-	-
Non-operating income from services to subsidiaries	10.77	67.48	105.94	-
Dividend from subsidiary company	-	29.29	-	-
Other services to subsidiaries	-	-	-	57.16
Interest from banks	-	-	-	-
Gross Total	21.13	121.28	105.94	58.16

NOTE - II.3 Restated Standalone Statement of Employee Cost

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Salaries and allowances	67.38	408.20	526.99	712.89
Contributions to provident and other funds	2.96	17.66	23.38	29.16
Gratuity	2.50	17.31	7.78	16.13
Leave encashment	2.50	0.50	8.08	16.14
Staff welfare expenses	1.36	10.58	10.03	18.84
Gross Total	76.70	454.26	576.26	793.16

NOTE - II.4 Restated Standalone Statement of Finance Cost

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Interest	6.60	28.81	21.87	20.11
Bank Charges	1.45	6.78	3.36	6.20
Gross Total	8.05	35.59	25.23	26.31

NOTE - II.5 Restated Standalone Statement of Depreciation / Amortization Cost

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Depreciation	13.17	54.28	20.63	16.29
Amortization	8.76	84.38	129.34	96.16
Gross Total	21.93	138.67	149.98	112.45

NOTE - II.6 Restated Standalone Statement of Other Expenses

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Product design expenses	7.34	51.71	53.36	48.09
Professional charges	8.82	46.84	52.28	51.92
Rent	4.50	25.75	37.25	42.94
Internet & communication charges	3.45	14.74	14.54	15.73
Travelling & conveyance	3.46	14.77	46.37	55.27
Miscellaneous expenses	0.91	14.42	12.46	16.97
Equipment Hire charges	0.88	11.27	21.20	-
Power & water	2.31	11.21	10.25	9.91
Bad Debts	-	2.38	-	-
Repairs and maintenance	2.30	7.20	17.87	32.12
Insurance	0.92	4.97	5.74	6.46
Auditors remuneration	0.54	2.00	2.00	4.33
Rates, taxes and duties	0.19	2.39	1.86	3.47
Exchange fluctuation loss (net)	-	-	12.23	-
Business development Expenses	-	-	0.18	17.55

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Hire Charges	-	-	-	16.66
Total	35.63	209.63	287.59	321.42

ANNEXURE – V: MATERIAL ADJUSTMENT TO THE RESTATED STANDALONE FINANCIAL STATEMENT

1. Material Regrouping

Appropriate adjustments have been made in the Restated Standalone Financial Statements of Assets\ and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

ANNEXURE: V.1 INTER GROUP ADJUSTMENT TO THE RESTATEMENT STANDALONE FINANCIALS STATEMENT

Group	Sub-Group	TF to/TF From	Group	Sub-Group	For the period ended June 30,	For the year ended March 31			Remark
					2018	2018	2017	2016	
Current Liabilities	Deferred Tax Liability	TF to	Non Current Liabilities	Deferred Tax Liability			(15.23)	(22.91)	Appropriate regrouping have been made in the Restated Consolidated Financial Information, wherever required, by reclassification of the corresponding items of assets and liabilities, in order to bring them in line with the requirements of Schedule II of the Companies Act, 2013
Non Current Liabilities	Deferred Tax Liability	TF from	Current Liabilities	Deferred Tax Liability			15.23	22.91	
Current Assets	Deferred Tax Asset	TF to	Non Current Assets	Deferred Tax Asset	(30.37)	(30.37)			
Non Current Assets	Deferred Tax Asset	TF from	Current Assets	Deferred Tax Asset	30.37	30.37			

ANNEXURE VI - RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES
(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Contingent Liabilities	-	-	-	-
a. Claims against the company not acknowledged as debts	-	-	-	-
1. Disputed Income Tax matters	-	-	-	-
AY 2013-14	569.31	569.31	579.31	609.80
AY 2014-15	71.27	71.27	72.55	-
(Future cash flow in respect of the above, if any, is determinable only on receipt of judgements/ decisions pending with the relevant authorities.)	-	-	-	-
Total	640.58	640.58	651.86	609.80

ANNEXURE VII - RESTATED STANDALONE STATEMENT OF RELATED PARTY DISCLOSURE

(₹ in Lakhs)

Sr. No.	Name	Nature of Relationship	Nature of Transaction	For the period ended 30 June 2018		For the year ended 31 March,					
						2018		2017		2016	
				Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount
1	Axiom Product Development Pte. Ltd., Singapore	wholly owned Subsidiary compnay	Management fees for rendering of services	0.59	50.19	2.32	49.60	2.20	47.14	16.57	53.83
2	Axiom Product Development Pte. Ltd., Singapore	wholly owned Subsidiary compnay	Intercompany transactions	-	45.04	-	45.04	-	45.04	0.51	47.67
3	Axiom Product Development LLC., USA	Wholly owned Subsidiary company of Axiom Americas Inc.	Management fees for rendering of services	22.41	166.58	101.34	144.16	215.77	209.67	168.85	99.12
4	Axiom America Inc.	wholly owned Subsidiary compnay	Rendering of Services	-	40.95	-	40.95	0.94	40.82	-	41.76
5	Axiom Product Development LLC., USA	wholly owned Subsidiary compnay	Sales Cost	-	15.44	0.94	15.44	14.33	14.45	-	-
6	Satya Simha Rao	Director	Managerial remuneration	-	-	12.29	4.92	38.03	3.17	37.90	3.16
7	Giridhar L	Director	Managerial remuneration	-	-	11.83	7.10	38.03	3.17	37.90	3.16
8	Srinivas Mantripragada	Director	Managerial remuneration	-	-	-	-	23.28	-	88.98	14.49
9	Satya Simha Rao	Director	Loan from Director	-	-	43.50	42.25	-	-	-	-

Sr. No.	Name	Nature of Relationship	Nature of Transaction	For the period ended 30 June 2018		For the year ended 31 March,					
						2018		2017		2016	
				Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount
10	Satya Simha Rao	Director	Repayment of Loan	-	-	1.25	-	-	-	-	-
11	Giridhar L	Director	Loan from Director	-	-	30.00	30.00	-	-	-	-
12	Giridhar L	Director	Other Transaction	-	-	1.64	3.34	-	-	-	-

ANNEXURE X - RESTATED STANDALONE STATEMENT OF TAX SHELTER

(₹ in Lakhs)

Particulars	For the period ended 30 June 2018	For year ended 31 March		
		2,018	2,017	2,016
Restated Profit before tax (A)	45.76	(123.79)	(69.38)	83.81
Normal Corporate Tax Rate (%)	27.82	27.55	31.96	33.06
MAT Tax Rate (%)	19.24	19.06	19.06	19.06
Adjustments:	-	-	-	-
Permanent Differences (B)	-	-	-	-
Deduction allowed under Income Tax Act	-	-	-	-
Income Chargeable under other head/ specific rate exempt Income	-	29.29	-	-
Allowances of expense under Income Tax Act	-	-	-	-
Disallowance of Income under Income Tax Act	-	(3.64)	-	(0.31)
Total Permanent Difference	-	25.66	-	(0.31)
Timing Differences(C)	-	-	-	-
Difference between tax and book depreciation	1.14	(103.08)	(33.01)	133.87
Provision for Gratuity disallowed	(1.54)	(9.94)	6.13	(13.72)
Expense disallowed u/s 43B	(1.85)	5.68	9.36	(7.61)
Expense disallowed u/s 40(a)(ia)	(0.34)	(2.50)	(3.06)	(5.57)
Expense disallowed u/s 40(a)(1)	2.04	3.06	5.57	0.53
Total Timing Differences	(0.55)	(106.79)	(15.02)	107.49
Net Adjustments (D=B+C)	(0.55)	(81.13)	(15.02)	107.18
ICDS Adjustments (FCTR)	2.53	0.46	(2.15)	-
Income from Other Sources	-	29.29	-	-
Brought Forward losses set off	48.84	-	-	-
Profit as per Income Tax Provision	-	(12.90)	(56.52)	(23.36)
Profit as per MAT	45.76	(123.79)	(69.38)	83.81
Income Tax as per Normal Provision including subject to Special Rate	-	-	-	-
Income Tax as per MAT Provision	8.80	-	-	15.97
Net Tax Expense - Higher of Normal & MAT Tax	8.80	-	-	15.97
Adjustment for interest on Income Tax	-	-	-	0.27
Total Current Tax Expense	8.80	-	-	16.24

INDEPENDENT AUDITOR'S REPORT

To,
The Board of Directors,
Axiom Consulting Limited
(Formerly Known as Axiom Consulting Private Limited)
307, 3rd Floor, Shree Chambers,
100 Feet Ring Road, BSK 3rd Stage,
Bengaluru, Bangalore, Karnataka 560085. India

Dear Sir,

1. We have examined the attached Restated Consolidated Financial Information of **AXIOM CONSULTING LIMITED** (Formerly Axiom Consulting Private Limited, hereinafter referred to as “the Company”) as approved by the Board of Directors of the Company in their meeting in December 11, 2018, prepared by the management of the company in terms of requirement of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rule 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the ‘SEBI Regulations’), the Guidance Note on ‘Reports in Company’s Prospectus (Revised)’ issued by the Institute of Chartered Accountants of India (‘ICAI’) to the extent applicable (‘Guidance Note’), and in terms of our engagement agreed upon with you in accordance with our engagement letter dated October 23, 2018, in connection with the proposed Initial Public Offer (IPO) of the Company
2. These Restated Consolidated Financial Information (included in Annexure I to XI) have been extracted by the Management of the Company from:
 - (b) The Company’s Consolidated Audited Financial Statements for the period ended 30 June 2018 and year ended 31 March, 2018, 2017, 2016, which have been approved by the Board of Directors at their meeting held on **11 December 2018, 18 September 2018, 9 October 2017, 11 July 2016** respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Consolidated Financial Information, are the responsibility of the Company’s Management. The Consolidated Financial Statement of the Company for the period ended 30 June 2018 has been limited reviewed and for the financial year ended 31 March, 2018, 2017 & 2016 has been audited by Guru & Jana Chartered Accountants as sole statutory auditors and had issued unqualified reports for these years.
 - (c) In respect of the USA & Singapore subsidiaries, which has been audited by other auditors, which financial statement, other financial information and auditors report have been furnished to us by the management.
3. In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:
 - I. The Restated Consolidated Statement of Assets and Liabilities as at 30 June 2018, 31 March 2018, 2017, 2016, examined by us, as set out in Annexure – I (along with Annexures I.1 to I.16) to this report, read with the ‘Significant Accounting Policies and Notes to the Restated Consolidated Financial Statements’ appearing in Annexure- IV are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Consolidated Financial Statements appearing in Annexure – V to Annexure – V.1. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial.

- II. The Restated Consolidated Statement of Profit and Loss of the Company for period ended 30 June 2018 and year ended 31 March 2018, 2017, 2016, examined by us, as set out in Annexure – II (along with Annexures II.1 to II.7) to this report, read with the ‘Significant Accounting Policies and Notes to the Restated Consolidated Financial Statements’ appearing in Annexure-IV are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Consolidated Financial Statements appearing in Annexure – V to Annexure – V.1. As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.
- III. The Restated Consolidated Statement of Cash flows of the Company for the period ended 30 June 2018 and year ended 31 March 2018, 2017, 2016, examined by us, as set out in Annexure – III (to this report, read with the ‘Significant Accounting Policies and Notes to the Restated Consolidated Financial Statements’ appearing in Annexure- IV are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Consolidated Financial Statements appearing in Annexure – V to Annexure – V.1. As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.
4. Based on the above, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Consolidated Financial Information:
- (d) Have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at 30 June 2017.
 - (e) Have been made after incorporating adjustments for prior period and other material amounts, if any in the respective financial years to which they relate to; and;
 - (f) Do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Consolidated Financial Information and do not contain any qualification requiring adjustments.
5. We have also examined the following other Restated Consolidated Financial Information as set out in the Annexures to this report and forming part of the Restated Consolidated Financial Information, prepared by the management of the Company and approved by the Board of Directors in December 11, 2018, relating to the company for the period ended 30 June 2018 and year ended 31 March 2018, 2017 & 2016:
- i. Restated Consolidated Statement of Assets and Liabilities included in Annexure –I
 - ii. Restated Consolidated Statement of Share Capital included in Note - I.1;
 - iii. Restated Consolidated Statement of Reserve & Surplus included in Note - I.2;
 - iv. Restated Consolidated Statement of Long Term Borrowings included in Note - I.3;
 - v. Restated Consolidated Statement of Deferred Tax liability/Assets (net) included in Note - I.4;
 - vi. Restated Consolidated Statement of Long Term Provisions included in Note - I.5;
 - vii. Restated Consolidated Statement of Short Term Borrowings included in Note - I.6;
 - viii. Restated Consolidated Statement of Trade Payable included in Note - I.7;
 - ix. Restated Consolidated Statement of Other Current Liabilities included in Note - I.8;
 - x. Restated Consolidated Statement of Short Term Provisions included in Note - I.9;
 - xi. Restated Consolidated Statement of Fixed Assets included in Note - I.10;
 - xii. Restated Consolidated Statement of Long Term Loans and Advances included in Note - I.11;

- xiii. Restated Consolidated Statement of Trade Receivables included in Note - I.12;
 - xiv. Restated Consolidated Statement of Cash and Cash Equivalents included in Note - I.13;
 - xv. Restated Consolidated Statement of Short Term Loans and Advances included in Note - I.14;
 - xvi. Restated Consolidated Statement of Other Current Assets included in Note - I.15;
 - xvii. Restated Consolidated Statement of Profit and Loss included in Note –II;
 - xviii. Restated Consolidated Statement of Revenue from operations included in Note - II.1;
 - xix. Restated Consolidated Statement of Other Income included in Note - II.2;
 - xx. Restated Consolidated Statement of Employee Benefit Expenses included in Note - II.3;
 - xxi. Restated Consolidated Statement of Finance Cost included in Note - II.4;
 - xxii. Restated Consolidated Statement of Depreciation & Amortization Cost included in Note - II.5;
 - xxiii. Restated Consolidated Statement of Other expenses included in Note - II.6;
 - xxiv. Restated Consolidated Statement of Cash flows included in Annexure –III;
 - xxv. Significant Accounting Policies and Notes to the Restated Consolidated Financial Statements for the period ended 30 June 2018 and year ended 31 March 2018, 2017, 2016, included in Annexure- IV;
 - xxvi. Material Adjustment to the Restated Consolidated Financial Statement included in Annexure –V;
 - xxvii. Restated Consolidated Statement of Contingent Liabilities, included in Annexure VI;
 - xxviii. Restated Consolidated Statement of Related Party Transaction, included in Annexure VII;
 - xxix. Restated Consolidated Statement of Accounting Ratios, included in Annexure VIII;
 - xxx. Restated Consolidated Statement of Capitalization, included in Annexure IX;
6. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the Consolidated Financial information referred to herein.
 7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
 8. In our opinion, the above Restated Consolidated Financial Information contained in Annexure I to XI to this report read along with the ‘Significant Accounting Policies and Notes to the Restated Consolidated Financial Statements’ appearing in Annexure- IV after making adjustments and regrouping/reclassification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.
 9. Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed issue of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

For M/s. L J Kothari & Co.
Chartered Accountants,
FRN: 105313W

CA Lalit Kothari
Partner
Membership No. 030917
Place: Mumbai
Date: December 11, 2018

RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

ANNEXURE- I

(₹ In Lakhs)

Sr No.	Particulars	As at June 30, 2018	As at 31st March		
			2018	2017	2016
1.	Shareholders' funds				
	Share Capital	134.58	134.58	134.58	134.58
	Reserves and Surplus	(98.62)	(37.09)	417.50	595.50
2.	Non-current liabilities				
	Long-term borrowings	430.13	442.61	71.19	115.86
	Deferred tax liabilities (Net)	-	-	-	22.92
	Long-term provisions	79.42	77.39	72.86	87.18
3.	Current liabilities				
	Short-term borrowings	166.48	165.90	157.78	45.29
	Trade payables	190.18	206.51	146.52	159.01
	Other current liabilities	288.86	297.18	463.66	442.17
	Short-term provisions	6.81	7.31	7.74	45.07
	TOTAL	1,197.82	1,294.38	1,471.83	1,647.59
B.	ASSETS				
1.	Non-current assets				
	Fixed assets				
	Tangible Assets	60.25	64.53	141.59	100.87
	Intangible Assets	86.81	106.63	231.94	360.77
	Intangible Assets under Development	116.98	116.98	116.98	9.82
	Long-term Loans and Advances	0.22	0.22	0.22	0.22
	Deferred Tax asset (net)	11.02	125.62	59.34	--
2.	Current assets				
	Trade receivables	438.71	540.15	632.97	537.93
	Cash and Bank Balances	84.06	35.72	84.21	421.51
	Short-term Loans and Advances	244.49	259.24	150.39	137.94
	Other Current Assets	155.29	45.29	54.19	78.53
	TOTAL	1,197.82	1,294.38	1,471.83	1,647.59

The above statement should be read with the Statement of Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure IV. As per our attached report of even date.

For M/s L J Kothari & Co
Chartered Accountants
Firm Registration No. 105313W

Sd/-

CA Lalit Kothari
Proprietor
Membership No. 030917
Place: Mumbai
Date : December 11, 2018

For and on behalf of the Board of Directors of
Axiom Consulting Limited

Sd/-

Sd/-

Satya Simha Rao
Chairman & Managing
Director
DIN: 00350297

Giridhar
Lakshminarayan
Joint Managing
Director
DIN:01553968

ANNEXURE- II
RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ In Lakhs)

Sr no	Particulars	For the period ended June 30, 2018	For the Year ended March 31,		
			2018	2017	2016
I.	Revenue from operations				
(a)	Sale of services	472.28	2,534.15	3,215.88	4,069.23
(b)	Other Operating Income	-	-	-	-
	Total Revenue from operations	472.28	2,534.15	3,215.88	4,069.23
II.	Other Income	76.11	72.17	15.88	0.77
III.	Total Revenue (I + II)	548.40	2,606.32	3,231.77	4,070.00
IV.	Expenses:				
	Employee benefits expense	360.83	2,151.33	2,208.67	2,517.31
	Other expenses	185.83	672.37	1,012.59	981.22
V.	Total Expense	546.66	2,823.71	3,221.27	3,498.53
VI.	Restated Profit before interest, tax, depreciation and amortization (EBITDA) (III-IV)	1.73	(217.39)	10.50	571.47
VII	Finance costs	38.14	128.61	60.29	38.79
VIII	Depreciation and amortization expense	20.83	209.33	205.42	149.04
IX	Restated profit before Tax	(57.23)	(555.33)	(255.20)	383.64
X	Tax expense:				
	(1) Current tax	8.80	1.17	2.11	100.46
	(2) Deferred Tax charge/ (credit)	12.49	(137.13)	(84.85)	33.21
	(3) MAT credit entitlement	(8.80)	-	-	(15.97)
XI	Profit/ (Loss) for the period (IX-X)	(69.73)	(419.37)	(172.47)	265.94
XII	Earnings per equity share:				
	Basic EPS	(3.05)	(18.33)	(7.54)	11.62
	Diluted EPS	(3.05)	(18.33)	(7.54)	11.62

The above statement should be read with the Statement of Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure IV. As per our attached report of even date.

For M/s L J Kothari & Co
Chartered Accountants
Firm Registration No. 105313W

Sd/-

CA Lalit Kothari
Proprietor
Membership No. 030917
Place: Mumbai
Date : December 11, 2018

**For and on behalf of the Board of Directors of
Axiom Consulting Limited**

Sd/-

Satya Simha Rao
Chairman & Managing
Director
DIN: 00350297

Sd/-

**Giridhar
Lakshminarayan**
Joint Managing
Director
DIN:01553968

ANNEXURE- III
RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(₹ in Lakhs)

Sr. No.	Particulars	For the period ending 30 June 2018	For the year ending 31 March		
			2018	2017	2016
A.	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit before tax as per Statement of Profit & Loss	(57.23)	(555.33)	(255.20)	383.64
	Adjustments for:				
	Interest & Other Income	-	(0.02)	(3.60)	-
	Depreciation & Amortization Exp.	20.83	209.33	205.42	149.04
	Finance Cost	38.14	128.61	60.29	38.79
	Exchange Gain / Loss (net)	-	(4.22)	-	-
	Dividend Income	-	(29.29)	-	-
	Operating Profit before working capital changes	1.73	(250.92)	6.90	571.47
	Changes in Working Capital				
	Trade and Other Receivables	101.44	92.82	(95.04)	(124.84)
	Other Loans and advances receivable	14.76	(38.00)	(12.45)	62.08
	Other Current Assets / Non-Current Assets	(7.89)	8.90	24.34	(80.45)
	Other Current Liabilities	(8.33)	(167.65)	19.38	149.40
	Other Trade Payable	(16.33)	59.99	(12.49)	25.14
	Other Provisions	1.53	4.10	(51.66)	24.35
B	CASH FROM OPERATING ACTIVITIES	86.91	(290.76)	(121.02)	627.16
	Less: Tax Payable	-	-	-	(84.48)
	Net Cash Flow from Operation	86.91	(290.76)	(121.02)	542.67
	Purchase of Fixed Assets	(0.66)	-	-	(201.67)
	Sale of Fixed Assets	3.94	(6.96)	(224.47)	-
	Interest Received / Other Income	-	0.02	3.60	-
	Net Cash Flow from Investing Activities (B)	3.28	(6.95)	(220.87)	(201.67)
C.	CASH FLOW FROM FINANCING ACTIVITIES				
	Finance Cost	(38.14)	(128.61)	(60.29)	(38.79)
	Short- & Long-Term Borrowings	(11.90)	379.53	67.82	(10.27)
	Net Cash Flow from Financing Activities (C)	(50.03)	250.92	7.54	(49.06)
D.	Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	40.15	(46.78)	(334.36)	291.94
E.	Opening Cash & Cash Equivalents	35.72	84.21	421.51	120.10
	Effect of exchange difference due to translation of foreign currency items	8.19	(1.71)	(2.94)	9.47
F.	Cash and cash equivalents at the end of the period	84.06	35.72	84.21	421.51

The above statement should be read with the Statement of Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure IV. As per our attached report of even date.

For M/s L J Kothari & Co
Chartered Accountants
Firm Registration No. 105313W

**For and on behalf of the Board of Directors of
Axiom Consulting Limited**

Sd/-

Sd/-

Proprietor
Membership No. 030917
Place: Mumbai
Date: December 11, 2018

Satya Simha Rao
Chairman & Managing
Director
DIN: 00350297

**Giridhar
Lakshminarayan**
Joint Managing
Director
DIN:01553968

ANNEXURE – IV: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED AS AT JUNE 30, 2018 AND FOR THE YEARS ENDED MARCH 31, 2018, 2017, 2016.

1. Company Overview

Axiom Consulting Limited (Formerly known as Axiom Consulting Private Limited) ('the Company') was incorporated as a private limited company under the Indian Companies Act, 1956 on 19th June 2001 and got converted into Public Limited as on 04 September 2018 and is domiciled in India. The CIN U74140KA2001PLC029153

The Company provides engineering design, testing, prototype development and related services and sale/ licensing of internally developed intangible products and their related services. It has branches in USA and Belgium and wholly owned subsidiaries in USA and Singapore.

2. Basis of Preparation of Financial Statement

- a. The Restated Financial Information has been prepared by applying necessary adjustments to the Financial Statements ('Financial Statement') of the Company for the period and years ended 30 June 2018, 31 March 2018, 2017 and 2016, prepared and presented under the historical cost convention, except for certain financial instruments which are measured at fair value, using the accrual system of accounting in accordance with the generally accepted accounting principles in India ('Indian GAAP'), the provisions of the Companies Act, 2013 including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per the Section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013, ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014), to the extent applicable and in the manner so required, and;
- b. All assets and liabilities have been classified as current and non-current as per company's normal operating cycle and other criteria as set out in Schedule II to the Companies Act 2013. The company has ascertained its operating cycle as twelve months for the purpose of current and non-current classifications of assets & liabilities.
- c. The Company is a Small and Medium sized company as defined in the General Instructions in respect of the Accounting Standards notified under Section 133 of the Companies Act 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.
- d. The consolidated financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the Accounting Standard (AS) 21, "Consolidated Financial Statements". The consolidated financial statements comprise the financial statements of the company and its subsidiaries, combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and transactions and resulting unrealized gain/ loss. The consolidated financial statements are prepared by applying uniform accounting policies in use at the Group.

3. Use of Estimates

The preparation of the financial statements is in conformity with Generally Accepted Accounting principles which require management to make estimates/ assumptions that affect the reported amount of Assets and Liabilities, the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Changes in estimates are reflected in the financial statements of the period in which the changes are made with material amounts

being disclosed in the financial statements and/ or the notes to the financial statements.

4. Revenue Recognition

Revenue is derived from providing engineering design, testing, prototype development and related services and sale/ licensing of internally developed intangible products and related services related to their implementation and customization.

Revenue from services is recognised based on time and material and/ or fixed price contractual arrangements with customers and accrued when there is no uncertainty as to measurement of revenue or its collectability.

- Revenue from time and material contracts is recognised as the related services are performed.
- Revenue from fixed price contracts is recognised as the related services are performed by applying the percentage of completion method.
- Revenue from the sale of prototype is recognised when the property in the goods or all significant risks and rewards of ownership are transferred to the customer.
- Revenue from sale/ licensing of internally developed intangibles is recognised when license is issued to customer in case of sale or when services incidental to and necessary for use of the intangibles are performed in case of a sale and services agreement.
- Billing in excess of revenue recognized is classified as Deferred Revenue and revenue recognized in excess of billing is classified as Unbilled Revenue.

5. Tangible Assets & Depreciation

Property, Plant and Equipment are stated at cost, less accumulated depreciation and impairment, if any. Direct costs relating to the acquisition and installation of tangible assets are capitalized. Cost of tangible assets not ready for their intended use as at the reporting date are included in "Capital works in progress".

Tangible leased assets acquired under finance lease are capitalized as owned assets at their fair value on date of acquisition. Fair value is the lower of minimum of future lease rentals or present value of lease rentals.

Depreciation is computed using written down value method, based on the prescribed useful lives for tangible assets specified under Schedule II of the Companies Act, 2013. Depreciation on assets purchased during the year is charged proportionately from the date of putting to use. Leased assets capitalised as owned assets are depreciated over their primary period of lease.

6. Intangible Assets & Amortization

Intangible assets comprise of acquired software and internally developed engineering solutions/ systems and software. Acquired intangibles are measured on initial recognition at cost. Subsequently, intangible assets are recognised at cost less accumulated amortization and any impairment. Internally developed intangible assets are capitalised at the development stage and all research costs are charged to Statement of Profit and Loss in the year in which the expenditure is incurred.

Intangible assets are amortised on straight line basis over the estimated useful economic life of the asset. The amortisation period and the amortisation method are reviewed at the end of each financial year. If the estimated useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

7. Impairment of assets

The carrying amounts of tangible assets and intangible assets are reviewed at each reporting date to

determine if there is any indication of impairment of assets and the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets (cash generating unit or CGU) that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of an asset or CGU is the greater of its value in use and its net selling price. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. Impairment losses are recognised in statement of profit and loss. Impairment loss recognised in respect of a CGU is reduced by the carrying amounts of the other assets in the CGU on a pro-rata basis.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists or has decreased, the assets or CGU's recoverable amount is estimated and the impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised. Such a reversal is recognised in the Statement of Profit and Loss.

8. Current Assets, loans & advances

In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are made & not in excess of the amount reasonably necessary. Moreover, Balances of Receivables, Loans & Advances and Current Liabilities are subject to confirmation, reconciliation and adjustments, if any.

9. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, development, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to be ready for its intended use or sale. All other borrowing costs are recognised as expenses in the period in which they are incurred.

10. Investment

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long-term investment which is expected to be realised within twelve months of the reporting date is presented under 'current assets' as "current portion of long term investments" in accordance with the current/ non-current classification scheme of Schedule III.

Long-term investments (including current portion thereof) are carried at cost less any other than temporary diminution in value, determined separately for each individual investment.

Current investments are carried at the lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investment i.e., equity shares, preference shares, convertible debentures etc.

Any reduction in the carrying amount and any reversal of such reduction is charged or credited to the Statement of Profit and Loss.

11. Foreign currency Transaction

a. Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b. Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

c. Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year/period, or reported in previous financial statements, are recognized as income or as expenses in the year/period in which they arise except those arising from investments in non-integral operations.

12. Employee Benefits

a. Defined Contribution Plan

Retirement benefits in the form of Provident Fund are a defined contribution scheme and contributions are charged to the Statement of Profit and Loss for the year when the contributions are due.

b. Post-Employment Benefits

Post-Employment Benefits in the form of Gratuity is recognized as an expense in the Statement of Profit and Loss on actual basis during the period in which the eligible employee leaves the service of the Company and settlements of his dues are made.

c. Employee Leave Entitlement

The employees of the Company are entitled to leave as per the leave policy of the Company. The liability in respect of unutilized leave is charged to Statement of Profit and Loss on actual basis in the year when it is claimed.

13. Taxation

a. Current Tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

b. Deferred Tax

Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized 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 realized.

The carrying amounts of deferred tax assets are reviewed at each balance sheet date. The Company writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that

it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

14. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the notes to accounts.

Contingent Assets are neither recognized nor disclosed in the financial statements.

15. Earnings per Share

The basic earnings per share is computed by dividing the net profit after tax attributable to equity shareholders for the reporting period by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit after tax attributable to equity share holders for the reporting period and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2. Other Significant Notes

- a) The company cannot identify the enterprises which have been providing goods and services to the company and which qualify under the definition of Micro Small and Medium Enterprise Development Act, 2006. Hence, the details required to be disclosed in this respect, cannot be disclosed.
- b) The figures of the previous year have been regrouped/recast wherever necessary so as to make them comparable with current year's figures.

NOTE I.1: RESTATED CONSOLIDATED STATEMENT OF SHARE CAPITAL

Particulars	For the period ended 30 June, 2018		As at 31st March					
			2018		2017		2016	
	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹
<u>Authorised</u>								
Equity Shares of ₹10 each	1,500,000	15,000,000	1,500,000	15,000,000	1,500,000	15,000,000	1,500,000	15,000,000
<u>Issued</u>								
Equity Shares of ₹10 each	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520
<u>Subscribed & Paid up</u>								
Equity Shares of ₹10 each fully paid up	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520
TOTAL	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520

Notes:

I.1.1 Rights, preferences, restrictions of Equity Shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share.

In the event of the liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

I.1.2 Reconciliation of no of Shares Outstanding at the end of the year

Particular	For the period ended 30 June, 2018		As at 31st March					
			2018		2017		2016	
	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹
Shares outstanding at the beginning of the year	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520
Shares Issued during the year	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520	1,345,752	13,457,520

I.1.3 Details of Shareholding more than 5% of the equity aggregate shares in the company:

Particular	As at 31st March					
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	For the period ended 30 June, 2018		2018		2017		2016	
	Number	% Holding	Number	% Holding	Number	% Holding	Number	% Holding
Satya Simha Rao	421,250	31.30%	421,250	31.30%	421,250	31.30%	421,250	31.30%
Giridhar Laxminarayana	355,000	26.38%	355,000	26.38%	355,000	26.38%	355,000	26.38%
Robert H Tate	251,678	18.70%	251,678	18.70%	251,678	18.70%	251,678	18.70%

I.1.4 Details of shares issued for consideration other than cash.

Description	Year of issue	Number of shares
Sweat equity shares of ₹ 10 each fully paid	2013-14	55,300
	2011-12	61,450
	2010-11	28,173

NOTE - I.2 Restated Consolidated Statement of Reserves and Surplus

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
A. Securities Premium Account				
Balance as at the beginning of the year	49.34	49.34	49.34	49.34
(Add): Addition during the year	-	-	-	-
(Less): Share issue expense	-	-	-	-
Balance as at the end of the year	49.34	49.34	49.34	49.34
B. Balance in statement of Profit and Loss	-	-	-	-
Balance as at the beginning of the year	(150.07)	302.81	475.28	209.34
(+) Net Profit/(Net Loss) For the current year	(69.73)	(419.37)	(172.47)	265.94
(-) Dividend paid to holding company	-	(33.51)	-	-
Balance as at the end of the year	(219.79)	(150.07)	302.81	475.28
C. Foreign exchange Translation Reserve	-	-	-	-
Balance as at the beginning of the year	63.64	65.35	70.88	57.78
Additions during the year	8.19	(1.71)	(5.53)	13.10
Balance as at the end of the year	71.83	63.64	65.35	70.88
Total	(98.62)	(37.09)	417.50	595.50

NOTE - I.3 Restated Consolidated Statement of Long-Term Borrowings

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Secured				
Term loans				
From Bank & Financial Institutions				
Indian Rupee term loan – secured	51.04	62.24	50.70	10.63
Foreign currency term loans – secured	299.99	324.14	10.13	105.23
Long Term Lease Finance	1.21	4.60	10.36	-
Unsecured				
(c) Loans and Advances from Bank & Financial Institutions				
Indian Rupee term loan	77.90	51.63	-	-
Total	430.13	442.61	71.19	115.86

- 1) Foreign currency term loan having original principal loan amount of USD 75,936.55 (equivalent to ₹ 4,500,000/- on date of disbursement) carrying floating rate of interest of USD 6 months LIBOR plus 5% p.a. (5.65% at year-end). The loan is repayable in 36 monthly instalments of USD 2,287 per month including interest, starting from 28th November, 2014.
- 2) Foreign currency term loan having original principal loan amount of USD 160,513.65 (equivalent to ₹ 10,000,000/- on date of disbursement) carrying floating rate of interest of USD 6 months LIBOR plus 5% p.a. (5.82% at year-end). The loan is repayable in 36 monthly instalments of USD 4,843 per month including interest, starting from 20th July, 2015.
- 3) Foreign currency term loan having original principal loan amount of USD 147,449.13 (equivalent to ₹ 10,000,000/- on date of disbursement) carrying floating rate of interest of USD 6 months LIBOR

plus 5% p.a. (5.88% at year-end). The loan is repayable in 24 monthly instalments of USD 6,526 per month including interest, starting from 20th March, 2016.

- 4) Indian rupee loan having original principal loan amount of ₹ 5,500,000/ carrying floating rate of interest of 12.25% p.a. at year end. The loan is repayable in 36 monthly instalments of ₹ 189,532 per month including interest, starting from 5th September 2014.
- 5) Indian rupee loan having original principal loan amount of ₹ 7,500,000/ carrying floating rate of interest of 10.25% p.a. at year end. The loan is repayable in 36 monthly instalments of ₹ 245,000 per month including interest, starting from 5th February 2017.

The above loans are in the nature of working capital term loans and secured by exclusive charge on all existing and future current assets/ moveable assets of the Company, collateral security of immovable properties of a promoter director and of a relative of a promoter director and personal guarantees of promoter directors and of a relative of a promoter director.

NOTE - I.4 Restated Consolidated Statement of Deferred Tax Assets/(Liabilities)(Net)

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Deferred tax liability				
Fixed assets	10.06	9.71	28.74	53.70
Deferred rent liability	-	-	8.79	-
Accelerated depreciation	-	-	2.62	-
Charitable contribution carry forward	-	-	0.25	-
	10.06	9.71	40.41	53.70
Deferred tax asset				
Amortisation	(6.86)	95.25	2.09	-
Provision for Gratuity	15.94	15.54	(12.98)	17.47
Provision for Leave encashment	6.27	5.79	(7.25)	11.59
Other expenses	5.74	18.75	(0.79)	1.72
	21.08	135.33	(18.93)	30.78
Total	(11.02)	(125.62)	(59.34)	22.92

NOTE- I.5 Restated Consolidated Statement of Long-Term Provisions

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Provision for employee benefits				
(i) Superannuation	-	-	-	-
(ii) Gratuity Provision	57.32	56.69	46.86	52.84
(iii) Leave Encashment	22.10	20.70	26.00	34.34
Total	79.42	77.39	72.86	87.18

NOTE- I.6 Restated Consolidated Statement of Short-Term Borrowing

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Secured				
Indian Rupee Overdraft loan - Secured	91.80	92.40	151.30	45.29
Foreign currency bill discounting loan - Secured	-	-	-	-
Loan from related parties (Directors)	74.68	73.50	6.48	-
Total	166.48	165.90	157.78	45.29

NOTE- I.7 Restated Consolidated Statement of Trade Payables

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
(a) Due to Others	190.18	206.51	146.52	159.01
Total	190.18	206.51	146.52	159.01

NOTE- I.8 Restated Consolidated Statement of Other Current Liabilities

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Statutory Dues	23.14	30.97	33.55	44.80
Other Payables	202.81	194.44	303.09	277.70
Current maturities of long-term borrowings	62.90	71.76	127.02	119.68
Total	288.86	297.18	463.66	442.17

NOTE- I.9 Restated Consolidated Statement of Short-Term Provisions

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Provision For				
(a) Employee benefits				
(i) Superannuation	-	-	-	-
(ii) Gratuity Provision	4.57	3.65	3.54	3.69
(iii) Leave Encashment	2.24	1.79	2.17	3.18
(b) Others:				
Provision for tax				
(Less: Advance payment of income-tax)	-	1.87	2.02	38.20
Total	6.81	7.31	7.74	45.07

Note I.10 Restated Consolidated Statement of Fixed Assets

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
		Balance as at 1 April 2015	Additions/ (Disposals)	Disposals	Balance as at 31 March 2016	Balance as at 1 April 2015	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2016	Balance as at 31 March 2016	Balance as at 31 March 2015
a	Tangible Assets											
	Computers & Peripherals	92.67	43.81	-	136.47	81.46	13.84	-	-	95.31	41.17	11.20
	Furniture & Fixture	87.44	-	-	87.44	45.14	14.27	-	-	59.42	28.02	42.29
	Office Equipments	28.08	38.74	-	66.82	15.88	19.64	-	-	35.52	31.30	12.19
	Plant & Machinery	11.25	-	-	11.25	10.87	0.00	-	-	10.87	0.39	0.39
	Total	219.43	82.55	-	301.98	153.35	47.75	-	-	201.11	100.87	66.08
	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
	Acquired Software	252.04	73.88	-	325.92	117.11	51.95	-	-	169.06	156.86	134.93
	Internally Developed	-	253.13	-	253.13	-	49.22	-	-	49.22	203.91	-
	Total	252.04	327.01	-	579.05	117.11	101.17	-	-	218.28	360.77	134.93
	Total	471.47	409.56	-	881.03	270.47	148.92	-	-	419.39	461.64	201.00

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
		Balance as at 1 April 2016	Additions	Disposal/ Adjustment	Balance as at 31 March 2017	Balance as at 1 April 2016	Depreciation charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/ Adjustments	Balance as at 31 March 2017	Balance as at 31 March 2017	Balance as at 31 March 2016
a	Tangible Assets	-	-	-	-	-	-	-	-	-	-	-
	Leasehold Improvement	-	98.85	-	98.85	-	14.27	-	-	14.27	84.58	-
	Computers & Peripherals	136.47	12.59	-	149.07	95.31	27.16	-	-	122.47	26.59	41.17
	Furniture & Fixture	87.44	0.39	-	87.82	59.42	12.61	-	-	72.02	15.80	28.02

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2016	Additions	Disposal/Adjustment	Balance as at 31 March 2017	Balance as at 1 April 2016	Depreciation charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/Adjustments	Balance as at 31 March 2017	Balance as at 31 March 2017	Balance as at 31 March 2016
Office Equipments	66.82	4.96	-	71.78	35.52	22.03	-	-	57.55	14.23	31.30
Plant & Machinery	11.25	-	-	11.25	10.87	0.00	-	-	10.87	0.39	0.39
Total	301.98	116.79	-	418.77	201.11	76.08	-	-	277.18	141.59	100.87
Intangible Assets											
Acquired Software	325.92	0.52	-	326.44	169.06	44.96	-	-	214.02	112.42	156.86
Internally Developed	253.13	-	-	253.13	49.22	84.38	-	-	133.60	119.53	203.91
Total	579.05	0.52	-	579.57	218.28	129.34	-	-	347.63	231.94	360.77
Total	881.03	117.31	-	998.34	419.39	205.42	-	-	624.81	373.53	461.64

(₹ in Lakhs)

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2017	Additions	Disposal/Adjustment	Balance as at 31 March 2018	Balance as at 1 April 2017	Depreciation charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/Adjustments	Balance as at 31 March 2018	Balance as at 31 March 2018	Balance as at 31 March 2017
a Tangible Assets											
Leasehold Improvement	98.85	-	-	98.85	14.27	45.57	-	-	59.84	39.01	84.58
Computers & Peripherals	149.07	6.96	-	156.03	122.47	18.81	-	-	141.28	14.75	26.59
Furniture & Fixture	87.82	-	-	87.82	72.02	8.06	-	-	80.08	7.74	15.80
Office Equipments	71.78	-	-	71.78	57.55	11.58	-	-	69.13	2.65	14.23
Plant & Machinery	11.25	-	-	11.25	10.87	0.00	-	-	10.87	0.39	0.39
Total	418.77	6.96	-	425.73	277.18	84.02	-	-	361.20	64.53	141.59
Intangible Assets	-	-	-	-	-	-	-	-	-	-	-

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2017	Additions	Disposal/Adjustment	Balance as at 31 March 2018	Balance as at 1 April 2017	Depreciated on charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/Adjustments	Balance as at 31 March 2018	Balance as at 31 March 2018	Balance as at 31 March 2017
Acquired Software	326.44	-	-	326.44	214.02	40.93	-	-	254.95	71.49	112.42
Internally Developed	253.13	-	-	253.13	133.60	84.38	-	-	217.99	35.14	119.53
Total	579.57	-	-	579.57	347.63	125.31	-	-	472.94	106.63	231.94
Total	998.34	6.96	-	1,005.30	624.81	209.33	-	-	834.14	171.16	373.53

(₹ in Lakhs)

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2018	Additions	Disposal/Adjustment	Balance as at 31 June 2018	Balance as at 1 April 2018	Depreciated on charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/Adjustments	Balance as at 30 June 2018	Balance as at 30 June 2018	Balance as at 31 March 2018
a Tangible Assets											
Leasehold Improvement	98.85	-	-	98.85	59.84	-	-	-	59.84	39.01	39.01
Computers & Peripherals	156.03	0.44	5.53	150.94	141.28	1.38	-	2.68	139.99	10.95	14.75
Furniture & Fixture	87.82	-	-	87.82	80.08	0.58	-	1.10	79.56	8.26	7.74
Office Equipment's	71.78	0.22	1.12	70.88	69.13	0.14	-	0.04	69.24	1.64	2.65
Plant & Machinery	11.25	-	-	11.25	10.87	0.00	-	-	10.87	0.39	0.39
Total	425.73	0.66	6.65	419.74	361.20	2.11	-	3.82	359.49	60.25	64.53

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
	Balance as at 1 April 2018	Additions	Disposal/Adjustment	Balance as at 31 June 2018	Balance as at 1 April 2018	Depreciation charge for the year	Amount Charged to Reserves (refer Note below)	Deductions/Adjustments	Balance as at 30 June 2018	Balance as at 30 June 2018	Balance as at 31 March 2018
Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
Acquired Software	326.44	-	-	326.44	254.95	11.06	-	-	266.01	60.43	71.49
Internally Developed	253.13	-	-	253.13	217.99	8.76	-	-	226.75	26.38	35.14
Total	579.57	-	-	579.57	472.94	19.83	-	-	492.76	86.81	106.63
Total	1,005.30	0.66	6.65	999.31	834.14	21.93	-	3.82	852.25	147.06	171.16

Intangible assets under development

Changes in the carrying amount of intangible assets under development for the year ended 31st March 2016

(₹ in Lakhs)

Particulars	Gross Block				Amortisation						Net Block	
	As at 1-4-2015	Additions	Deletions	As at 31-03-2016	Upto 1-4-2015	For the year	Impairment	Adjustment	Deletion	Total upto 31-03-2016	As at 31-03-2016	As at 31-03-2015
Under Development		45.24	253.13	9.82	-	-	-	-	-	-	9.82	217.71

Changes in the carrying value of intangible assets for the year ended 31st March 2017

(₹ in Lakhs)

Particulars	Gross Block				Amortisation						Net Block	
	As at	Additions	Deletions	As at	Upto	For the	Impairment	Adjustment	Deletion	Total upto	As at	As at
	1-4-2016			31-03-2017	1-4-2016	year				31-03-2017	31-03-2017	31-03-2016
Under Development	9.82	107.16	-	116.98	-	-	-	-	-	-	116.98	9.82

Changes in the carrying value of intangible assets for the year ended 31st March 2018

(₹ in Lakhs)

Particulars	Gross Block				Amortisation						Net Block	
	As at	Additions	Deletions	As at	Upto	For the	Impairment	Adjustment	Deletion	Total upto	As at	As at
	1-4-2017			31-03-2018	1-4-2017	year				31-03-2018	31-03-2018	31-03-2017
Under Development	116.98	-	-	116.98	-	-	-	-	-	-	116.98	116.98

Changes in the carrying value of intangible assets for the year ended 30 June 2018

(₹ in Lakhs)

Particulars	Gross Block				Amortisation						Net Block	
	As at	Additions	Deletions	As at	Upto	For the	Impairment	Adjustment	Deletion	Total upto	As at	As at
	1-4-2018			30-06-2018	1-4-2018	year				30-06-2018	30-06-2018	31-03-2018
Under Development	116.98	-	-	116.98	-	-	-	-	-	-	116.98	116.98

NOTE- I.11 Restated Consolidated Statement of Long-term Loans and advances

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
(Unsecured and Considered Good)				
a. Long Term Loans & Advances recoverable from Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company				
b. Other Long-Term Loans & Advances				
Security Deposits	0.22	0.22	0.22	0.22
Advance Tax (Net of Provision for Income Tax)	-	-	-	-
Advance against Capital Expenditure	-	-	-	-
Total	0.22	0.22	0.22	0.22

NOTE- I.12 Restated Consolidated Statement of Trade Receivables

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
(Unsecured and Considered Good)				
a. From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors / Group Companies				
Over Six Months	-	6.93	-	-
Others	-	-	-	-
b. From Others	-	-	-	-
a) Over Six Months	-	455.13	79.75	5.86
Considered good	438.71	78.09	553.22	532.07
Considered doubtful	-	-	-	-
Less: Provision for doubtful debts	-	-	-	-
Sub-total	438.71	533.22	632.97	537.93
b) Others	-	-	-	-
Total	438.71	540.15	632.97	537.93

NOTE- I.13 Restated Consolidated Statement of Cash & Cash Equivalent

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
a. Cash & cash equivalents				
Cash on hand	0.35	0.07	1.64	1.78
Balances with banks	-	-	-	-
- In current accounts	51.01	24.51	50.81	349.02
- Balances held on EEFC account	32.70	11.13	31.76	70.70
Total	84.06	35.72	84.21	421.51

NOTE- I.14 Restated Consolidated Statement of Short Term Loans & Advances

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
(Unsecured and Considered Good)				
a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company				
b. Balance with Government Authorities	206.13	224.73	124.91	88.55
c. Others (specify nature)				
i) Prepaid Expenses	13.95	12.72	8.86	19.27
ii) Staff Advances	1.04	1.45	1.25	3.15
iii) Deposits	21.06	17.86	14.63	14.77
iv) Other Advances Recoverable in cash or in kind	2.30	-	-	-
Considered good	-	2.48	0.74	12.20
Considered doubtful	-	-	-	-
Less: Provision for doubtful advances	-	-	-	-
Sub-total	-	2.48	0.74	12.20
Total	244.49	259.24	150.39	137.94

NOTE- I.15 Restated Consolidated Statement of Other Current Assets

(Rs in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Unbilled revenue	19.86	27.92	36.95	78.53
Other receivables from subsidiary and associate companies	-	-	-	-
MAT Credit	24.69	15.97	15.97	-
Maintenance Agreement	110.73	0.02	0.02	-
Other Current Asset	-	1.38	1.25	-
Total	155.29	45.29	54.19	78.53

NOTE - II.1 Restated Consolidated Statement of Reserves and Surplus

(₹ in Lakhs)

Particulars	For the period ended June 30, 2018	For the year ended		
		2018	2017	2016
Revenue from Operations	-	-	-	-
Sale of goods/services as applicable	-	-	-	-
Sale of services	-	-	-	-
- Revenue from research, design & product development services	472.28	2,534.15	3,215.88	4,069.23
Gross Total	472.28	2,534.15	3,215.88	4,069.23

NOTE - II.2 Restated Consolidated Statement of Other Income

(₹ in Lakhs)

Particulars	For the period ended June 30, 2018	For the year ended		
		2018	2017	2016
Exchange fluctuation gain (net)	-	9.66	-	0.77
Miscellaneous Income	76.11	33.20	12.29	-
Dividend from subsidiary company	-	29.29	-	-
Interest from banks	-	0.02	3.60	-
Gross Total	76.11	72.17	15.88	0.77

NOTE - II.3 Restated Consolidated Statement of Employee Cost

(₹ in Lakhs)

Particulars	For the period ended June 30, 2018	For the year ended		
		2018	2017	2016
Salaries and allowances	326.11	1,908.30	1,941.36	2,243.55
Contributions to provident and other funds	17.07	147.27	160.28	140.48
Gratuity	2.50	17.31	7.78	16.13
Leave encashment	2.50	0.50	8.08	16.14
Staff welfare expenses	12.66	77.95	91.17	101.01
Gross Total	360.83	2,151.33	2,208.67	2,517.31

NOTE - II.4 Restated Consolidated Statement of Finance Cost

(₹ in Lakhs)

Particulars	For the period ended June 30, 2018	For the year ended		
		2018	2017	2016
Interest	34.88	111.84	25.88	21.90
Lease finance charges	0.63	2.46	2.66	4.92
Bank Charges	2.62	14.30	31.74	11.97
Gross Total	38.14	128.61	60.29	38.79

NOTE - II.5 Restated Consolidated Statement of Depreciation / Amortization Cost

(₹ in Lakhs)

Particulars	For the period ended June 30, 2018	For the year ended		
		2018	2017	2016
Depreciation	1.00	79.37	76.08	52.88
Amortization	19.83	129.95	129.34	96.16
Gross Total	20.83	209.33	205.42	149.04

NOTE - II.6 Restated Consolidated Statement of Other Expenses**(₹ in Lakhs)**

Particulars	For the period ended June 30, 2018	For the year ended		
		2018	2017	2016
Product design expenses	33.01	182.58	254.20	260.07
Professional charges	45.74	163.84	222.98	213.79
Rent	37.01	79.68	147.99	159.61
Internet & communication charges	7.98	59.68	56.76	67.54
Travelling & conveyance	7.29	46.49	144.50	91.54
Miscellaneous expenses	1.66	26.06	31.32	39.20
Power & water	6.17	27.92	28.07	27.27
Bad Debts	(0.48)	2.38	-	-
Repairs and maintenance	3.73	19.56	44.25	61.98
Insurance	2.73	11.13	12.73	11.62
Auditors remuneration	1.32	13.67	8.46	9.35
Rates, taxes and duties	0.51	6.55	8.81	10.24
Exchange fluctuation loss (net)	33.18	-	4.86	-
Business development Expenses	5.01	3.65	10.07	9.92
Hire Charges	0.98	29.18	37.59	19.09
Gross Total	185.83	672.37	1,012.59	981.22

ANNEXURE – V: MATERIAL ADJUSTMENT TO THE RESTATED CONSOLIDATION FINANCIAL STATEMENT

1. Material Regrouping

Appropriate adjustments have been made in the Restated Consolidated Financial Statements of Assets/ and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

ANNEXURE : V.1 INTER GROUP ADJUSTMENT TO THE RESTATEMENT CONSOLIDATED FINANCIALS STATEMENT

Group	Sub-Group	TF to/TF From	Group	Sub-Group	For the period ended June 30, 2018	For the year ended March 31			Remark
						2018	2017	2016	
Current Liabilities	Deferred Tax Liability	TF to	Non Current Liabilities	Deferred Tax Liability				(22.91)	Appropriate regrouping have been made in the Restated Consolidated Financial Information, wherever required, by reclassification of the corresponding items of assets and liabilities, in order to bring them in line with the requirements of Schedule II of the Companies Act, 2013
Non Current Liabilities	Deferred Tax Liability	TF from	Current Liabilities	Deferred Tax Liability				22.91	
Current Assets	Deferred Tax Asset	TF to	Non Current Assets	Deferred Tax Asset	(23.51)	(125.62)	(59.33)		
Non Current Assets	Deferred Tax Asset	TF from	Current Assets	Deferred Tax Asset	23.51	125.62	59.33		
Short Term Provision	Audit Fees and other accruals	TF to	Other Current Liabilities	Other Payable	(5.78)				
Other Current Liabilities	Other Payable	TF from	Short Term Provision	Audit Fees and other accruals	5.78				
Short Term Provision	Provident fund Payable	TF to	Other Current Liabilities	Statutory dues	(2,210)				
Other Current Liabilities	Statutory dues	TF from	Short Term Provision	Provident fund Payable	2,210				

Group	Sub-Group	TF to/TF From	Group	Sub-Group	For the period ended June 30, 2018	For the year ended March 31			Remark
						2018	2017	2016	
Other Income	Exchange Fluctuation	TF to	Other Expenses	Exchange Fluctuation	(10.36)		(9.81)		
Other Expenses	Exchange Fluctuation	TF from	Other Income	Exchange Fluctuation	(10.36)		(9.81)		
Short term Loans and Advances	Inter Company Receivable	TF to	Reserves and Surplus	Foreign Translation Reserve	3.44	(2.21)	(4,176)		While translating the financials statement of subsidiary for consolidation purpose into reporting currency, the difference due to exchange rate was not eliminated and shown as inter company receivable in audited consolidated financials statement. The same has been rectified in restated financials.
Reserves and Surplus	Foreign Translation Reserve	TF from	Short term Loans and Advances	Inter Company Receivable	(3.44)	2.21	4,176		
Other Expenses	Inter Company Expenses	TF to	Other Expenses	Exchange Fluctuation	0.50		(0.02)		While translating the income statement of

Group	Sub-Group	TF to/TF From	Group	Sub-Group	For the period ended June 30, 2018	For the year ended March 31			Remark
						2018	2017	2016	
Other Expenses	Exchange Fluctuation	TF from	Other Expenses	Inter Company Expenses	(0.50)		0.02		subsidiary for consolidation, the inter company entry (Income and expense) were eliminated and the difference on account of exchange rate was wrongly shown as inter company expenses in audited consolidated financials statement. The same has been rectified in restated financials.

Other Material Adjustment

Group	Subgroup	For the period ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	Remark
Other Income	Non-Operating Income from Subsidiary	(0.98)	-	(58.36)	-	For the year ended 31st March, 2017 and quarter ended 30th June, 2018 the income of Parent Company received from Subsidiary and the corresponding expenses of

Group	Subgroup	For the period ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	Remark
Employee Benefit Expenses	Salaries and Allowance	0.98	-	58.17	-	Subsidiary charged by Parent Company was not eliminated while preparing the audited financial statement for the respective period. The same has been given effect in restated financials.
Other Expenses	Exchange Fluctuation	0.00	-	0.19	-	

ANNEXURE VI - RESTATED CONSOLIDATED STATEMENT OF CONTINGENT LIABILITIES

(₹ in Lakhs)

Particulars	As at June 30, 2018	As at 31st March		
		2018	2017	2016
Contingent Liabilities				
a. Claims against the company not acknowledged as debts				
1. Disputed Income Tax matters				
AY 2013-14	569.31	569.31	579.31	609.80
AY 2014-15	71.27	71.27	72.55	-
(Future cash flow in respect of the above, if any, is determinable only on receipt of judgements/ decisions pending with the relevant authorities.)	-	-	-	-
Total	640.58	640.58	651.86	609.80

ANNEXURE VII - RESTATED CONSOLIDATED STATEMENT OF RELATED PARTIES

(₹ in Lakhs)

Name	Nature of Relationship	Nature of Transaction	For the period ended 30 June 2018		For the year ended 31 March 2018		For the year ended 31 March 2017		For the year ended 31 March 2016	
			Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount	Amount of Transaction	Outstanding amount
Satya Simha Rao	Director	Managerial remuneration	-	-	12.29	4.92	38.03	3.17	37.90	3.16
Giridhar L	Director	Managerial remuneration	-	-	11.83	7.10	38.03	3.17	37.90	3.16
Srinivas Mantripragada	Director	Managerial remuneration	-	-	-	-	23.28	-	88.98	14.49
Satya Simha Rao	Director	Loan from Director	-	-	43.50	42.25-	-	-	-	-
Satya Simha Rao	Director	Loan Repayment	-	-	1.25		-	-	-	-
Giridhar L	Director	Loan from Director	-	-	30.00	30.00	-	-	-	-
Giridhar L	Director	Other Transaction	-	-	1.64	3.34	-	-	-	-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the period ended June 2018 and for the financial year ended March 31, 2018, 2017 and 2016. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "*Financial Statements*" and the chapter titled "*Restated Financial Statements*" on page 146 of the Draft Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "*Risk Factors*" on page 22 of this Draft Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "*Forward-Looking Statements*" on page 13 of this Draft Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Axiom Consulting Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for Financial Years 2018, 2017 and 2016 included in this Draft Prospectus beginning on page 146 of this Draft Prospectus.

OVERVIEW

Our Company is a complete lifecycle Product & Packaging Design and Digital Solution Company. Our Company was incorporated as "Axiom Consulting Private Limited" under the Companies Act, 1956 *vide* Certificate of Incorporation dated June 19, 2001 bearing registration number 029153 issued by the Registrar of the Companies, Karnataka. Subsequently, *vide* fresh Certification of Incorporation dated September 04, 2018, our Company was converted into a public limited company and the name of Company is "Axiom Consulting Limited".

Launched in January, 2002, Axiom Consulting is a Global Product and Packaging Development and Innovation company that blends design thinking, creativity, technology, engineering and prototyping to help clients transform ideas into breakthrough products and solutions. Axiom is headquartered in Bangalore with offices in Singapore, Brussels and Cincinnati. We work globally with Fortune 500 Multinationals, as well as many large, mid-sized and early stage companies and start-ups. Axiom's growth has been driven by an entrepreneurial spirit, a can-do attitude and an empowered culture. Our Company services Consumer Packaging, Consumer Product, Healthcare, Home Appliances, Technology verticals and Supply Chain solutions.

We manage the product and package development life cycle, from early stage R&D and technology feasibility to mechanical engineering, embedded electronics and prototype development to manufacturing for large consumer packaging, consumer goods, hi-tech, healthcare and package development companies. Our teams, made up of researchers, industrial design engineers, product and packaging specialists, and manufacture coordinating engineers, thrive on innovating and finding effective solutions to unique and often steep challenges.

Significant developments subsequent to the last financial year:

After the date of last financial year i.e. March 31, 2018, the Directors of our Company confirm that, there have not been any significant material developments which materially and adversely affect or is likely to affect within the next twelve months for the trading or profitability of the Company, the value of its assets or its ability to pay its liability. However following material events have occurred after the last audited period.

1. The shareholders of our Company approved the resolution for conversion of Axiom Consulting Private Limited to Axiom Consulting Limited in their meeting held on August 17, 2018.

2. The shareholders of our Company appointed Ravindra Krishnappa and Prabhudda Das Gupta as Non-executive Director in the extra-ordinary general meeting held on August 17, 2018.
3. The Board of Directors appointed Sachi Irde and Neeraj Sampath Mitran as Non-executive director in their meeting held on September 18, 2018.
4. The Board of Directors of our Company has approved and passed resolution on September 26, 2018 to authorize the Board of Directors to raise the funds by way of Initial Public Offering.
5. The shareholders of our Company regularized Ravindra Krishnappa and Prabhudda Das Gupta as Non-executive Independent Director in the extra-ordinary meeting held on September 26, 2018.
6. The shareholders of our Company appointed Satya Simha Rao as Managing Director and Lakshminarayan Giridhar as Joint Managing Director of the Company in the extra-ordinary meeting held on September 26, 2018.
7. The shareholders of our Company have approved the proposal for increase in authorised capital from ₹ 1,50,00,000 divided into 15,00,000 Equity shares to ₹ 4,50,00,000 divided into 45,00,000 Equity Shares in the extra-ordinary meeting held on September 26, 2018.
8. Shareholders of our Company has approved the proposal to issue bonus shares in the ratio of 7 Shares for every 10 shares held in the extra-ordinary meeting held on September 26, 2018.
9. Board of Directors in their meeting held on October 23, 2018 allotted bonus shares of 9,42,027 Equity shares.
10. The Shareholders of our Company has approved change in designation of Sachi Irde from Non-executive Director to Non-Executive Independent Director in the extra-ordinary meeting held on November 16, 2018.

Discussion on Results of Operation:

The following discussion on results of operations should be read in conjunction with the Audited Financial Results of our Company for the years ended March 31, 2018, 2017 and 2016.

Key factors affecting the results of operation:

Our Company's future results of operations could be affected potentially by the following factors:

- Political instability in the Country.
- Continued slowdown in Retail and CPG
- Macro Economic Developments
- Competition from existing players:
- Company's ability to successfully implement strategy
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate
- Recession in the market
- Failure to adapt to the changing needs of industry and in particular CPG may adversely affect our business
- and financial condition;

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, "Annexure IV" beginning under Chapter titled "*Financial Statements*" beginning on page 146 of the Draft Prospectus.

Discussion on Results of Operation: (Consolidated Financial Statements)

The following discussion on results of operations should be read in conjunction with the Financial Results of our Company for the for the years ended March 31, 2018, 2017 and 2016

OVERVIEW OF REVENUE AND EXPENDITURE

REVENUE

Revenue of operations

Our primary revenue is from research, design & product development services.

Other Income

Our other income mainly consists of interest from banks, exchange fluctuation gain, Miscellaneous Income, dividend from subsidiary company, etc.

(₹ in Lakhs)

Particulars	For the month ended June 30, 2018	For the period ended March 31,		
		2018	2017	2016
Income				
Revenue from operations	472.28	2534.15	3215.88	4069.23
As a % of total Income	86.12%	97.23%	99.51%	99.98%
Other Income	76.11	72.17	15.88	0.77
As a % of Total Income	13.88%	2.77%	0.49%	0.02%
Total Revenue	548.40	2606.32	3231.77	4070.00

EXPENDITURE

Our total expenditure primarily consists of employee benefit expenses and rent for the premises, product design expenses, exchange fluctuation loss, professional charges paid and other expenses.

Employment Benefit Expenses

It includes Salaries and allowances, Contributions to provident and other funds, Gratuity, Leave encashment and other expenses.

Other Expenses

It includes product design expenses, exchange fluctuation loss, professional charges paid and other expenses.

Finance Costs

Our finance costs mainly include lease finance charges, Bank charges and interest.

Depreciation

Depreciation includes depreciation and amortization.

RESULTS OF OUR OPERATION (Consolidated Financial Statements)

(₹In Lakhs)

Particulars	For the month ended June 30, 2018	For the year ended March 31,		
		2018	2017	2016
Revenue from operations				
Sale of service	472.28	2,534.15	3,215.88	4,069.23
% of Total Revenue	86.12%	97.23%	99.51%	99.98%
Other Income	76.11	72.17	15.88	0.77
% of Total Revenue	13.88%	2.77%	0.49%	0.02%
Total Revenue	548.40	2,606.32	3,231.77	4,070.00
Variance	-	(19.35)	(20.60)	-
Expenses				
Employee Benefits expenses	360.83	2,151.33	2,208.67	2,517.31
% total Revenue	65.80%	82.54%	68.34%	61.85%
Other expenses	185.83	672.37	1,012.59	981.22
% total Revenue	33.96%	25.80%	31.33%	24.11%
% Increase/(Decrease)	-	(33.60)	3.20	-
Total Expenses	546.66	2823.71	3221.27	3498.53
% to total revenue	99.68%	108.34%	99.68%	85.96%

Particulars	For the month ended June 30, 2018	For the year ended March 31,		
		2018	2017	2016
Restated Profit before interest, tax, depreciation and amortisation (EBITDA)	1.73	(217.39)	10.50	571.47
Finance Costs	38.14	128.61	60.29	38.79
% total Revenue	6.95%	4.93%	1.87%	0.95%
% Increase/(Decrease)	-	113.34%	55.40%	-
Depreciation and amortization expenses	20.83	209.33	205.42	149.04
% total Revenue	3.80%	8.03%	6.36%	3.66%
% Increase/(Decrease)	-	1.90%	37.83%	-
Restated profit (Loss) before tax	(57.23)	(555.33)	(255.20)	383.64
Exceptional Item		-	-	(10.65)
Total tax expense	12.49	(135.96)	(82.73)	117.70
Restated profit (Loss) after tax from continuing operations (A)	(69.73)	(419.37)	(172.47)	265.94
% to total revenue	(12.71)	(16.09)	(5.34%)	0.14

RESULT OF OPERATIONS FOR THE PERIOD ENDED JUNE 30, 2018

Income from Operations

Our revenue from operations for the period ended June 30, 2018 was ₹ 472.28 Lakhs which was about 86.12% of the total revenue and which includes revenue from research, design & product development services.

Other Income

Our other income for the period ended June 30, 2018 was ₹ 76.11 Lakhs which was about 13.88% of the total revenue and which includes miscellaneous income.

Expenditure:

Employee Benefits expenses:

The employee benefits expenses for the period ended June 30, 2018 is ₹ 360.83 Lakhs which was about 65.80% of the total revenue and which includes Salaries and allowances, Contributions to provident and other funds, Gratuity, Staff welfare expenses and other expenses.

Other Expenses

Other Expenses for the period ended June 30, 2018 is ₹ 185.83 Lakhs which was about 33.96% of the total revenue and which includes cost of product design expenses, rent, travelling & conveyance, repairs and maintenance.

EBITDA

Our EBITDA was ₹ 1.73 Lakhs for the period ended June 30, 2018

Financial Costs

Financial costs for the period ended June 30, 2018 were ₹ 38.14 Lakhs which was about 6.95% of the total revenue and which consists of interest expenses, lease from charges and Bank charges.

Depreciation

Depreciation for the period ended June 30, 2018 were ₹ 20.83 Lakhs which was about 3.80% of the total revenue and which consists of depreciation and amortization.

Profit after/(Loss) Tax

PAT/(Loss) for the period ended June 30, 2018 was ₹ (69.73) Lakhs.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2018 WITH FINANCIAL YEAR MARCH 31, 2017:

Income from Operations

The company is in business of complete lifecycle Product & Packaging Design and Digital Solution. The total income from operations for the Financial year 2017-18 was ₹ 2,534.15 Lakh as compared to ₹ 3,215.88 Lakhs during the Financial Year 2016-17 showing marginal decrease of 21.20% due to decrease in the demand in the Industry and due to our exclusive relationship with a client.

Other Income

The total other income for the Financial Year 2017-18 was ₹ 72.17 Lakhs as compared to ₹ 15.88 Lakhs for the Financial Year 2016-17. The increase of income is on account of increase in miscellaneous income which includes tax refunds in subsidiary companies.

Expenditure:

Employee Benefits expenses:

The employee benefits expenses for the Financial Year 2017-18 was ₹ 2,151.33 Lakhs which was 82.54 % of the total revenue. In Financial Year 2016-17 the employee benefits expenses was ₹ 2,208.67 Lakhs which was 68.34% of total Revenue. The decrease was in the lines of scale of operations.

Other Expenses

Other Expenses decreased from ₹ 1,012.59 Lakhs for the Financial Year 2016-17 to ₹ 672.37 Lakhs for the Financial Year 2017-18 showing decrease of 33.60%. The decrease is due to decrease in cost of product design expenses, rent, travelling & conveyance, repairs and maintenance.

EBIDTA

Our EBITDA was ₹ (217.39) Lakhs for the Financial Year 2017-18 as compared to ₹ 10.50 Lakhs for the Financial year 2016-17 showing decrease of 2170%. The decrease was due to decrease in scale of operations.

Financial Costs

The Financial costs were ₹ 128.61 Lakh in Financial Year 2017-18 as compared to ₹ 60.29 Lakh in the Financial Year 2016-17. Financial costs increased due to factoring cost i.e. bill discounting

Depreciation

The Depreciation for the Financial Year 2017-18 was ₹. 209.32 Lakh as compared to ₹. 205.42 Lakh for the Financial Year 2016-17. The depreciation is increased by 1.90% in the Financial Year 2018 as compared to the Financial Year 2017. The increase in depreciation is on account of addition in the fixed asset i.e. computer and accessories.

Profit After Tax

Profit After Tax decreased from ₹ (172.47) Lakhs for the Financial Year 2017 to ₹ (419.37) Lakhs in the Financial Year 2017-18. The profit after tax was decreased due to decrease in scale of operation and increase in finance costs.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2017 WITH FINANCIAL YEAR MARCH 31, 2016:

Income from Operations

The company is in business of complete lifecycle Product & Packaging Development and Digital Solutions. The total income from operations for the Financial Year 2016-17 was ₹ 3,215.88 Lakhs as compared to ₹ 4,069.23 Lakh during the Financial Year 2015-16 showing marginal decrease of 20.97% due to decrease in scale of business and due to our exclusive relationship with a client.

Other Income

The total other income for the Financial Year 2016-17 was ₹ 15.88 Lakhs as compared to ₹ 0.77 Lakhs for the Financial Year 2015-16. The increase of income is on account of increase in miscellaneous income.

Expenditure:

Employee Benefits Expenses:

The employee benefits expenses for the Financial Year 2016-17 was ₹ 2,208.67 Lakhs which was 68.34 % of the total revenue. In the Financial Year 2015-16, the employee benefits expenses was ₹ 2,5171.31 Lakhs which was 61.85% of total Revenue. The decrease is due to decrease in lines of scale of operations.

Other Expenses

Other Expenses increased from ₹ 981.21 Lakhs for the Financial Year 2015-16 to ₹ 1,012.59 Lakhs for the Financial Year 2016-17 showing increase of 3.20%. The increase is due to increase in travelling & conveyance, exchange fluctuation loss, hire charges, etc.

EBIDTA

Our EBITDA was ₹ 10.50 Lakhs for the Financial Year 2016-17 as compared to ₹ 571.47 Lakhs for the financial year 2015-16 showing decrease of (98.16)%. The decrease was due to scale of operations.

Financial Costs

The Financial costs were ₹ 60.29 Lakhs in the Financial Year 2016-17 as compared to ₹ 38.79 Lakhs in the Financial Year 2015-16. The increase was due to increase in bank charges.

Depreciation

The Depreciation for the Financial Year 2016-17 was ₹. 205.42 Lakhs as compared to ₹. 149.04 Lakhs for the Financial Year 2015-16. The depreciation is increased by 37.83% in the Financial Year 2016-17 as compared to the Financial Year 2015-16. The increase in depreciation is on account of leasehold improvement.

Profit After Tax

Profit After Tax decreased from ₹ 265.94 Lakhs for the Financial Year 2016-17 to ₹ (172.47) Lakhs in the Financial Year 2015-16. The profit after tax was decreased as compared to the Financial Year 2016-17 on decrease in scale of operation and increase in finance costs.

Discussion on Results of Operation: (Standalone Financial Statements)

The following discussion on results of operations should be read in conjunction with the Financial Results of our Company for the for the years ended March 31, 2018, 2017 and 2016

OVERVIEW OF REVENUE AND EXPENDITURE

REVENUE

Revenue of operations

Our primary revenue is from research, design & product development services.

Other Income

Our other income mainly consists of interest from banks, exchange fluctuation gain, Miscellaneous Income, dividend from subsidiary company, etc.

Particulars	For the month ended June 30, 2018	For the period ended March 31,		
		2018	2017	2016
Income				
Revenue from operations	166.94	593.09	863.74	1279.00

Particulars	For the month ended June 30, 2018	For the period ended March 31,		
		2018	2017	2016
As a % of total Income	88.76%	83.02%	89.07%	95.65%
Other Income	21.13	121.28	105.94	58.16
As a % of Total Income	11.24%	16.98%	10.93	4.35%
Total Revenue	188.07	714.36	969.38	1337.15

EXPENDITURE

Our total expenditure primarily consists of Employee benefit expenses and rent for the premises, product design expenses, exchange fluctuation loss, professional charges paid and other expenses.

Employment Benefit Expenses

It includes Salaries and allowances, Contributions to provident and other funds, Gratuity, Leave encashment and other expenses.

Other Expenses

It includes product design expenses, exchange fluctuation loss, professional charges paid and other expenses.

Finance Costs

Our finance costs mainly include lease finance charges, Bank charges and interest.

Depreciation

Depreciation includes depreciation and amortization.

RESULTS OF OUR OPERATION (Standalone Financial Statements)

(₹ In Lakhs)

Particulars	For the month ended June 30, 2018	For the year ended March 31,		
		2018	2017	2016
Revenue from operations				
Sale of service	166.94	593.09	863.74	1279.00
% of Total Revenue	88.76%	83.02%	89.07%	95.65%
Other Income	21.13	121.28	105.94	58.16
% of Total Revenue	11.24%	16.98%	10.93%	4.35%
Total Revenue	188.07	714.36	969.68	1,337.15
Variance	-	(26.33)	(27.48)	-
Expenses				
Employee Benefits expenses	76.70	454.26	576.26	793.16
% total Revenue	40.78%	63.59%	59.43%	59.32%
Other expenses	35.63	209.63	287.59	321.42
% total Revenue	18.94%	29.35%	29.66%	24.04%
% Increase/(Decrease)	-	(27.11)	(10.53)	-
Total Expenses	112.13	663.89	863.85	1114.58
% to total revenue	59.73%	92.94%	89.09%	83.35%
Restated Profit before interest, tax, depreciation and amortisation (EBIDTA)	75.74	50.47	105.83	222.57
Finance Costs	8.05	35.59	25.23	26.31
% total Revenue	4.28%	4.98%	2.60%	1.97%
% Increase/(Decrease)	-	41.04%	(4.09)%	-
Depreciation and amortization expenses	21.93	138.67	149.98	112.45
% total Revenue	11.66%	19.41%	15.47%	8.41%

Particulars	For the month ended June 30, 2018	For the year ended March 31,		
		2018	2017	2016
% Increase/(Decrease)	-	(7.54)%	33.38%	-
Restated profit (Loss) before tax	45.76	(123.79)	(69.38)	83.81
Exceptional Item		-	-	(10.65)
Total tax expense	12.49	(45.60)	(7.68)	33.48
Restated profit (Loss) after tax from continuing operations (A)	33.27	(78.18)	(61.70)	50.33
% to total revenue	(17.69%)	(10.94)%	(6.36%)	3.76%

RESULT OF OPERATIONS FOR THE PERIOD ENDED JUNE 30, 2018

Income from Operations

Our revenue from operations for the period ended June 30, 2018 was ₹ 166.94 Lakhs which was about 88.76% of the total revenue and which includes revenue from research, design & product development services.

Other Income

Our other income for the period ended June 30, 2018 was ₹ 21.13 Lakhs which was about 11.24% of the total revenue and which includes miscellaneous income.

Expenditure:

Employee Benefits expenses:

The employee benefits expenses for the period ended June 30, 2018 is ₹ 76.70 Lakhs which was about 40.78% of the total revenue and which includes Salaries and allowances, Contributions to provident and other funds, Gratuity, Staff welfare expenses and other expenses.

Other Expenses

Other Expenses for the period ended June 30, 2018 is ₹ 35.63 Lakhs which was about 18.94% of the total revenue and which includes cost of product design expenses, rent, travelling & conveyance, repairs and maintenance.

EBIDTA

Our EBITDA was ₹ 75.74 Lakhs for the period ended June 30, 2018 which was about 40.27% of the total revenue.

Financial Costs

Financial costs for the period ended June 30, 2018 were ₹ 8.05 Lakhs which was about 4.28% of the total revenue and which consists of interest expenses, lease from charges and Bank charges.

Depreciation

Depreciation for the period ended June 30, 2018 were ₹ 21.93 Lakhs which was about 11.66% of the total revenue and which consists of depreciation and amortization.

Profit after/(Loss) Tax

PAT/(Loss) for the period ended June 30, 2018 was ₹ 33.27 Lakhs.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2018 WITH FINANCIAL YEAR MARCH 31, 2017:

Income from Operations

The company is in business of complete lifecycle Product & Packaging Design and Digital Solution. The total income from operations for the Financial Year 2017-18 was ₹ 593.09 Lakh as compared to ₹

863.74 Lakhs during the Financial Year 2016-17 showing marginal decrease of 31.34% due to decrease in the demand in the Industry and due to our exclusive relationship with a client.

Other Income

The total other income for the Financial Year 2017-18 was ₹ 121.28 Lakhs as compared to ₹ 105.94 Lakhs for the Financial Year 2016-17. The increase of income is on account of increase in exchange fluctuation gain, miscellaneous income, non-operating income from subsidiaries and dividend from subsidiary companies.

Expenditure:

Employee Benefits expenses:

The employee benefits expenses for the Financial Year 2017-18 was ₹ 454.26 Lakhs which was 63.59 % of the total revenue. In Financial Year 2016-17 the employee benefits expenses was ₹ 576.26 Lakhs which was 59.34% of total Revenue. The decrease is due to reduction in the employee.

Other Expenses

Other Expenses decreased from ₹ 287.59 Lakhs for the Financial Year 2016-17 to ₹ 209.63 Lakhs for the Financial Year 2017-18 showing decrease of 27.11%. The decrease is due to no exchange fluctuation loss, decrease in insurance expenses, cost of product design expenses, rent, travelling & conveyance, repairs and maintenance, etc.

EBIDTA

Our EBITDA was ₹ 50.47 Lakhs for the Financial Year 2017-18 as compared to ₹ 105.83 Lakhs for the financial year 2016-17 showing decrease of 52.31%. The decrease was in lines with the scale of operation.

Financial Costs

Financial costs increased in the Financial Year 2017-18 as compared to Financial Year 2016-17. The Financial costs were ₹ 35.59 Lakhs in Financial Year 2017-18 as compared to ₹ 25.23 Lakhs in the Financial Year 2016-17. The increase was due to increase in borrowing cost.

Depreciation

The Depreciation for the Financial Year 2017-18 was ₹ 138.67 Lakhs as compared to ₹ 149.98 Lakhs for the Financial Year 2016-17. The depreciation is decreased by 19.41% in the Financial Year 2018 as compared to the Financial Year 2017. The decrease in amortization.

Profit after Tax

Profit After Tax decreased from ₹ (61.70) Lakhs for the Financial Year 2016-17 to ₹ (78.18) Lakhs in the Financial Year 2017-18. The profit after tax was decreased due to decrease in revenue from services and increase in finance costs.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2017 WITH FINANCIAL YEAR MARCH 31, 2016:

Income from Operations

The company is in business of complete lifecycle Product & Packaging Design and Digital Solution. The total income from operations for the Financial year 2016-17 was ₹ 863.74 Lakhs as compared to ₹ 1,279.00 Lakh during the Financial Year 2015-16 showing marginal decrease of 32.47% due to our exclusive relationship with a client.

Other Income

The total other income for the Financial Year 2016-17 was ₹ 105.94 Lakhs as compared to ₹ 58.16 Lakhs for the Financial Year 2015-16. The increase of income is on account of increase in miscellaneous income.

Expenditure:

Employee Benefits Expenses:

The employee benefits expenses for the Financial Year 2016-17 was ₹ 576.26 Lakhs which was 59.43% of the total revenue. In the Financial Year 2015-16, the employee benefits expenses was ₹ 793.16 Lakhs which was 59.32% of total Revenue. The decrease is due to decrease in number of employees and the salaries & allowances, gratuity, leave encashment, etc.

Other Expenses

Other Expenses decreased from ₹ 321.42 Lakhs for the Financial Year 2015-16 to ₹ 287.59 Lakhs for the Financial Year 2016-17 showing decrease of 10.52%. The decrease is due to decrease in hire charges, internet & communication charges, travelling & conveyance, exchange fluctuation loss, hire charges, etc.

EBIDTA

Our EBIDTA was ₹ 105.83 Lakhs for the Financial Year 2016-17 as compared to ₹ 222.57 Lakhs for the Financial Year 2015-16 showing decrease of 52.45%. The decrease is due to decrease in revenue and decrease in other expenses.

Financial Costs

Financial costs increased in the Financial Year 2016-17 as compared to Financial Year 2015-16. The Financial costs were ₹ 25.23 Lakhs in the Financial Year 2016-17 as compared to ₹ 26.31 Lakhs in the Financial Year 2015-16. The decrease is due to decrease in bank charges.

Depreciation

The Depreciation for the Financial Year 2016-17 was ₹ 149.98 Lakhs as compared to ₹. 112.45 Lakhs for the Financial Year 2015-16. The depreciation is increased by 33.38% in the Financial Year 2016-17 as compared to the Financial Year 2015-16. The increase in depreciation is on account of capitalization of asset and amortization.

Profit After Tax

Profit After Tax increased to ₹ (61.70) Lakhs for the Financial Year 2016-17 from ₹ 50.33 Lakhs in the Financial Year 2015-16. The profit after tax was decreased as compared to the Financial Year 2016-17. The decrease is in lines of operation.

Related Party Transactions

For further information please refer “Annexure VII” under section titled “*Financial Statements*” beginning on page 146 of the Draft Prospectus.

Financial Market Risks

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

Interest Rate Risk

We are currently exposed interest to rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

Effect of Inflation

We are affected by inflation as it has an impact on the operating cost, employee costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

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

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in ‘Factors Affecting our Results of Operations’ and the uncertainties described in the section entitled “*Risk Factors*” beginning on page 22 of the Draft Prospectus. To our knowledge, except as we have described in the Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Income and Sales on account of major product/main activities

Income and sales of our Company on account of major products/ main activities derives from trading activities.

4. Whether the company has followed any unorthodox procedure for recording sales and revenues

Our Company has not followed any unorthodox procedure for recording sales and revenues.

5. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section titled “*Risk Factors*” beginning on page 22 in the Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

6. Future changes in 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.

Our Company’s future costs and revenues can be impacted by an increase in labour costs as the company looks to hire talent with new skills and capabilities for the digital economy who may be in short supply.

7. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.

Increases in our revenues are by and large linked to increases in the volume of business.

8. Total turnover of each major industry segment in which the issuer company operated.

Our Company is in the business of providing Complete Lifecycle Product and Packaging Development and Digital Solutions. WE primarily work with the CPG Industry. Relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 78 of this Draft Prospectus.

9. Status of any publicly announced new products or business segment.

Our Company has not announced any new product and segment publicly.

10. The extent to which business is seasonal.

Our Company’s business is not seasonal. However, the business of the company does depend on Growth potential in the region and country’s economy.

11. Any significant dependence on a single or few suppliers or customers.

Our Company was significantly dependent on a single customer for 2 years. However, in the last 18 months we have pursued an aggressive diversification plan which has significantly reduced our dependence. For further details refer the chapter titled “*Risk factor*” and “*Business Overview*” on page 22 and 95 of Draft Prospectus.

12. Competitive conditions.

Competitive conditions are as described under the Chapters titled “*Industry Overview*” and “*Business Overview*” beginning on pages 78 and 95, respectively of the Draft Prospectus.

OTHER FINANCIAL INFORMATION

ANNEXURE VIII - RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIO

(₹ in Lakhs)

Ratios	For the period ended 30 June 2018	For year ended 31 March		
		2018	2017	2016
Restated PAT as per P& L Account	33.27	(78.18)	(61.70)	50.33
Weighted Average Number of Equity Shares at the end of the Year (Note -2)	22,88,779	22,88,779	22,88,779	22,88,779
Weighted Average Number of Potential Equity Shares at the end of the Year (Note -2)	22,88,779	22,88,779	22,88,779	22,88,779
Net Worth	384.00	348.20	425.92	489.77
Earnings Per Share (with Bonus affect)				
Basic (In Rupees) (Note 1.a)	1.45	(3.42)	(2.70)	2.20
Diluted (In Rupees) (Note 1.b)	1.45	(3.42)	(2.70)	2.20
Return on Net Worth (%)	8.66%	-22.45%	-14.49%	10.28%
Net Asset Value Per Share (₹)	16.78	15.22	18.62	21.41
Nominal Value per Equity share (₹)	10	10	10	10

Notes :

The ratios have been calculated as below:

a) Basic Earnings Per Share (₹) = Restated PAT attributable to Equity Shareholders/Weighted Average Number of Equity Shares outstanding during the three months/year.

b) Diluted Earnings Per Share (₹) = Restated PAT attributable to Equity Shareholders/Weighted Average Number of Diluted Potential Equity Shares outstanding during the three months/year

c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X100

d) Restated Net Asset Value per equity share (₹) = Restated Net Worth as at the end of the three months/year/ Total Number of Equity Shares outstanding during the three months/year.

Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2013 as amended

Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)

On 23rd October, 2018 the shareholder of our company approved the issuance of bonus in the ration 0.7:1 (0.7 shares for one equity share held). Consequently, the number has increased to 22,87,779 equity shares. The same has been considered for calculating diluted EPS for all the years

ANNEXURE VIII - RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

Ratios	For the period ended 30 June 2018	For year ended 31 March		
		2018	2017	2016
Restated PAT as per P& L Account	(69.73)	(419.37)	(172.47)	265.94
Weighted Average Number of Equity Shares at the end of the Year (Note -2)	22,88,779	22,88,779	22,88,779	22,88,779
Weighted Average Number of Potential Equity Shares at the end of the Year (Note -2)	22,88,779	22,88,779	22,88,779	22,88,779
Net Worth	35.95	97.48	552.08	730.08
Earnings Per Share (with Bonus affect)				
Basic (In Rupees) (Note 1.a)	(5.18)	(31.16)	(12.82)	19.76
Diluted (In Rupees) (Note 1.b)	(3.05)	(18.33)	(7.54)	11.62
Return on Net Worth (%)	(193.95) %	(430.19) %	(31.24) %	36.43%
Net Asset Value Per Share (₹)	1.57	4.26	24.13	31.91
Nominal Value per Equity share (₹)	10	10	10	10

Notes :

1. The ratios have been calculated as below:

a) Basic Earnings Per Share (₹) = Restated PAT attributable to Equity Shareholders/Weighted Average Number of Equity Shares outstanding during the three months/year.

b) Diluted Earnings Per Share (₹) = Restated PAT attributable to Equity Shareholders/Weighted Average Number of Diluted Potential Equity Shares outstanding during the three months/year.

c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X100

d) Restated Net Asset Value per equity share (₹) = Restated Net Worth as at the end of the three months/year/ Total Number of Equity Shares outstanding during the three months/year.

2. Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2013 as amended.

3. Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)

4. On 23rd October, 2018 the shareholder of our company approved the issuance of bonus in the ration 0.7:1 (0.7 shares for one equity share held). Consequently, the number has increased to 22,87,779 equity shares. The has been considered for calculating diluted EPS for all year

CAPITALISATION STATEMENT

ANNEXURE IX - RESTATED STANDALONE STATEMENT OF CAPITALISATION

Sr No	Particulars	Pre Issue	Post Issue
	Debts		
A	Long Term Debt	77.51	[●]
B	Short Term Debt	229.38	[●]
C	Total Debt	306.89	[●]
	Equity Shareholder Funds		[●]
	Equity share capital	134.58	[●]
	Reserve and surplus	216.15	[●]
D	Total Equity	350.73	[●]
E	Total Capitalization		[●]
	Long Term Debt/ Equity Ratio (A/D)	0.22	[●]
	Total Debt/ Equity Ratio (C/D)	0.88	[●]

Notes:

1. The above ratios has been computed on the basis of the Restated Standalone Statement of Assets & liabilities
2. Short term debts includes current maturities of long term debt.
3. The corresponding post issue figures will be updated on determination of issue price

ANNEXURE IX- RESTATED CONSOLIDATED STATEMENT OF CAPITALISATION

(₹ in Lakhs)

Sr No	Particulars	Pre Issue	Post Issue
A	Debt	-	-
i	Long Term Debt	430.13	[●]
ii	Short Term Debt	69.69	[●]
	Total Debt	499.82	[●]
B	Equity shareholder funds	-	-
i	Equity share Capital	134.58	[●]
ii	Reserve and surplus - as restated	(98.62)	[●]
	Total Equity	35.95	[●]
	Long Term Debt/ Equity Ratio (A/D)	11.96	[●]
	Total Debt/ Equity Ratio (C/D)	13.90	[●]

1. The above ratios has been computed on the basis of the Restated Consolidated Statement of Assets & Liabilities.
2. Short Term Debts includes current maturity of Long-Term Debt.
3. The corresponding post issue figures will be updated on determination of issue price

FINANCIAL INDEBTEDNESS

Our Company has availed certain loans in the ordinary course of business for the purposes including, but not limited to meeting its working capital requirements and financing its capital expenditure. Unless otherwise stated, the approvals and/or sanctions are valid as of the date of this Draft Prospectus and in case the said approvals and/or sanctions have expired, we have either made an application for renewal or are in the process of making an application for renewal.

As on November 13, 2018 the aggregate outstanding borrowings of our Company are as follows:

Category of borrowing	Sanctioned amount (in ₹ Lakhs)	Outstanding amount (in ₹ Lakhs)
KOTAK MAHINDRA BANK		
1) Term Loan		
1a) Term loan –1	56.67	33.84
1b) Term loan –2	55.00	42.85
1c) FCTL 1	19.17	0.00
1d) FCTL-2	8.62	0.00
Total Term Loan	139.46	76.70
2) Working Capital Facilities		
2a) EPC/PCFC (fully interchangeable with FBD/ FBP /FBN)	100	96.31
2a)(i) FBD/ FBP /FBN (sub-limit of EPC / PCFC)*	(100)	-
2a)(ii) Overdraft facilities (sub-limit of EPC / PCFC)*	(100)	-
Total Working capital Facilities	100	96.31
TOTAL CREDIT FACILITIES FROM KOTAK MAHINDRA BANK LIMITED (A)	239.46	173.01
STANDARD CHARTERED BANK LIMITED		
3) Unsecured loan**	60.00	36.55
TOTAL CREDIT FACILITIES FROM STANDARD CHARTERED BANK LIMITED (B)	60.00	36.55
TOTAL CREDIT FACILITIES (A+B)	299.41	209.56

*The said working capital facility is fully interchangeable with EPC/PCFC (fully interchangeable with FBD/ FBP /FBN)

**the sanctioned limit is ₹ 60.00 Lakhs and the actual amount disbursed after deducting loan processing charges, document fee, loan protection fee is ₹ 58.93 Lakhs.

Principal terms of credit facilities sanctioned by Kotak Mahindra Bank Limited

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

1) Term loan – 1 of ₹ 56.67 Lakhs

Facility	Term loan
Purpose	General business purpose
Date of sanction letter	February 26, 2018
Interest rate	10.25%
Repayment schedule	36 equated monthly instalments (EMI) comprising of principal and interest.

2) Term loan – 2 of ₹ 55.00 Lakhs

Facility	Term Loan
Date of sanction letter	February 26, 2018
Purpose	General business purpose
Interest rate	MCLR (6 months) + 2.15%
Tenor	36 equated monthly instalments (EMI) comprising of principal and interest. The repayment has commenced on March 1, 2018

3)FCTL – 1 of ₹ 19.17 Lakhs

Facility	Term Loan
Date of sanction letter	December 02, 2015
Purpose	General Business purpose
Interest rate	5.82%
Tenor	36 equated monthly instalments (EMI) comprising of principal and interest.

4)FCTL – 2 of ₹ 8.62 Lakhs

Facility	Term Loan
Date of sanction letter	December 02, 2015
Purpose	General Business purpose
Interest rate	5.82%
Tenor	24 equated monthly instalments (EMI) comprising of principal and interest.

5) EPC/PCFC of ₹ 100.00 Lakhs

Facility	Export Packing Credit
Purpose	Working capital
Interest rate	Applicable at the time of transaction
Margins	25%
FBD/FBP/FBN	(₹ 100.00 Lakhs) Interest rate – Applicable at the time of transaction Margin – 25%

Security and key covenants in relation to credit facilities from Kotak Mahindra Bank Limited

Security-primary	Exclusive charge on all present and future current assets and movable assets of the borrower		
Security - collateral	Sr. No.	Collateral details (Exact description, location of the property and ownership)	Remarks/ Type of Charge
	1.	No 1627, 5 th B Cross, 21 st Main banashankari 1 st stage, Bangalore – 560050 owned by Lakshminarayan Giridhar	Extension of MOE
	2.	Flat No. 103, First Floor, Shankara Block, Tapovan Enclave, P. No. /28/A, 3 rd Stage, Industrial Suburbm Vishveshwaranagar, Khille Moholla, Mysore owned by Satya Simha Rao and Bhavya Ram.	Extension of MOE
Guarantors	Personal guarantee of Satya Simha Rao, Bhavya Pattabhi Ram, Lakshminarayana Giridhar		

Key covenants	<ul style="list-style-type: none"> (a) Facilities granted by Kotak Mahindra Bank Limited are not used for any other purpose than specified. (b) The Company to obtain prior permission of the Kotak Mahindra Bank Limited and to intimate them before raising any further loans/ availing any facilities against the assets offered as security for the facilities. (c) Any change in shareholding/ directorship/ partnership/ ownership shall be undertaken with prior permission of the Kotak Mahindra Bank Limited. (d) The Company shall submit details of foreign currency exposures undertaken and the unhedged portion of such exposures on a monthly/ quarterly basis to the Kotak Mahindra Bank Limited on its letterhead duly signed by an authorised signatory in line with the prevailing RBI guidelines. (e) Any payout by way of salary to directors/ partners/ proprietors or by way of interest to other subordinated letter shall not be allowed in the event of delay or default in repayment of any facility availed from the Bank. (f) The opinion of Kotak Mahindra Bank Limited on the fitness/ acceptability of the properties as security shall be final, conclusive and binding on the Company and security provider. (g) Kotak Mahindra Bank Limited reserves the right to revoke or cancel the facilities sanctioned and/or vary, alter, modify or rescind, amend or change the terms and conditions of the Facility at its discretion. Also, Kotak Mahindra Bank Limited reserves the right to revoke or cancel and/or vary, alter or modify the said un-utilised limits, at its discretion, without prior notice. (h) Kotak Mahindra Bank Limited shall have the first right of refusal for entry into the working capital banking arrangement for the Company for its incremental working capital needs. (i) The Kotak Mahindra Bank Limited reserves the right to increase the interest rate on the sanctioned financial facilities, including increasing the interest spread, in the event of downgrade in Borrower's internal or external rating. (j) The Company shall not modify the plans and permissions approved and granted by respective corporation or local authorities or make public, advertise in respect of any matter concerning the assets given to the Lender as security. (k) The Company shall obtain and keep alive all statutory approvals (IT, ST, CST, Factory approvals, PCB clearances) required for the Business and also ensure that there are no pending/ overdues/ arrears in this regard. (l) The Borrower shall route their banking business including foreign exchange, deposits and bill business through Kotak Mahindra Bank Limited. (m) The Company may get the facility or Kotak Mahindra Bank Limited rated from the Credit Rated Agency. (n) The Company shall obtain all the necessary sanctions/permissions from all requisite authorities. (o) The Company agrees that the Company hereby irrevocably authorises and appoints Kotak Mahindra Bank as its attorney to interact, approach and discuss with one or more buyers or units, premises, sold or agreed to be sold in the project/ premises/ assets to be given as security or already given as security, for any reason or purpose whatsoever as decided and in case of default by the Company, Kotak Mahindra Bank shall be entitled to interact, approach and discuss with such buyers as attorney holder of the Company.
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Principal terms of credit facilities sanctioned by Standard Chartered Bank Limited:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

Other amounts borrowed by our Company

Apart from the above loans/ facilities mentioned in this chapter, our Company has availed the following unsecured loan of ₹ 60.00 Lakhs from Standard Chartered Bank Limited:

Facility	Unsecured Loan
Purpose	General business purpose
Date of sanction letter	August 23, 2017
Internal Rate of Return	17%
Repayment schedule	36 months Equated Monthly Instalments of approximately ₹ 2.14 Lakhs commencing on September 10, 2017.

SECTION VII – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding: (i) criminal proceedings; (ii) actions taken by statutory/regulatory authorities; (iii) indirect and direct tax proceedings; (iv) material litigation(s) involving our Company, our Directors, our Promoters and our Subsidiaries and (v) any litigation involving our Company, our Directors, our Promoters, our Subsidiaries or any other person whose outcome could have a material adverse effect on the operations or financial position of our Company or (vi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with SEBI ICDR Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (iv) above, our Board, in its meeting held on October 23, 2018 has decided that litigation by or against our Company/ its Promoters and Directors where the amount involved exceeds ₹ 50 lakhs shall be considered material.

Our Company, our Promoters and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by SEBI and no disciplinary action has been taken by SEBI or any stock exchange(s) against our Company, our Promoters or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Unless otherwise stated, all proceedings mentioned below are pending as of the date of this Draft Prospectus.

A. LITIGATION INVOLVING OUR COMPANY

(i) Litigation against our Company

(a) Criminal Proceedings

There are no criminal proceedings initiated / filed against our Company.

(b) Actions by statutory/regulatory authorities

There are no actions initiated by any statutory / regulatory authorities against our Company.

(c) Tax proceedings

Except for the proceedings disclosed below, there are no tax proceedings involving our Company, our Promoters and our Directors:

(Amount in ₹ Lakhs)

Particulars	Authority	Period ended June 30, 2018	Year ended March 31, 2018
Income Tax Demand for the Assessment Year 2013-2014	Commissioner of Income Tax (Appeals)	609.80	609.80
Income Tax Demand for the Assessment Year 2014-2015	Commissioner of Income Tax (Appeals)	72.80	72.80
Total		682.60	682.60

(d) Material pending litigations

Our Company has following material pending litigations as on the date of this Draft Prospectus:

- (i) Our Company (Appellant) had filed the return of income for the financial year relevant to the assessment year 2014-2015 by declaring an income of ₹ 1,20,62,840 /- and the same was processed under the provisions of section 143(1) of the Income Tax Act, 1961. Subsequently, the case was selected for scrutiny and notice v/s 143(2) of the Income Tax Act, 1961 issued on August 28, 2015. During the course of assessment proceedings, the assessing officer has disallowed reimbursement of expenses for an amount of ₹ 57,10,326 and depreciation on software for an amount of ₹ 13,23,792. The assessing officer has passed an order against the Company. Aggrieved by the order of the assessing officer, the Company has filed an appeal before the Commissioner of Income Tax (Appeals) – I, Bangalore and the same is pending.
- (ii) Our Company (Appellant) had filed the return of income for the financial year relevant to the assessment year 2013-2014 by declaring an income of ₹ 47,69,916/- and the same was processed under the provisions of section 143(1) of the Income Tax Act, 1961. Subsequently, the case was selected for scrutiny and notice v/s 143(2) of the Income Tax Act, 1961 issued on September 3, 2014 wherein the assessing officer has subsequently added the following disallowances to the returned income (a) belated remittance of provident fund & ESI for an amount of ₹ 5,21,948, (b) expenditure to associated enterprise for an amount of ₹ 13,68,12,026 and (c) excess depreciation for an amount of ₹ 2,33,789. During the course of assessment proceedings, the assessing officer has disallowed (a) belated remittance of provident fund & ESI for an amount of ₹ 5,21,948, (b) expenditure to associated enterprise for an amount of ₹ 13,68,12,026 and (c) excess depreciation for an amount of ₹ 2,33,789. The assessing officer has passed an order against the Company for payment of ₹ 72,80,260. Aggrieved by the order of the assessing officer, the Company has filed an appeal before the Commissioner of Income Tax (Appeals) – I, Bangalore and the same is pending. The assessing officer has passed an order against the Company. Aggrieved by the order of the assessing officer, the Company has filed an appeal before the Commissioner of Income Tax (Appeals) – I, Bangalore and the same is pending.

(ii) Litigation by our Company

(a) Criminal Proceedings

There are no criminal proceedings initiated / filed by our Company.

(b) Actions by statutory/regulatory authorities

There are no actions initiated before any statutory / regulatory authorities by our Company.

(c) Tax proceedings

Except for the income tax appeals disclosed in this section, there are no tax proceedings filed by our Company.

(d) Material pending litigations

There are no material pending litigations initiated / filed by our Company.

B. LITIGATION INVOLVING OUR PROMOTERS.

(i) Litigation against our Promoters.

(a) Criminal Proceedings

There are no criminal complaints or proceedings pending against our Promoters.

(b) Actions by statutory / regulatory authorities

There are no actions initiated by any statutory / regulatory authorities against our Promoters.

(c) Tax proceedings

There are no tax proceedings initiated by / filed against our Promoters.

(d) Material pending litigations

There are no material litigations pending against our Promoters.

(ii) Litigation by our Promoters

(a) Criminal Proceedings

There are no criminal complaints or pending proceedings which have been initiated / filed by our Promoters.

(b) Actions by statutory/regulatory authorities

There are no actions initiated before any statutory / regulatory authorities by our Promoters.

(c) Tax proceedings

There are no tax proceedings initiated / filed by our Promoters.

(d) Material pending litigations

There are no material pending litigations initiated / filed by our Promoters.

C. LITIGATION INVOLVING OUR DIRECTORS

(a) Criminal Proceedings

There are no criminal proceedings filed by or against our Directors.

(b) Actions by statutory / regulatory authorities

There are no actions initiated before any statutory / regulatory authorities by or against our Directors.

(c) Tax proceedings

There are no tax proceedings initiated / filed by or against our Directors.

(d) Material pending litigations

There are no material pending litigations initiated / filed by or against our Directors.

D. LITIGATION INVOLVING OUR DIRECTORS

(e) **Criminal Proceedings**

There are no criminal proceedings filed by or against our Directors.

(f) **Actions by statutory / regulatory authorities**

There are no actions initiated before any statutory / regulatory authorities by or against our Directors.

(g) **Tax proceedings**

There are no tax proceedings initiated / filed by or against our Directors.

(h) **Material pending litigations**

There are no material pending litigations initiated / filed by or against our Directors.

E. LITIGATION INVOLVING OUR SUBSIDIARIES

(i) **Criminal Proceedings**

There are no criminal proceedings filed by or against our Subsidiaries.

(j) **Actions by statutory / regulatory authorities**

There are no actions initiated before any statutory / regulatory authorities by or against our Subsidiaries.

(k) **Tax proceedings**

There are no tax proceedings initiated / filed by or against our Subsidiaries.

(l) **Material pending litigations**

There are no material pending litigations initiated / filed by or against our Subsidiaries.

F. OUTSTANDING DUES TO CREDITORS

The Company on October 23, 2018 has through its Board of Directors adopted a materiality policy for disclosing outstanding amounts to creditors. Based on the same, as on June 30, 2018, our Company had one (1) creditor, to whom an aggregate amount of ₹ 29.13 Lakhs was outstanding. Further, the said amount is outstanding to creditor including micro enterprises and small enterprises based on available information. The details of outstanding dues to creditors as on June 30, 2018 are as follows-

Nature of Creditors	Number of creditors	Amount (₹ in Lakhs)
Micro, small and medium enterprises	0	0
Others	1	29.13
Total	1	29.13

The details of the outstanding amounts to creditors are also disclosed on the website of our Company i.e. www.axiomconsult.com

G. FURTHER CONFIRMATION

Except as disclosed above, there are no regulatory actions initiated by/ taken against our Company, our Promoters, our Directors and our Subsidiaries in their individual capacity by various agencies/regulatory bodies. Further, except as disclosed above, there are no show cause notices received by our Company, our Promoters, or our Directors and our Subsidiaries in their individual capacity (pending any investigation) for any regulatory lapse.

H. CHANGE IN ACCOUNTING POLICIES IN THE LAST THREE (3) YEARS

There has been no change in accounting policies in the last three (3) years.

I. MATERIAL DEVELOPMENTS

In the opinion of the Board, there have been no material developments, since the date of the last balance sheet, included in this Draft Prospectus which affects the business and profitability of our Company taken as a whole or the value of its consolidated assets or its ability to pay liabilities over the next twelve (12) months, except as disclosed in chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 210 of this Draft Prospectus.

GOVERNMENT & OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from various governmental agencies and other statutory and/ or regulatory authorities required for carrying out our present business activities and except as mentioned below, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Prospectus and in case of licenses and approvals which have expired, we have either made an application for renewal or are in the process of making an application for renewal or we have sought a clarification from the relevant statutory and/ or regulatory authorities in relation to the applicability of the approval. For details of risk associated with not obtaining or delay in the obtaining the requisite approvals, please refer section titled “*Risk Factors –We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business and the failure to obtain, retain and renew such approvals and licenses or comply with such rules and regulations, and the failure to obtain or retain them in a timely manner or at all may adversely affect our operations*” on page 27 of this Draft Prospectus. For further details, in connection with the applicable regulatory and legal framework, please refer chapter titled “*Key Industry Regulations and Policies*” beginning on page 116 of this Draft Prospectus.

The objects clause of the MoA enables our Company to undertake their respective present business activities.

Approvals in relation to our Company

Approval of the Company

- Resolutions of our Board dated September 14, 2018 and shareholders dated September 26, 2018, pursuant to section 62 of the Companies Act, authorizing and approving the Issue.

Approval of BSE SME

- In-principle approval from the BSE SME dated [●] for the Issue.

Approval from Depositories

- CDSL: ISIN No.: [●] vide Tripartite Agreement among CDSL, our Company and Bigshare Services Private Limited dated [●].
- NSDL: ISIN NO.: [●] vide Tripartite Agreement among NSDL, our Company and Bigshare Services Private Limited dated [●].

Material approvals in relation to the business of our Company

We have received the following significant government and other approvals pertaining to our business:

Sr. No.	Nature of License/ Approval Granted	Issuing Authority	Registration/ License No.	Date of Granting / Renewal of License/ Approval	Validity
A.	Corporate Approvals				
1.	Certificate of Incorporation as “Axiom Consulting Private Limited”	Registrar of Companies, Bangalore, Karnataka	CIN: U74140KA2001PT C029153	June 19, 2001	Until cancellation or winding up
2.	Certificate of Importer- Exporter Code (IEC)	Office of Joint Director General of Foreign Trade, Ministry of Commerce and Industry	0702001554	May 6, 2002	N/A

Sr. No.	Nature of License/ Approval Granted	Issuing Authority	Registration/ License No.	Date of Granting / Renewal of License/ Approval	Validity
3.	Certificate of change of name from "Axiom Consulting Private Limited" to "Axiom Consulting Limited"	Registrar of Companies, Bangalore, Karnataka	U74140KA2001PLC029153	September 4, 2018	Until cancellation or winding up
B. Tax Approvals					
4.	Permanent Account Number	Commissioner of Income Tax	AADCA4190P	June 16, 2001	N/A
5.	Certificate of registration issued under Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976	Profession Tax Officer, Bangalore	335146918	March 26, 2002	N/A
6.	Service Tax Registration (Form ST-2)	Central Board of Excise and Customs, Ministry of Finance, Department of Revenue	AADCA4190PSD001	February 14, 2012	N/A
7.	Allotment of Tax Deduction Account No.	Assistant Commissioner of Income Tax	BLRA03711B	August 9, 2002	N/A
8.	Certificate of registration for Value Added Tax	Assistant Commissioner of Commercial Taxes, Bangalore	29250319829	March 14, 2016	This certificate is valid from April 1, 2005 until cancelled
9.	Certificate of registration for Goods and Service tax (GST)	Assistant of Commissioner of GST Department	29AADCA4190P1Z5	23/09/2017	N/A
C. Miscellaneous					
10.	Certificate of registration of Establishment	Department of Labour, Government of Karnataka	49/180/CE/0266A/2007	April 17, 2017	December 31, 2021
11.	Certificate of registration from Employee State Insurance Corporation	Regional office of Employee State Insurance Corporation, Bangalore	53000295660000911	July 7, 2011	N/A

Licenses / Approvals which have been applied for, yet not been approved / granted

1. Our Company has applied for the following patents:

Sr. No	Patent /Title of Invention	Application No.	Applicant	Date of Application	Date of Expiry	Registration Status
1.	Package Testing	1047/CHE/2015	Axiom Consulting Private Limited	March 4, 2015	Not applicable	Awaiting Examination
2.	Package Material Modelling	3915/CHE/2013	Axiom Consulting Private Limited	September 2, 2013	Not applicable	Awaiting Examination
3.	Package Testing	3916/CHE/2013	Axiom Consulting Private Limited	September 2, 2013	Not applicable	Awaiting Examination
4.	Accelerated Package Testing	6902/CHE/2015	Axiom Consulting Private Limited	January 15, 2016	Not applicable	Not Published
5.	A System and Method for Creep Simulation And Testing	6903/CHE/2015	Axiom Consulting Private Limited	January 15, 2016	Not applicable	Not Published
6.	Package Damage Prediction	6904/CHE/2015	Axiom Consulting Private Limited	January 20, 2016	Not applicable	Not Published
7.	System And Method for Store Visualization	6908/CHE/2015	Axiom Consulting Private Limited	January 20, 2016	Not applicable	Not Published
8.	Package Damage Detection	6977/CHE/2015	Axiom Consulting Private Limited	January 20, 2016	Not applicable	Not Published
9.	Package Material Modelling	PCT/IB2014/064188	Axiom Consulting Private Limited	September 2, 2014	Not applicable	National Stage Filing Completed
10.	Package Testing	PCT/IB2014/064191	Axiom Consulting Private Limited	September 2, 2014	Not applicable	National Stage Filing Completed
11.	Package Material Modelling	14915916 (USA)	Axiom Consulting Private Limited	September 2, 2014	Not applicable	Awaiting examination Report
12.	Package Testing	14915917 (USA)	Axiom Consulting Private Limited	September 2, 2014	Not applicable	Awaiting examination Report
13.	Package Testing	15058213 (USA)	Axiom Consulting Private Limited	March 2, 2016	Not applicable	Not Published

2. Our Company has applied for the following trademarks:

Sr. No	Mark	Application No.	Class	Proprietor	Date of Application	Date of Expiry	Registration Status
1.		3209672	99 (9 & 42)	Axiom Consulting Private Limited	March 12, 2016	Not applicable	Pending

Sr. No	Mark	Application No.	Class	Proprietor	Date of Application	Date of Expiry	Registration Status
2.		3209673	99 (9 & 42)	Axiom Consulting Private Limited	March 12, 2016	Not applicable	Pending
3.	Axiom Consulting (Wordmark)	3959331	42	Axiom Consulting Limited	September 28, 2018	Not applicable	Pending
4.		3959332	42	Axiom Consulting Limited	September 28, 2018	Not applicable	Pending

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, Group Companies includes such companies with which the Company had related party transactions during the period for which Financial Information is disclosed, as covered under the applicable accounting standards, also other companies as considered material by the Board of our Company.

For the purpose of identification of “group companies” in relation to the disclosure in Issue documents, our Company has considered:

- companies with which our Company has entered into related party transactions as per the restated Financial Statements for the three months ended June 30, 2018 and Fiscal 2018, 2017 and 2016 as covered under applicable accounting standards; and
- such other companies that are considered material by our Board pursuant to the materiality policy adopted by the Company by a board resolution dated October 23, 2018 for the purposes of disclosure as a group company in connection with the Issue.

Pursuant to a resolution of our Board dated October 23, 2018, for the purpose of disclosure in Issue documents, a company shall be considered material by our Board if such company is a member of the Promoter Group and has entered into one or more transactions with the Company, individually or in aggregate, such transaction equals or exceeds 10% of the net worth or 5% of the gross turnover (whichever is higher) of the Company as per the latest audited financial statements.

For avoidance of doubt, it is clarified that the companies forming part of Promoters and Subsidiary of our Company, if any shall not be considered as ‘group companies’.

Based on the above, as on the date of this Draft Prospectus, there are no Group Companies of our Company.

OUR SUBSIDIARIES

As of the date of this Draft Prospectus, our Company have two (2) subsidiaries and one (1) stepdown Subsidiary, the details of which are as follows:

1. Axiom Product Development Pte Ltd., Singapore (“APDPL”)

Corporate Information

APDPL was incorporated as “Axiom Product Development Pte Ltd.” under the applicable laws of Singapore as a private company limited by shares on 1st July, 2011. The registration number of the company is 201115694M. The registered office of APDPL is 10 Anson Road, #1214 International Plaza, Singapore (079903).

Nature of business

The principal business of APDPL is product and industrial design activity.

Capital Structure

The issued and paid-up capital of APDPL is S\$ 85,000 divided into 85,000 equity shares of S\$ 1 each.

Shareholding Pattern

The shareholding pattern of APDPL as on the date of this Draft Prospectus is as follows:

Name of the shareholder	Number of shares held	% of shareholding
Axiom Consulting Limited	85,000	100
Total	85,000	100

Financial Performance of APDPL

Certain details of the audited financials of APDPL for Financial Year 2018, 2017 and 2016 are set forth below:

(S\$ in lakhs, except per share data)

Particulars	Financial		Financial		Financial	
	Year 2018*	2017-	Year 2017*	2016-	Year 2016*	2015-
Equity share capital (face value of S\$ 1 per share)		0.85		0.85		0.85
Reserves and surplus		0.89		1.03		0.40
Total revenue		2.34		2.26		2.70
Profit/(Loss) after tax		0.49		0.63		0.14
Earnings per share (basic and diluted) (S\$)		0.58		0.74		0.16
Net asset value per share (S\$)		2.05		2.21		1.47

*Based on management representation.

2. Axiom Americas Inc., United States of America (“AAI”)

Corporate Information

AAI was incorporated as “Axiom Americas Inc.” under the applicable laws of United States of America as a private company limited by shares on 4th January, 2013. The registration number of the company is 2177759. The registered office of AAI is 10816 Millington Ct, ste 108, Cincinnati, Ohio 45242. AAI has a Stepdown subsidiary of "Axiom Product Development LLC".

Nature of business

The principal business of AAI is product and industrial design activity.

Capital Structure

The issued and paid-up capital of AAI is \$ 1,000 divided into 1,000 equity shares of \$ 1 each.

Shareholding Pattern

The shareholding pattern of AAI as on the date of this Draft Prospectus is as follows:

Name of the shareholder	Number of shares held	% of shareholding
Axiom Consulting Limited	1,000	100
Total	1,000	100

Financial Performance of AAI

Certain details of the audited financials of AAI for Financial Year 2018, 2017 and 2016 are set forth below:

(\$ in lakhs, except per share data)

Particulars	Financial Year 2017-18*	Financial Year 2016-17*	Financial Year 2015-16*
Equity share capital (face value of \$ 1 per share)	0.01	0.01	0.01
Reserves and surplus	(5.05)	0.71	3.27
Total revenue	28.91	35.00	40.92
Profit/(Loss) after tax	(5.76)	(2.25)	3.15
Earnings per share (basic and diluted) (\$)	(576.00)	(225.00)	315.00
Net asset value per share (\$)	504.00	72.00	328.00

**Based on management representation.*

Nature and Extent of Interest of our Promoters

Our Promoters are interested through their shareholding in Axiom Consulting Limited and in any dividend distribution and corporate benefits which may be made by our Subsidiaries in the future.

Amount of accumulated profit/ (losses) not accounted for by our Company

There are no accumulated profits or losses of our Subsidiaries that are not accounted for by our Company in its restated financial statements.

Interest of our Subsidiaries in our Company

Our Subsidiaries does not have any interest in our Company's business or any other interests in our Company other than as stated in the chapters titled "*Business Overview*" and "*Restated Financial Statements*", beginning on pages 95 and 146 of this Draft Prospectus, respectively.

Significant sale or purchase between our Subsidiaries and our Company

Except as disclosed in section titled "*Financial Statements*" on page 146 of this Draft Prospectus, our Subsidiaries are not involved in any sales or purchases with our Company where such sales or purchases exceed, in the aggregate of 10% of the total sales or purchases of our Company.

Interest in the properties acquired or proposed to be acquired by our Company

Our Subsidiaries does not have interest in any property acquired by our Company in the two (2) years preceding the filing of this Draft Prospectus or proposed to be acquired by the Company as of the date of this Draft Prospectus.

Common Pursuits

Our Subsidiaries are engaged in the line of business that is similar and/or synergistic to our Company. Further, currently we do not have any non-compete agreement/arrangement with our Subsidiaries. Such conflict of interest may have an adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address such conflicts as and when they may arise.

Business interest between our Company and the Subsidiaries

Except as stated in the section titled "*Financial Statements*" on page 146 of this Draft Prospectus, there are no related business transactions of our Company with our Subsidiaries. For details on the significance of related party transactions on the financial performance of the Company, please refer chapter titled chapter titled "*Business Overview*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 95 and 210 of this Draft Prospectus, respectively.

Sale or purchase of shares of our Subsidiaries during the last six months

None of our Promoters, the members of our Promoter Group, or our Directors or their relatives (as defined under the Companies Act, 2013) have sold or purchased any equity shares or other specified securities of our Subsidiaries during the six (6) months immediately preceding the date of this Draft Prospectus.

Other confirmations

As on date of this Draft Prospectus, our Subsidiaries (i) are not listed nor have been refused listing on any stock exchange in India or abroad; (ii) have not made any public or rights issue of equity shares in the last three (3) years; (iii) have not become a sick company as specified under the Sick Industrial Companies (Special Provisions) Act, 1985 nor have it been adjudicated as insolvent under the Insolvency and Bankruptcy Code, 2016; (iv) are not under winding up proceedings; (v) have not become defunct; (vi) have not made any application to the RoC, in the five (5) years preceding the date of filing this Draft Prospectus with SEBI, for striking off its name.

Our Subsidiaries have not been prohibited or debarred from accessing the capital markets for any reason by SEBI or any other regulatory or governmental authority. Further, our Subsidiaries have not been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 14, 2018 and approved by the shareholders of our Company vide a special resolution at the EGM held on September 26, 2018 pursuant to Section 62(1)(c) of the Companies Act.

The Company has obtained approval from BSE SME vide letter dated [●] to use the name of BSE SME in this Draft Prospectus for listing of Equity Shares on SME Platform of BSE. BSE SME is the Designated Stock Exchange.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Neither our Company nor any of its Directors, Promoter, relatives of Promoter and our Promoter Group have been declared as wilful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoter, Promoter Group, person(s) in control of the Promoter or the Company, or Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any securities market regulator; in any other jurisdiction or any other authority/court. Neither our Company, Promoter, person(s) in control of the Promoter or the Company, nor any of our Directors or persons in control of our Company were or is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by SEBI or any securities market regulator; in any other jurisdiction or any other authority/court.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of the Draft Prospectus. Under the SBO Rules certain persons who are ‘significant beneficial owners’, are required to intimate their beneficial holdings to our Company in Form no. BEN-1. However, pursuant to the General Circular no. 8/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India (“MCA”), filing of Form no. BEN – 1 under the SBO Rules has been deferred until further notification from MCA. Therefore, compliance by such shareholders, Promoters and members of the Promoter Group, with the SBO Rules, to the extent applicable to each of them will be completed only upon further notification by the MCA.

Directors associated with the Securities Market

We confirm that none of our Directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Draft Prospectus.

ELIGIBILITY FOR THIS ISSUE

Our Company is an “Unlisted Issuer” in terms of SEBI ICDR Regulations; and this Issue is an “Initial Public Offer” in terms of SEBI ICDR Regulations.

Our Company is eligible for the Issue in accordance with regulation 229 (1) and other provisions of Chapter IX of SEBI ICDR Regulations as the post issue face value capital does not exceed ₹ 1,000 Lakhs. Our Company also complies with the eligibility conditions laid by the BSE SME for listing of our Equity Shares.

1. The Issuer should be a company incorporated under the Companies Act 1956.

Our Company is incorporated under the Companies Act, 1956

2. The post issue paid up capital of the company (face value) shall not be more than ₹ 2500.00 Lakh

The present paid-up capital of our Company is ₹ 228.77 Lakhs and we are proposing issue of upto 18,00,000 Equity Shares of ₹ 10/- each at issue price of ₹ [●]/- per Equity Share including share premium of ₹ [●] /- per Equity Share, aggregating to ₹ [●] Lakhs. Hence, our Post Issue Paid up Capital will be ₹ [●] Lakhs.

3. Positive Net worth.

Our Company satisfies the criteria of Positive Net worth

Particulars	As on June 30, 2018	As on March 31		
		2018	2017	2016
Net worth as per restated financial statement	383.99	348.19	425.91	489.77

4. Track Record.

A. The company should have a (combined) track record of at least 3 years.

Our Company is in existence for period more than 3 years.

B. The company should have combined positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth should be positive.

Our Company satisfies the criteria of track record

Particulars	As on June 30, 2018	As on March 31		
		2018	2017	2016
Cash Accruals as per Restated Financial Statement	67.69	14.87	80.59	196.26
Net Worth as per Restated Financial Statement	383.99	348.19	425.91	489.77

5. Other Requirements

- (i) Our Company shall mandatorily facilitate trading in demat securities and is in process of entering into an agreement with both the depositories
- (ii) We have a website: www.axiomconsult.com
- (iii) We are not a stock / commodity broking company since incorporation.
- (iv) We are not a finance company since incorporation
- (v) There has been no change in the Promoter(s) of the Company in the preceding one (1) year from date of filing application to BSE SME for listing
- (vi) None of the Promoter or Director of our Company is a fugitive economic offender

We confirm that:

- a. In accordance with Regulation 260 of SEBI ICDR Regulations, this Issue has been 100% underwritten and that the Lead Manager to the Issue has underwritten atleast 15% of the total Issue

Size. For further details pertaining to underwriting, please refer chapter titled “*General Information*” beginning on page 42 of this Draft Prospectus.

- b. In accordance with Regulation 268(1) of SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money with interest as prescribed under Section 40(3) of the Companies Act and SEBI ICDR Regulations.
- c. In accordance with Regulation 246 of SEBI ICDR Regulations, the Lead Manager shall ensure that the Issuer shall file a copy of the Draft Prospectus/Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus/Prospectus with the Registrar of Companies.
- d. In accordance with Regulation 261 of SEBI ICDR Regulations, we shall enter into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares offered in this Issue. For further details of the arrangement of market making please refer chapter on “*General Information*” beginning on page 42 of this Draft Prospectus.

Disclosures

- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) under the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985 and/or to the National Company Law Tribunal under Insolvency and Bankruptcy Code, 2016.
- There is no winding up petition against the Company, which has been admitted by the court, nor has a liquidator been appointed.

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, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the BSE SME.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT PROSPECTUS/PROSPECTUS 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 DRAFT OFFER DOCUMENT/DRAFT LETTER OF OFFER/OFFER DOCUMENT. THE LEAD MANAGER, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS / PROSPECTUS 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 DRAFT PROSPECTUS / PROSPECTUS, THE 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 LEAD MANAGER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED DECEMBER 10, 2018 IN THE FORMAT PRESCRIBED

UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT PROSPECTUS / PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER 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 LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS / PROSPECTUS.

THE DUE DILIGENCE CERTIFICATE FURNISHED WITH SEBI BY THE LEAD MANAGER IS REPRODUCED BELOW:

“WE, THE UNDER NOTED LEAD MANAGER 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 FINALISING THE DRAFT PROSPECTUS OF THE SUBJECT 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, CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
 - a) THE DRAFT PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;**
 - b) ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE, AS SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - c) THE MATERIAL DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. BESIDES OURSELVES, ALL INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE ALSO REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOTED FOR COMPLIANCE.**
- 5. WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF THE PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE PROMOTER’S CONTRIBUTION SUBJECT TO**

LOCK-IN SHALL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF THE LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.

- 6. ALL APPLICABLE PROVISIONS OF THESE REGULATIONS, WHICH RELATE TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THE DRAFT PROSPECTUS.**
- 7. ALL APPLICABLE PROVISIONS OF THESE REGULATIONS WHICH RELATE TO RECEIPT OF PROMOTERS' CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED WITH. ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT THE AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE 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 ISSUE.**
- 8. NECESSARY ARRANGEMENTS SHALL BE MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE CREDITED OR TRANSFERRED TO IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES, AND THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION.**
- 9. THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE 'MAIN OBJECTS' IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN THE LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.**
- 10. IN CASE OF A RIGHTS ISSUE DISCLOSURE HAS BEEN MADE IN THE DRAFT LETTER OF OFFER THAT INVESTORS SHALL BE GIVEN AN OPTION TO RECEIVE THE SHARES IN DEMAT OR PHYSICAL MODE – NOT APPLICABLE.**
- 11. FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT OFFER DOCUMENT/ DRAFT LETTER OF OFFER:**
 - (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER - NOTED**
 - (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH ALL DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD - NOTED**
- 12. WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 – NOTED**

- 13. IF APPLICABLE, THE ENTITY IS ELIGIBLE TO LIST ON THE INSTITUTIONAL TRADING PLATFORM IN TERMS OF THE PROVISIONS OF CHAPTER X OF THESE REGULATIONS - NOT APPLICABLE**
- 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 RISKS IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTIONS ENTERED INTO FOR THE PERIOD DISCLOSED IN THE OFFER DOCUMENT HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.**
- 15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THESE REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT OFFER DOCUMENT/ DRAFT LETTER OF OFFER WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.fedsec.in would be doing so at his or her own risk.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Bangalore only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Prospectus had been filed with BSE SME for its observations and BSE SME gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Draft Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE BSE SME

As required, a copy of the Draft Prospectus shall be submitted to BSE SME. The disclaimer clause as intimated by the BSE SME to our Company, post scrutiny of the Draft Prospectus, shall be included in the Prospectus prior to the filing with RoC.

DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (“U.S. Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S Persons” (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

LISTING

In terms of Chapter IX of SEBI ICDR Regulations, the application will be made to BSE SME for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE SME will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

BSE SME has given its in-principle approval for using its name in our Draft Prospectus *vide* its letter dated [●].

If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE SME, our Company shall forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. The Allotment Advice shall be issued or application money shall be refunded / unblocked within fifteen (15) days from the closure of the Issue or such lesser time as may be specified by SEBI or else the application money shall be refunded to the Applicants forthwith, failing which interest shall be due to be paid to the Applicants at the rate of fifteen (15) per cent per annum for the delayed period as prescribed under Companies Act, SEBI ICDR Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within six (6) Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of:(a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) Lead Manager, Underwriter, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been obtained and is filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

Our Peer Reviewed Auditor i.e. M/s L J Kothari & Co, Chartered Accountants, have given their written consent to the inclusion of their report dated December 11, 2018 on restated Financial Statements of

our Company and Statement of Tax Benefits dated December 11, 2018 in the form and context in which it appears in the Draft Prospectus and such consent and report shall not be withdrawn up to the time of filing of this Draft Prospectus.

EXPERT OPINION

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

Our Company has received a written consent from our Peer Review Auditor, M/s L J Kothari & Co, Chartered Accountants, with respect to the report on the Financial Statements dated December 11, 2018 and the Statement of Tax Benefits dated December 11, 2018, to include their name in this Draft Prospectus, as required under section 26(1)(a)(v) of the Companies Act read with SEBI ICDR Regulations as “expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and/or public issues during the five years preceding the date of the Draft Prospectus, and are an Unlisted Issuer in terms of SEBI ICDR Regulations and this Issue is an Initial Public Offering in terms of SEBI ICDR Regulations.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES IN LAST FIVE YEARS

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of Draft Prospectus.

PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY

None of Group Companies and Associates are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Draft Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF OUR COMPANY

Our Company has not undertaken any public or rights issue in the five (5) years preceding the date of this Draft Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY

None of our Subsidiaries are listed on any stock exchange.

PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGER:

ANNEXURE A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY FEDEX SECURITIES PRIVATE LIMITED

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Shree Ganesh Remedies Limited	8.55	36	October 13, 2017	40.00	1.11% (1.85%)	24.31% (+6.17%)	27.78% (+4.46%)
2.	Lorenzini Apparels Ltd	4.47	10	February 15, 2018	10.20	-32.10% (-3.27%)	-38.50% (3.63%)	-54.50% (9.76%)
3.	Ganesh Films India Limited	8.42	80	July 31, 2018	80.00	4.19% (2.97%)	1.19% (-9.41%)	NA
4.	Add-Shop Promotions Limited	6.22	26	September 10, 2018	28.20	3.85% (-9.55%)	NA	NA
5.	Sun Retail Limited	10.11	23	October 16, 2018	36.00	100.22% (-0.06%)	NA	NA

Sources: All share price data is from www.bseindia.com

Note:

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30 th Calendar day from listing date			Nos of IPOs trading at premium on 180 th Calendar day from listing date			Nos of IPOs trading at premium on 180 th 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%
2016-17	Not Applicable													
2017-18	*2	13.02		1				1	1					1
2018-19	**3#	24.75				1		2						

*The scripts of Shree Ganesh Remedies Limited and Lorenzini Apparels Limited were listed on October 13, 2017 and February 15, 2018 respectively.

**The scripts of Ganesh Films India Limited, Add-Shop Promotions Limited and Sun Retail Limited were listed on July 31, 2018, September 10, 2018 and October 16, 2018 respectively.

#The scripts of Ganesh Films India Limited, Add-Shop Promotions Limited and Sun Retail Limited have not completed 180 Days, 180 Days and 180 Days respectively from the date of listing.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of SEBI ICDR Regulations, and this Issue is an Initial Public Offering in terms of SEBI ICDR Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed Bigshare Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor’s grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

The Company has obtained authentication on the SCORES and shall comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders’ Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares.

The Company has also appointed Vinay B R as the Company Secretary & Compliance Officer and he may be contacted at the following address:

Name: Vinay B R

Address: No. 307, III floor, shree chambers, 100 feet ring road, BSK III Stage, Bangalore – 560085

Tel No: +91 080 42869900

Fax No: N/A

E-mail: vinay.br@axiomconsult.com

Investors can contact the Company Secretary & 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 or unblocking of funds, etc.

STATUS OF INVESTOR COMPLAINTS

We confirm that there is no investor complaints filed against the Company.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED SUBSIDIARIES

No subsidiaries of our Company have made any public issue (including any rights issues to the public) and hence there are no pending investor grievances.

SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, SEBI Listing Regulations, the terms of the Prospectus, the Abridged Prospectus, Application Form, the Revision Form, the CAN/ the Allotment Advice 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 laws, as applicable, 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, BSE SME, the RBI, RoC 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, the RBI, the GoI, BSE SME, the RoC and any other authorities while granting their approval for the Issue.

Please note that, in terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants applying in a public issue shall use only ASBA facility for making the payment. Further vide the said circular, Designated Intermediaries have also been authorised to collect the Application Forms. Investors may visit the official website of the stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

The Equity Shares being issued shall be subject to the provisions of the Companies Act, Memorandum and Articles of Association, and shall rank *pari passu* in all respects with the other existing shares of our Company including in respect of the rights to receive dividends. The Allottees of the Equity Shares in the Issue shall be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, refer section titled “*Main Provisions of Articles of Association*” beginning on page 278 of this Draft Prospectus.

Our Company shall pay dividends, if declared, to the shareholders of our Company in accordance with the Dividend policy of our Company, provisions of the Companies Act, the Memorandum of Association and Articles of Association and the SEBI Listing Regulations. The declaration and payment of dividends will be recommended by our Board of Directors and our shareholders, in their discretion, and will depend on a number of factors, including but not limited to our earnings, capital requirements and overall financial condition. For further details, please refer chapter titled “*Dividend Policy*” on page 145 and section titled “*Main provisions of the Articles of Association*” on page 278 respectively, of this Draft Prospectus.

Face Value and Issue Price

The face value of each Equity Share is ₹ 10. The Issue Price of Equity Shares is ₹ [●] per Equity Share. The Issue Price shall be determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “*Basis of Issue Price*” beginning on page 72 of this Draft Prospectus.

At any given point of time there shall be only one (1) denomination of Equity Shares of our Company, subject to applicable law.

Compliance with the disclosure and accounting norms

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders of our Company shall have the following rights:

- the right to receive dividend, if declared;
- the right to attend general meetings and exercise voting powers, unless prohibited by law;

- the right to vote on a poll either in person or by proxy;
- the right to receive offers for rights shares and be allotted bonus shares, if announced;
- the right to receive surplus on liquidation subject to any statutory and other preferential claims being satisfied;
- the right of free transferability of equity shares, subject to applicable law, including RBI rules and regulations, if any; and such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the terms of SEBI Listing Regulations and the Memorandum of Association and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association such as those dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and / or consolidation / splitting, please refer section titled “*Main Provisions of Articles of Association*” beginning on page 278 of this Draft Prospectus.

Minimum Application Value, Market Lot and Trading Lot

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing the Prospectus:

- Tripartite agreement dated [●] among CDSL, our Company and the Registrar to the Issue; and
- Tripartite agreement dated [●] among NSDL, our Company and the Registrar to the Issue

Since trading of the Equity Shares is in dematerialised form, the tradable lot is [●] Equity Share. Allotment in this Issue will be only in electronic form and in multiples of [●] Equity Shares subject to a minimum Allotment of [●] Equity Shares to the successful Applicants in terms of SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. For details of allocation and allotment, please refer chapter titled “*Issue Procedure*” beginning on page 259 of this Draft Prospectus.

Joint holders

Subject to our Articles, where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold the same as joint-tenants, with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities at Bangalore, Karnataka, India.

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Draft Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination Facility to the Investor

In accordance with Section 72 of the Companies Act read with Companies (Share Capital and Debentures) Rules, 2014, the sole or the 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 Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 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 the equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Company's Registered Office or to the Registrar to the Issue.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the Applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Application Period

Applicants may submit their Applications only during the Issue Period. The Issue Opening Date is [●] and the Issue Closing Date is [●].

Minimum Subscription

In accordance with Regulation 260(1) of SEBI ICDR Regulations, this Issue is 100% underwritten and the underwriting shall not be restricted to any minimum subscription level. This Issue is 100% underwritten and the details of the same have been disclosed under chapter titled "*General Information*" beginning on page 42 of this Draft Prospectus. As per section 39 of the Companies Act, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of Prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through the Prospectus including devolvement of Underwriters within sixty (60) days from the date of Issue Closing Date, our Company shall forthwith refund/unblock the entire subscription amount received, as the case maybe. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act and applicable law.

Further, in accordance with Regulation 268 of SEBI ICDR Regulations, the minimum number of Allottees in this Issue shall be fifty (50). In case the minimum number of prospective Allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

Further, in accordance with Regulation 267 of SEBI ICDR Regulations the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000 in value per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Arrangement for disposal of odd lot

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of 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 value of such shareholding is less than the minimum contract size allowed for trading on BSE SME.

Restriction on Transfer of Equity Shares

Except for, lock-in of pre-Issue equity shareholding, Promoters' minimum contribution and for a period of thirty (30) days from the date of Allotment, as detailed in the chapter "*Capital Structure*" beginning on page 51 of this Draft Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. Further, there are no restrictions on transmission of Equity Shares and on their consolidation/splitting except as provided in the Articles of Association. Please refer section titled "*Main Provisions of Articles of Association*" beginning on page 278 of this Draft Prospectus.

New Financial Instruments

As on the date of this Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

Allotment only in Dematerialized form

In accordance with SEBI ICDR Regulations and Section 29 of the Companies Act, Equity Shares will be issued and Allotted only in the dematerialized form to the Allottees. Allottees will have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Withdrawal of the Issue

Our Company, in consultation with the LM, reserves the right not to proceed with the Issue anytime after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date, providing reasons for not proceeding with the Issue and the BSE SME shall be informed promptly in this regard. The LM, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) Working Day from the date of receipt of such notification.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determine that we will proceed with an initial public offering of the Company's Equity Shares, the Company shall file a fresh draft prospectus with BSE SME. Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the BSE SME, which the Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

Migration to Main Board

In accordance with the BSE circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the BSE SME for a minimum period of two (2) years from the date of listing and only after that it can migrate to the main board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of SEBI ICDR Regulations. As per the provisions of the Chapter IX of SEBI ICDR Regulations, our Company may migrate to the main board of BSE from the BSE SME on a later date, if the paid-up capital of the Company is more than ₹ 1000 Lakhs but below ₹ 2500 Lakhs, and a special resolution for migrating our Company to the Main Board has been passed through a postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two (2) times the number of votes cast by shareholders other than Promoter shareholders against the proposal.

Market Making

The Equity Shares issued through this Issue are proposed to be listed on BSE SME, wherein [●] is the Market Maker to this Issue and shall ensure compulsory Market Making for a minimum period of three (3) years from the date of listing on BSE SME. For further details of the agreement entered into between our Company, the LM and the Market Maker, please refer chapter titled "General Information" beginning on page 42 of this Draft Prospectus.

Issue Programme

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

Particulars	Date
Issue opens on	[●]
Issue closes on	[●]
Finalisation of Basis of Allotment with BSE SME	[●]
Initiation of Allotment / Refunds/ un-blocking of ASBA Accounts	[●]
Credit of Equity Shares to demat accounts of the Allottees	[●]
Commencement of trading of the Equity Shares on BSE SME	[●]

The above timetable is indicative and does not constitute any obligation on our Company or the LM.

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 BSE SME are taken within six (6) Working Days of 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 BSE SME. The Commencement of trading of the Equity Shares will be entirely at the discretion of BSE SME and in accordance with the applicable laws.

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 Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and BSE SME 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 Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Draft Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get

uploaded due to the lack of sufficient time. Such 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 LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail 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 Application Form, for a particular Applicant, the details as per the file received from BSE SME 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 Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

ISSUE PROCEDURE

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 the circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 (the "General Information Document"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of BSE and the LM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, as amended and modified by SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and subsequently by SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Prospectus.

Pursuant to the SEBI ICDR Regulations, the ASBA process is mandatory for all investors excluding Anchor Investors and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Application forms. All Applicants shall ensure that the ASBA Account has sufficient credit balance such that the full Application Amount can be blocked by the SCSB at the time of submitting the Application. Applicants applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs.

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 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 BSE to act as intermediaries for submitting Application Forms are provided on <http://www.bseindia.com>. For details on their designated branches for submitting Application Forms, please refer the above mentioned BSE website.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) price discovery and allocation; (iii) payment Instructions for ASBA Bidders; (iv) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (v) price discovery and allocation; (vi) general instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; and (xii) mode of making refunds. Our Company and the LMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the

applicable law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

Fixed Price Issue Procedure

Pursuant to Regulation 229 of Chapter IX of the SEBI ICDR Regulations, this Issue is being made through the Fixed Price Issue Process, wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications 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 the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in 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 LM and the BSE SME.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the BSE SME.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. **The Application Forms which do not have the details of the Applicant's depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected.** In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the BSE SME. Applicants will not have the option of being allotted Equity Shares in physical form. However, the Investors may get the Equity Shares rematerialized subsequent to the Allotment.

Phased implementation of Unified Payments Interface

SEBI has issued a circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the circular, Unified Payments Interface will be introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Bidders through intermediaries. Phase I of this mechanism will be applicable from January 1, 2019.

Application Form

All Applicants are required to mandatorily participate in the Issue only through the ASBA process. Copies of the Application Forms and the Abridged Prospectus will be available with the LM, Designated Intermediaries and the Registered Office of our Company. An electronic copy of the Application Form will

also be available on the website of the BSE SME (www.bsesme.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

All Applicants shall ensure that their Applications are made on ASBA Forms bearing the stamp of a Designated Intermediary and submitted at the Collection Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Additionally, ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the ASBA Form, and ASBA Forms that do not contain such details are liable to be rejected. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance of an amount equivalent to the full Application Amount that can be blocked by the SCSB at the time of submitting the Application.

The prescribed colour of the Application Form for the various categories is as follows:

Category	Colour of Application Form *
Resident Indians including resident QIBs, Non- Institutional Investors, Retail Individual Applicants and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including FPIs and Eligible NRIs, applying on a repatriation basis	Blue

**Excluding electronic Application Form*

Designated Intermediaries shall submit Application Forms to SCSBs only.

Who can apply

In addition to the category of Applicants set forth under General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Mutual Funds registered with SEBI;
- VCFs registered with SEBI;
- FVCIs registered with SEBI;
- Multilateral and bilateral development financial institutions;
- State Industrial Development Corporations;
- Insurance companies registered with Insurance Regulatory and Development Authority;
- Provident Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
- Pension Funds with a minimum corpus of ₹ 250 million and who are authorised 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 the GoI, published in the Gazette of India;
- Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India;
- Nominated Investor and Market Maker
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

Applications not to be made by:

- Minors (except through their Guardians)
- Partnership firms or their nominations
- Overseas Corporate Bodies.

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, 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 state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Draft Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by associates/ affiliates of Lead Manager

The LM shall not be allowed to subscribe to the Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the LM may subscribe to or purchase the Equity Shares in the Issue, including in the QIB Portion or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Applications by eligible NRIs

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying 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 Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (“NRO”) accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme (“PIS”) is subject to certain limits, i.e., 10.00% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not

passed any resolution to increase this limit and hence investments by NRIs under the PIS will be subject to a limit of 10% of the paid-up equity capital of the Company.

Applications by FPIs and FIIs

In terms of SEBI FPI Regulations, an FII which holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three (3) years for which fees have been paid as per SEBI FII Regulations. Accordingly, such FIIs can participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FPI after registering as an FPI under SEBI FPI Regulations. However, existing FIIs and their sub accounts may continue to buy, sell or deal in securities till the expiry of their existing SEBI registration. Further, a QFI who had not obtained a certificate of registration as an FPI could only continue to buy, sell or otherwise deal in securities until January 6, 2015. Hence, such QFIs who have not registered as FPIs under SEBI FPI Regulations shall not be eligible to participate in this Issue.

In terms of SEBI FPI Regulations, the purchase of Equity Shares and total holding by 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 Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the shareholders of our Company. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments (“ODIs”). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the GoI from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. FPIs are required to apply through the ASBA process to participate in the Issue.

The Registrar shall use Permanent Account Number (PAN) issued by Income Tax Department of India for checking compliance for a single foreign portfolio investor; and obtain validation from Depositories for the FPIs to ensure there is no breach of investment limit.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of SEBI FPI Regulations, an FPI, other than Category III Foreign Portfolio Investors and unregulated broad based funds, which are classified as Category II Foreign Portfolio Investors by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying security) directly or indirectly, only if (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 FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, pursuant to a circular dated November 24, 2014 issued by SEBI, FPIs are permitted to issue offshore

derivative instruments only to subscribers that (i) meet the eligibility conditions set forth in Regulation 4 of SEBI FPI Regulations; and (ii) do not have “opaque structures”, as defined under SEBI FPI Regulations.

In case of Applications made by FPIs, a verified true copy of the certificate of registration issued under SEBI FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or sub-account 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 Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

Applications by SEBI registered VCFs, AIFs and FVCIs

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) 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.

Category I and II AIFs cannot invest more than 25% of their corpus in one (1) investee company. A category III AIF cannot invest more than 10% of their investible funds in one (1) investee company. A venture capital fund registered as a category I AIF, as defined in 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 SEBI AIF Regulations shall continue to be regulated by SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of SEBI AIF Regulations.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public offering would be exempt from lock-in requirements provided that such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the LM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Application by provident funds/ pension funds

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject their Application, without assigning any reason thereof

Applications by limited liability partnerships

In case of Applications 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 Application Form. Failing this, our Company reserves the right to reject their Application without assigning any reason thereof.

Applications by Systemically Important Non-Banking Financial Companies

In case of Applications made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves 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 regulations, guidelines and circulars issued by RBI from time to time.

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, FPIs, Mutual Funds, Eligible QFIs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, provident funds with a minimum corpus of ₹ 2,500 Lakhs and pension funds with a minimum corpus of ₹ 2,500 Lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject their Application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- With respect to Applications 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 Application Form.
- With respect to Applications made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form.
- With respect to Applications 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 Application Form. Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Lead Manager may deem fit.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

Applications by SCSBs

SCSBs participating in the Issue are required to comply with the terms of SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Applications by banking companies

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company, without assigning any reason therefor.

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 Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Applications by insurance companies

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject their Application without assigning any reason thereof.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 ("IRDA Investment Regulations").

Applications by OCBs

In accordance with RBI regulations, OCBs cannot participate in this Issue.

Applications by Mutual Funds

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. In case of a mutual fund, a separate 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 (1) scheme of the mutual fund will not be treated as multiple Applications, provided, that the Applications clearly indicate the scheme concerned for which the Application has been made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be attached with the Application Form. Failing this, our Company reserves the right to reject their Application in whole or in part, in either case, without assigning any reason thereof.

No mutual fund scheme shall invest more than 10% of its net asset value in the 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.

Maximum and Minimum Application Size

a) For Retail Individual Applicants:

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed ₹ [●]. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed ₹ [●].

b) For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ [●] and in multiples of [●] Equity Shares thereafter. Application cannot be submitted for more than the Issue Size. However, the maximum application size by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ [●] for being considered for allocation in the Non-Institutional Portion.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the BSE, along with the Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Pre- Issue Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by SEBI ICDR Regulations, in all editions of [●], an English daily newspaper, all editions of [●], a Hindi daily newspaper and Bangalore edition of [●], a Kannada newspaper (Kannada being the local language of Karnataka, where our Registered Office is situated) each with wide circulation. In the pre-Issue advertisement, we shall state Issue Opening Date, Issue Closing Date and the QIB Issue Closing Date.

Information for the Applicants

Applicants are requested to note the following additional information in relation to the Issue.

- a. Our Company shall file the Prospectus with the RoC at least three (3) working days before the Issue Opening Date.
- b. Our Company shall, after registering the Prospectus with the RoC, make a pre-Issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●], an English daily newspaper, all editions of [●], a Hindi daily newspaper and Bangalore edition of [●], a Kannada newspaper (Kannada being the local language of Karnataka, where our Registered Office is situated) each with wide.
- c. Copies of the Application Form and the abridged prospectus will be available at the offices of the LM, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.
- d. Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorized agent(s).
- e. Application should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch.
- f. The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary 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 Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the stock exchange does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

Signing of the Underwriting Agreement and the RoC Filing

Our Company has entered into an Underwriting Agreement dated [●]. For terms of the Underwriting Agreement, please refer chapter titled “*General Information*” beginning on page 42 of this Draft Prospectus. The Prospectus will contain details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects. Our Company will file a copy of the Prospectus with the Roc in terms of Section 26 and all other applicable provisions of Companies Act.

General Instructions

Applicants are requested to note the additional instructions provided below.

Do’s:

1. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Read all the instructions carefully and complete the Application Form;
3. Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
4. Ensure that your Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Collection Centre within the prescribed time, except in case of electronic forms;
5. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
6. If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
7. All Applicants (other than Anchor Investors) should apply through the ASBA process only;
8. With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Application;
9. Ensure that you request for and receive a stamped acknowledgement of your Application;
10. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
11. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process;
12. Submit revised Applications to the same Designated Intermediary, as applicable, through whom the original Application was placed and obtain a revised TRS;
13. Except for Applications (i) on behalf of the central or state governments and the officials appointed by the courts, who, in terms of SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Applications by persons resident in the

state of Sikkim, who, in terms of SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants 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 Applicants 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;

14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. 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;
16. Ensure that the name(s) given in the 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 application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
17. Ensure that the category and sub-category under which the Application is being submitted is clearly specified in the Application Form;
18. Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. If you are resident outside India, ensure that Applications by you are in compliance with applicable foreign and Indian laws;
20. Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form and entered into the online IPO system of the BSE SME by the relevant Designated Intermediary, match with the DP ID, Client ID and PAN available in the Depository database;
21. Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online system of BSE SME by the relevant Designated Intermediary, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the 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 Application Form;
22. In relation to the ASBA Applications, ensure that you use the ASBA Form bearing the stamp of the relevant Designated Intermediary (in the Specified Locations) (except in case of electronic forms);
23. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;

Ensure that while applying through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Collection Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one (1) branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>). Ensure that you have mentioned the correct ASBA Account number in the Application Form;
24. Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgement;
25. Ensure that you have mentioned the correct ASBA Account number in the Application Form;

26. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
27. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not pay the Application Amount in cash, cheque, by money order or by postal order or by stock invest or any mode other than stated herein;
4. Do not send Application / ASBA Forms by post, instead submit the same to the Designated Intermediary only;
5. Do not submit the Application Forms with the Banker(s) to the Issue (assuming that such bank is not a SCSB), our Company, the LM or the Registrar to the Issue (assuming that the Registrar to the Issue is not one of the RTAs) or any non-SCSB bank;
6. Do not apply on an Application Form that does not have the stamp of the Designated Intermediary;
7. If you are a Retail Individual Applicant, do not apply for an exceeding ₹ 200,000;
8. Do not fill up the Application Form such that the Equity Shares applied for 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 Prospectus;
9. Do not submit the General Index Register number instead of the PAN;
10. As an ASBA Applicant, do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available to be blocked in the relevant ASBA Account;
11. As an ASBA Applicant, do not instruct your respective banks to release the funds blocked in the ASBA Account;
12. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
13. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
14. If you are a QIB, do not submit your Application after 3.00 pm on the Issue Closing Date for QIBs;
15. If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your Application after 3.00 pm on the Issue Closing Date;
16. Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
17. Do not submit an Application 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 Depositories);

18. If you are a QIB or a Non-Institutional Applicant, do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage;
19. Do not submit more than five (5) ASBA Forms per ASBA Account;
20. Do not submit ASBA Forms at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres; and
21. Do not submit ASBA Forms to a Designated Intermediary at a Collection Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one (1) branch in the relevant Collection Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>).

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Undertakings by our Company

We undertake as follows:

1. That if our Company does not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice which will be issued by our Company within two (2) days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. BSE on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. That if our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh draft prospectus with BSE SME/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. The Equity Shares proposed to be issued by it in the Issue shall be allotted and credited to the successful applicants within the specified time in accordance with the instruction of the Registrar to the Issue;
4. That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
5. All steps for completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are to be listed are taken within the period prescribed by SEBI;
6. If the Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within fifteen (15) days from the Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15% per annum for the delayed period;
7. That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within the specified period of the Issue Closing Date by giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
8. That the Promoters' contribution in full, if required, shall be brought in advance before the Issue opens for subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on Applicants in accordance with applicable provisions under SEBI ICDR Regulations;
9. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

10. That our Company shall not have recourse to the Issue Proceeds until the final approval for listing and trading of the Equity Shares from BSE SME where listing is sought has been received;
11. That no further issue of Equity Shares shall be made until the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc, other than as disclosed in accordance with Regulation 19 of SEBI ICDR Regulations;
12. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
13. That it shall comply with such disclosure and account norms specified by SEBI from time to time.

Utilization of Net Proceeds of the Issue

The Board of Directors of our Company certifies that:

1. all monies received out of the Issue shall be transferred to a separate bank account other than the bank account referred to in the Companies Act;
2. details of all monies utilised out of the Issue referred in sub-item 1, shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
3. details of all unutilised monies out of the Issue referred in sub-item 1, if any, shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;
4. Our Company shall comply with the requirements of SEBI LODR Regulations 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.
6. Our Company declares that 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.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 of Chapter IX of SEBI ICDR Regulations, whereby, an issuer's post issue face value capital does not exceed ₹ 1,000.00 Lakhs, may issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being BSE SME). For further details regarding the salient features and terms of this Issue, please refer chapters titled "*Terms of the Issue*" and "*Issue Procedure*" beginning on pages 253 and 259 respectively, of this Draft Prospectus.

Present Issue Structure

The present Issue of up-to [●] Equity Shares for cash at a price of ₹ [●] (including a premium of ₹ [●] aggregating up-to ₹ [●] Lakhs by our Company. The Issue comprises a net issue to the public of up-to [●] Equity shares (the "Net Issue"). The Issue will constitute [●]% of the post- Issue paid-up Equity Share capital of our Company and the Net Issue will constitute [●]% of the post- Issue paid-up Equity Share capital of our Company.

The Issue comprises a reservation of up to [●] Equity Shares of ₹ 10 each for subscription by the designated Market Maker (the "Market Maker Reservation Portion").

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available of allocation	[●] Equity Shares	[●] Equity Shares
Percentage of Issue Size available for allocation	[●] % of the Issue size	[●] % of Issue size
Basis of Allotment	Proportionate subject to minimum allotment of [●] equity shares and further allotment in multiples of [●] equity shares each. For further details please refer "Basis of Allotment" under chapter titled " <i>Issue Procedure</i> " beginning on page 259 of this Draft Prospectus.	Firm allotment
Mode of Application	Through ASBA process only	Through ASBA process only
Minimum Application Size	<i>For QIB and NII</i> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application size exceeds ₹ 2,00,000 <i>For Retail Individual Applicants</i> Such number of Equity shares where the application size is of atleast ₹ 1,00,000.	[●] Equity Shares

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Maximum Application Size	<p>For QIB and NII: Such number of Equity Shares in multiples of [●] Equity Shares such that the application size does not exceed the Issue size.</p> <p>For Retail Individuals: Such number of Equity Shares and in multiples of [●] Equity Shares such that the application value does not exceed ₹2,00,000.</p>	[●] Equity Shares of face value of ₹ 10 each
Mode of Allotment	Dematerialized mode	Dematerialized mode
Trading Lot	[●] Equity Shares	[●] Equity Shares, however, the Market Maker may accept odd lots if any, in the market as permitted under SEBI ICDR Regulations.
Terms of payment	The entire application amount will be payable at the time of submission of the Application Form.	
Application	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	

Note:

- In case of joint applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.*
- Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
- SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

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 ₹)	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

Issue Price (in ₹)	Lot Size (No. of shares)
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 Lead Manager, our Company and BSE shall ensure to 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 Offer

Our Company in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

- (i) The final listing and trading approvals of BSE SME for listing and trading of the Equity Shares issued through this Issue, which the Company shall apply for after Allotment;
- (ii) The final RoC approval of the Prospectus after it is filed with the RoC.
- (iii) In case, our Company wishes to withdraw the Issue after the Issue Opening Date but before Allotment, our Company will give public notice giving reasons for withdrawal of the Issue. The public notice will appear in all editions of [●], an English daily newspaper, all editions of [●], a Hindi daily newspaper and Bangalore edition of [●], a Kannada newspaper (Kannada being the local language of Karnataka, where our Registered Office is situated) each with wide circulation.

The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts / refund the amount, as the case maybe, within one (1) 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 BSE SME will also be informed promptly about the same. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public issue of equity shares, our Company will file a fresh Issue draft prospectus with BSE SME where the equity shares may be proposed to be listed.

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 at the Collection Centres mentioned in the Application Form. On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for Retail and non-Retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and BSE SME 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 Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Draft Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such 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 LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the consolidated FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI. The union cabinet has recently approved phasing out the FIPB, as provided in the press release dated May 24, 2017. The DIPP issued the Standard Operating Procedure ('SOP') for Processing FDI Proposals on June 29, 2017 (the "SOP"). The SOP provides a list of the competent authorities for granting approval for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under automatic route but which required Government approval earlier as per the extant policy during the relevant period, the concerned administrative ministry/department shall act as the competent authority (the "Competent Authority") for the grant of post facto approval for foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, DIPP shall identify the Competent Authority.

The GoI has from time to time made policy pronouncements on FDI through press notes and press releases. The Consolidated FDI Policy superseded all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. RBI has issued Master Directions - Foreign Investments in India dated January 4, 2018. In terms of the said Master Directions, an Indian company may issue fresh shares to person resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the said Master Directions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of SEBI Takeover Regulations; (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.

As per the existing policy of the GoI, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, 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 state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S Securities Act and referred to in this Draft Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

SECTION IX – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION OF *AXIOM CONSULTING LIMITED

**A Company Limited by shares
(Incorporated under the Companies Act, 1956)**

Constitution of the Company

1. The Regulations contained in Table-F, in the First Schedule to the Companies Act, 2013, so far as the same may be applicable to a Public Company as defined in the Act, shall apply to this Company in the same manner as if all such Regulations to Table-F are specifically contained in these Articles, subject to the modifications herein contained.
2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

INTERPRETATIONS

3. In the interpretations of these Articles, the following words and expressions shall have the following meanings unless repugnant to the subject or context thereof, and the words importing the singular include the plural and vice-versa and the words importing the masculine gender shall include feminine gender also.

A. DEFINITIONS

- a. “**Act**” shall mean the Companies Act, 2013 in force and any statutory amendment thereto or replacement thereof or the applicable provisions of the Companies Act, 1956, as the case may be.
- b. “**Affiliate**” shall mean with respect to a Shareholder, any person that directly or indirectly, owns or Controls, or is owned or Controlled by, or is under common ownership or Control with the Shareholder or person specified, where 'ownership' means the beneficial ownership of or the ability to direct the voting of more than 50% (fifty percent) of the interests. The term “Affiliate” in relation to any Shareholder who is a natural person shall mean Relative of such person

***Restated Articles of Association adopted at the Extra-Ordinary General Meeting held on 17.08.2018.**

- c. “**Annual General Meeting**” shall mean a General Meeting of the holders of Equity Shares held in accordance with the applicable provisions of the Act.
- d. “**Applicable Law**” means all applicable statutes, enactments, acts of legislature or parliament, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any government, statutory authority, tribunal, board, court or recognized stock exchange.
- e. “**Articles**” or “**Articles of Association**” shall mean these articles of association of the Company.

- f. **“Board”** or the **“Board of Directors”** means the board of directors of the Company from time to time.
- g. **“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.
- h. **“Beneficial Owner”** shall mean beneficial owner as defined in Clause (a) of sub-section (1) of Section 2 of the Depositories Act.
- i. **“Business Day”** means a day (other than a Saturday or Sunday or an official public holiday in India) on which commercial banks in Bangalore are open for business.
- j. **“Business”** means the business of acting as consultants, developers, sellers, traders and supporters in engineering services, computer systems/hardware/software, data processing and analysis, among others.
- k. **“Capital” or “share capital”** shall mean the share capital for the time being, raised or authorised to be raised for the purpose of the Company.
- l. **“Company”** means **Axiom Consulting Limited**.
- m. **“Committees”** shall have the meaning ascribed to such term in Article ***
- n. **“Debenture”** shall include debenture stock, bonds, and any other securities of the Company, whether constituting a charge on the assets of the Company or not.
- o. **“Depositories Act”** shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.
- p. **“Depository”** shall mean a Depository as defined in Clause (e) of sub-section (1) of section 2 of the Depositories Act.
- q. **“Director”** shall mean a director on the Board of Directors of the Company.
- r. **“Dividend”** shall include interim dividends.
- s. **“Equity Share Capital”** shall mean the total issued and paid-up equity share capital of the Company, calculated on a Fully Diluted Basis.
- t. **“Extraordinary General Meeting”** shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act;
- u. **“Financial Year”** shall have the meaning assigned thereto by Section 2(41) of the Act. .
- v. **“Fully Diluted Basis”** shall mean, in reference to any calculation, that the calculation should be made in relation to the Equity Share capital of any Person, assuming that all outstanding convertible preference shares or debentures, options, warrants and other equity securities convertible into or exercisable or exchangeable for Equity Shares of that Person (whether or not by their terms then currently convertible, exercisable or exchangeable), have been so converted, exercised or exchanged to the maximum number of Equity Shares possible under the terms thereof.
- w. **“Independent Director”** shall have the meaning assigned thereto by Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations mean an independent director as defined under the Act and under clause 49 of the Listing Agreement.
- x. **“Law”** shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions,

injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or any other generally accepted accounting principles.

- y. **“Listing Agreement”** means the agreement entered into with the stock exchanges in India, on which a company’s shares are listed.
- z. **“Listing Regulations”** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force.
- aa. **“Managing Director”** shall have the meaning assigned to it under the Act.
- bb. **“Member”** means the duly registered holder from time to time of the shares of the Company and includes the subscribers to the Memorandum and Articles of Association of the Company and Person(s) whose name(s) is/are entered as Beneficial Owner in the records of the Depository.
- cc. **“Memorandum” or Memorandum of Association** shall mean the memorandum of association of the Company.
- dd. **“Office”** shall mean the registered office of the Company.
- ee. **“Officer”** shall have the meaning assigned thereto by Section 2(59) of the Act.
- ff. **“Ordinary Resolution”** shall have the meaning assigned thereto by Section 114 of the Act.
- gg. **“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)
- hh. **“Promoter Directors”** shall mean Satya Simha Rao and Giridhar Lakshminarayan, collectively.
- ii. **“Register of Members”** shall mean the register of Shareholders to be kept pursuant to Section 88 of the Act.
- jj. **“Register and Index of Beneficial Owners”** maintained by a depository under Section 11 of the Depositories Act shall be deemed to be the Register and Index of Members for the purposes of the Act and these Articles.
- kk. **“Registrar”** shall mean the Registrar of Companies, from time to time having jurisdiction over the Company.
- ll. **“Related Party”** shall have the meaning assigned thereto by Section 2 (76) of the Act and Regulation 2 (1) (zb) of the Listing Regulations.
- mm. **“Seal”** shall mean the common seal, for the time being, of the Company.
- nn. **“SEBI”** shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.
- oo. **“Secretary”** shall mean a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a company to perform the functions of a company secretary under the Act.
- pp. **“Securities”** shall mean any Equity Shares or any other securities, debentures warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares.

- qq. **“Share”** shall mean all classes of shares in the capital of the Company (including equity and preference shares) issued from time to time, together with all rights, differential rights, obligations, title, interest and claim in such shares and shall be deemed to include all bonus shares issued in respect of such shares and shares issued pursuant to a stock split in respect of such shares;
- rr. **“Share Equivalents”** shall mean any Debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity Shares.
- ss. **“Shareholder”** shall mean collectively, all the individuals who hold Shares of the Company from time to time.
- tt. **“Transfer”** (including the terms **Transferred by** and **Transferability**) shall mean to transfer, sell, assign, pledge, hypothecate, create a security interest in or lien on, place in trust (voting or otherwise), exchange, gift or in any other way subject to any encumbrance on, or dispose of, whether directly, indirectly and whether voluntarily, involuntarily or by operation of law.
- uu. **“Tribunal”** shall mean the National Company Law Tribunal constitutes under section 408 of the Act.
- vv. **“Writing”** shall include typewriting, printing, lithography and any other mode or modes of representing or reproducing words in a visible form.

B. CONSTRUCTION

In these Articles (unless the context requires otherwise):

- (a) References to a Party shall, where the context permits, include such Party’s respective successors, legal heirs and permitted assigns.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) 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”.
- (f) 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.
- (g) Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day; and whenever any

payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day, such payment shall be made or action taken on the next Business Day following.

- (h) A reference to a Party being liable to another Party, or to liability, includes, but is not limited to, any liability in equity, contract or tort (including negligence).
- (i) Reference to statutory provisions shall be construed as meaning 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) References to any particular number or percentage of securities of a Person (whether on a Fully Diluted Basis or otherwise) shall be adjusted for any form of restructuring of the share capital of that Person, including without limitation, consolidation or subdivision or splitting of its shares, issue of bonus shares, issue of shares in a scheme of arrangement (including amalgamation or de-merger) and reclassification of equity shares or variation of rights into other kinds of securities.
- (k) References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the MCA. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Act have been notified.
- (l) 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.

4. EXPRESSIONS IN THE ACT AND THESE ARTICLES

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

5. SHARE CAPITAL

- (a) The authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company from time to time and the Company may sub-divide, consolidate and increase the Share Capital from time to time and upon the sub-division of shares, apportion the right to participate in profits in any manner as between the shares resulting from the sub-division.
- (b) The Company has power, from time to time, to increase its authorised or issued and Paid up Share Capital.
- (c) The Share Capital of the Company may be classified into Equity 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.
- (d) Subject to Article 5(c), all Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.
- (e) The Board may allot and issue shares of the Company 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 the 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. However, the aforesaid shall be subject to the approval of shareholders under the relevant provisions of the Act and Rules.

- (f) Nothing herein contained shall prevent the Directors from issuing fully paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.
- (g) Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Equity Shares, shall be considered as part of the existing Capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
- (h) All of the provisions of these Articles shall apply to the Shareholders.
- (i) Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any Equity 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.
- (j) 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 Equity Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

6. BRANCH OFFICES

The Company shall have the power to establish one or more branch offices, in addition to the Office, in such places as its Board may deem fit.

7. SWEAT EQUITY

Subject to the provisions of Article 8, the Company shall have power to issue sweat equity Shares subject to the provision of Section 54 of the Act, to employees or directors at a discount, or for consideration other than cash, for providing know-how or making available rights in the nature of intellectual property rights or value additions by whatever name called.

8. EMPLOYEES' STOCK OPTIONS

- 8.1 An employees' stock option plan shall be created as an incentive for better performance and also to reward the employees for their contribution to the Company. Eligible employees of the Company as per the Employee Stock Option Scheme (as defined below) shall be entitled to subscribe or purchase stock options of the Company. A trust may be established with the trustees being the members of the Board which shall hold the stock option pool created until such time as the eligible employees are entitled to subscribe or purchase the Shares from the said trust.
- 8.2 The eligible employees of the Company shall be entitled to the stock options of the Company, upon fulfilment and achievement of the targets/ milestones that shall be set out in an employee stock option scheme ("**Employee Stock Option Scheme**"). The Employees Stock Option Scheme shall be formulated and finalized by the Company in accordance with the Act and rules enacted thereunder, subject to the approval of the Board and the Shareholders of the Company by way of a special resolution. The Employee Stock Option Scheme shall specify, inter alia, the total number of stock options to be granted, the classes of employees entitled to participate in the Employee Stock Option Scheme, the appraisal process for determining the eligibility of employees to the stock options, requirements of vesting and period of vesting, the exercise price or the formula for arriving at the same, and such other details as are required to be included in the Employee Stock Option Scheme in accordance with the Act.
- 8.3 The maximum number of Shares of stock of the Company which may be issued pursuant to rights granted under the Employee Stock Option Scheme and under any other incentive equity plan or

agreement, in the aggregate, adopted by the Company shall be decided by the board from time to time.

8.4 On the creation of the stock option pool as per the Employee Stock Option Scheme, the existing shareholding of the Shareholders will be diluted proportionally.

9. PREFERENCE SHARES

a. Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed 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 and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

b. Convertible Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.

PROVISIONS IN CASE OF PREFERENCE SHARES.

Upon the issue of preference shares pursuant to Article 9 above, the following provisions shall apply:

- a. No such shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;
- b. No such shares shall be redeemed unless they are fully paid;
- c. The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the shares are redeemed;
- d. Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the "Capital Redemption Reserve Account" and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company;
- e. The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital;
- f. The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and
- g. Whenever the Company shall redeem any redeemable preference shares or cumulative convertible redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar as required by Section 64 of the Act.

10.SHARE EQUIVALENT

The Company shall, subject to the applicable provisions of the Act, compliance with Law and the consent of the Board, have the power to issue Share Equivalents on such terms and in such manner as the Board deems fit including their conversion, repayment, and redemption whether at a premium or otherwise.

11.SHARES AND SHARE CERTIFICATES

- i. Every person whose name is entered as a member in the Register of members shall be entitled to receive Share certificates, as specified therein, within 2 (two) months after allotment or within 2 (two) months after the application for the Registration or transfer or within such other period as the conditions of issue shall provide:
 - (a) 1 (one) certificate for all his Shares without payment; or
 - (b) Several certificates, upon payment of ₹ 20 (Rupees twenty only) for every certificate after the first, provided that no separate certificate shall be issued for less than 100 (one hundred) Shares, unless decided otherwise by the Board.
- ii. A duplicate certificate of shares may be issued, if such certificate:
 - (i) is proved to have been lost or destroyed; or
 - (ii) has been defaced, mutilated or torn and is surrendered to the Company.
- iii. (a) Notwithstanding anything contained in these Articles and subject to compliance with Section 29 of the Act, the Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to Depositories Act and the rules framed there under.

(b) Notwithstanding anything contained in these Articles, the Company shall be entitled to rematerialize its securities and to offer securities in a rematerialized form pursuant to Depositories Act and the rules framed there under.
- iv. A certificate, issued under the common seal of the Company, specifying the shares held by any Person shall be *prima facie* evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of depository shall be the *prima facie* evidence of the interest of the beneficial owner.
- v. In respect of any Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate to one of the several joint holders shall be sufficient delivery to all such other holders. If a Share certificate is defaced, lost or destroyed it may be renewed on payment of a fee of ₹ 20 (Rupees twenty only) provided that the Directors may insist on a satisfactory explanation for such defacement, loss, destruction and may also require that the Company be indemnified against any action in respect of such defacement, loss or destruction.
- vi. If any Share 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 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 a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares, and for all incidents thereof according to these Articles.
- vii. 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 any share or whose name appears as the beneficial owner of 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 share on the part of any other Person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them.

- viii. The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company

12.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—

(i) to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:-

- a. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days 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;
- b. the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause a. above shall contain a statement of this right;
- c. 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;

(ii) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules.

- b. The notice referred to in sub-clause a. of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

- c. Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company:

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

- d. The provisions contained in this Article shall be subject to the provisions of the Section 42 and Section 62 of the Act, the Rules and the other applicable provisions of the Companies Act, 2013.

13.LIEN ON SHARES

A.On shares:

- (a) The Company shall have a first and paramount lien:

- i. on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share;
- ii. on all shares (not being fully paid shares) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company

Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

- (b) Company's lien, if any, on the shares, shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.
- (c) Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The fully paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such shares.
- (d) For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they 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 the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

- (i) unless a sum in respect of which the lien exists is presently payable; or
- (ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

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.

- (e) No Shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

B. On Debentures:

- (a) The Company shall have a first and paramount lien:
 - (i) on every Debenture (not being a fully paid Debenture), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that Debenture;
 - (ii) on all Debentures (not being fully paid Debentures) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company

Provided that the Board may, at any time, declare any Debentures wholly or in part to be exempt from the provisions of this Article.

- (b) Company's lien, if any, on the Debentures, shall extend to all interest and premium payable in respect of such Debentures.
- (c) Unless otherwise agreed, the registration of a transfer of Debentures shall operate as a waiver of the Company's lien, if any, on such Debentures. The fully paid up Debentures shall be free from

all lien and that in case of partly paid Debentures, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such Debentures.

- (d) For the purpose of enforcing such lien, the Board may sell the Debentures, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Debentures and may authorize the debenture trustee acting as trustee for the holders of Debentures or one of the holder of Debentures 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 the Debentures be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

- (i) unless a sum in respect of which the lien exists is presently payable; or
- (ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Debenture or the person entitled thereto by reason of his death or insolvency.

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 Debentures before the sale) be paid to the Person entitled to the Debentures at the date of the sale.

- (e) No holder of Debentures shall exercise any voting right in respect of any 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.

14. CALLS ON SHARES

- a. The Board may, from time to time, subject to the terms on which any Shares have been issued and subject to the conditions of allotment, make such calls as it thinks fit upon the members in respect of all the moneys unpaid on the Shares held by them respectively and each member shall pay the amount of every call made on him to such person or persons and at such time/s and place/s as the Board may decide.
- b. A call may be made payable either in 1 (one) sum or by instalments.
- c. A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.
- d. A call may be revoked or postponed at the discretion of the Board.
- 15.** If any sum in respect of a Share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at the rate of eighteen percent per annum, or at such lower rate, if any, as the Board may determine and the Board may waive such interest in its discretion.
- 16.** The Board may, if it thinks fit receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid on any Shares held by him.
- 17.** Upon all or any of the moneys so advanced, the Company (until the same becomes payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) 12% (twelve percent) per annum, as may be agreed upon between the Board and the member paying the sum in advance.

18. ALTERATION OF SHARE CAPITAL

Subject to these Articles and Section 61 of the Act, the Company may, by Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows, that is to say, it may:

- (a) increase its Share Capital by such amount as it thinks expedient;
- (b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares;

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.

- (c) convert all or any of its fully Paid up shares into stock and reconvert that stock into fully Paid up shares of any denomination.
- (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division 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
- (e) cancel 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. A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

19. REDUCTION OF SHARE CAPITAL

The Company may, subject to the applicable provisions of the Act, from time to time, 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.

20. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

Pursuant to a resolution of the Board, 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 Rules and subject to compliance with Law.

21. POWER TO MODIFY RIGHTS

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, subject to the provisions of Section 48 of the Companies Act, 2013 and Law, and whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is affected with consent in writing and by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class. Subject to provisions of the Act, all provisions hereafter contained as to General Meetings (including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting.

22. TRANSFER AND TRANSMISSION OF SHARES

- (a) The Company shall maintain a "Register of Transfers" and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any Share, Debenture or other Security held in a material form.
- (b) In accordance with Section 56 of the Act, the Rules and such other conditions as may be

prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

- (c) (i) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act
- (ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the transfer within 2 (two) weeks from the receipt of the notice.
- (d) Every such instrument of transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof.
- (e) The Board shall have power on giving not less than 7 (seven) days previous notice by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated, and publishing the notice on the website as may be notified by the Central Government and 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.
- (f) Subject to the provisions of Sections 58 and 59 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 register the transfer of, or the 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 instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

- (g) Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.
- (h) Subject to the provisions of these Articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

- (i) 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 or Shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person.
- (j) 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), 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 holders of succession certificate 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, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 21(a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.
- (k) The Board shall not knowingly issue or register a transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian.
- (l) Subject to the provisions of Articles, 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, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.
- (m) 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.

Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

- (n) Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the shares. Every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason

whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

In case of transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.

- (o) Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of transfer in accordance with the provisions of Section 56 of the Act.
- (p) No fee shall be payable to the Company, in respect of the registration of transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.
- (q) The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.
- (r) There shall be a common form of transfer in accordance with the Act and Rules.
- (s) The provision of these Articles shall 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.

23. DEMATERIALIZATION OF SECURITIES

- (a) Dematerialization:

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.

- (b) Subject to the applicable provisions of the Act, either the Company or the investor 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.
- (c) Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the Company are dematerialized, the Company shall issue appropriate

instructions to the Depository not to Transfer the Securities of any Shareholder except in accordance with these Articles.

- (d) 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.

- (e) Securities in Depositories to be in fungible form:

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.

- (f) Rights of Depositories & Beneficial Owners:

(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.

(ii) 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.

(iii) 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.

(iv) 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.

- (g) 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.

- (h) 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.

- (i) 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.

(j) 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.

(k) Transfer of Securities:

(i) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

(ii) In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

(l) 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.

(m) 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.

(n) Register and Index of Beneficial Owners:

The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index (if applicable) of Shareholders and Security-holders for the purposes of these Articles.

(o) 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.

(p) 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.

(q) Option to opt out in respect of any such Security:

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 fulfillment 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.

(r) Overriding effect of this Article:

Provisions of this Article will have full effect and force notwithstanding anything to the contrary or inconsistent contained in any other Articles.

24. UNDERWRITING AND BROKERAGE

- (a) Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
- (b) The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.

25. FORFEITURE OF SHARES

- a. If any Shareholder fails to pay any call or installment 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 installment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him 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.
- b. The notice shall name a day, (not being less than 14 (fourteen) days from the date of the notice), and a place or places on or before which such call or installment 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 installment 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 installment is payable, will be liable to be forfeited.
- 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, installments, 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. There shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law.
- 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.
- 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.
- f. Any Shareholder whose shares have been forfeited shall, notwithstanding the forfeiture, be

- liable to pay and shall forthwith pay to the Company on demand all calls, installments, 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.
- 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.
 - 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.
 - 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.
 - 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.
 - 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.

26. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every Shareholder at his request within 7 (seven) days of the request on payment of such sum as prescribed under the Companies (Incorporation) Rules, 2014.

27. 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:
 - (i) accept or renew deposits from Shareholders;
 - (ii) borrow money by way of issuance of Debentures;
 - (iii) borrow money otherwise than on Debentures;
 - (iv) accept deposits from Shareholders either in advance of calls or otherwise; and
 - (v) 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 and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.

- (b) 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 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, both present and future. Provided however that the Board shall not, except with the consent of the Company by way of a Special Resolution in General Meeting mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof 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.
- (c) 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, 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.
- (d) Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or security is executed, or if permitted by the Act, may by instrument under seal authorize the Person in whose favour such mortgage or security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.
- (e) The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of the 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.
- (f) 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.
- (g) 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.

28. VOTING RIGHTS

- (a) No Shareholder shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which 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.

- (b) No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.
- (c) Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid Up Share Capital of the Company held alone or jointly with any other Person or Persons.

Provided however, if any Shareholder holding Preference shares be present at any meeting of the Company, save as provided in Section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares.

- (d) On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.
- (e) If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint- holders shall be entitled to be present at the meeting. Several Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.
- (f) A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his Share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute) by the Chairman of the meeting.
- (g) Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.
- (h) Any Person entitled to transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

- (i) Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the Common Seal of such corporation or be signed by an officer or an attorney duly authorised by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.
- (j) An instrument of proxy 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.
- (k) A Shareholder present by proxy shall be entitled to vote only on a poll.
- (l) An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any), under which it is signed or a notarially certified copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the meeting at which the Person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the meeting at which the attorney proposes to vote, or is deposited at the Office of the Company not less than forty-eight hours before the time fixed for such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Shareholder or the attorney, given at least 48 (forty eight) hours before the meeting, require him to produce the original power of attorney or authority or resolution as the case may be and unless the same is deposited with the Company not less than forty-eight hours before the time fixed for the meeting, the attorney shall not be entitled to vote at such meeting unless the Board in their absolute discretion excuse such non-production and deposit.
- (m) 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 in the Companies (Management and Administration) Rules, 2014.
- (n) If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.
- (o) 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.
- (p) No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.
- (q) The Shareholders will do nothing to prevent the taking of any action by the Company or act

contrary to or with the intent to evade or defeat the terms as contained in these Articles.

- (r) 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.
- (s) 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, the Listing Agreement or any other Law, if applicable to the Company.

29. 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.
- (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.

30. GENERAL MEETINGS

- a. In accordance with the provisions 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, not more than 15 (fifteen) months gap shall exist elapse between the date of one Annual General Meeting and that of the date of the next. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.
- b. Every Annual General Meeting shall be called during business hours, that is, between 9 A.M. and 6 P.M. 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.
- c. 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. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' Report and Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the proxy Register with proxies and the Register of Directors' shareholdings which latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the Registrar, in accordance with Sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.
- d. Number of days' notice of General Meeting to be given: 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 (i.e., on expiry of 48

(forty eight) hours after the letter containing the same is posted). However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode as per the provisions of the Act.

The notice of every meeting shall be given to:

- (a) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company,
 - (b) Auditor or Auditors of the Company, and
 - (c) all Directors.
- e. Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either personally or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder. 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.
- f. Special Business: Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in Section 102 of the Act shall be deemed to be special.

31. REQUISITION OF EXTRAORDINARY GENERAL MEETING

- a. The Board may, whenever it thinks fit, call an Extraordinary General Meeting and 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.
- 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.
- 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 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.

- 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.
- e. 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.
- f. 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.
- g. The Extraordinary General Meeting called under this article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.

32. NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT

The quorum for the Shareholders' 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 Shareholders' Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' 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.

33. CHAIRMAN OF THE GENERAL MEETING

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.

34. QUESTIONS AT GENERAL MEETING HOW DECIDED

- a. At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded, be decided by a 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 or the voting is carried out 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.
- b. In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.
- 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 two scrutineers to scrutinise the votes given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Shareholder, (not being an officer or employee of the Company), present at the meeting provided such a Shareholder is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of scrutineer 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. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time of demand, as the Chairman of the meeting directs.
- 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. No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.
- h. The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

35. PASSING RESOLUTIONS BY POSTAL BALLOT

- (a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.
- (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

36. DIRECTORS

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). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Agreement. 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.

37. 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.
- (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.

38. APPOINTMENT OF ALTERNATE DIRECTORS

Subject to Section 161 of the Act, any Director shall be entitled to nominate an alternate director to act for him during his absence for a period of not less than 3 (three) months. 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 for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. 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 the State. If the term of the office of the Original Director is determined before he so returns to the State, 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.

39. 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 35. 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.

40. 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 Companies Act, 2013 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 under Clause 49 of the Listing Agreement.

41. EQUAL POWER TO DIRECTOR

Except as otherwise provided in these Articles, all the Directors of the Company shall have in all matters, equal rights and privileges and shall be subject to equal obligations and duties in respect of the affairs of the Company.

42. NOMINEE DIRECTORS

Whenever the Board enters into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a 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 common loan agreement/ facility agreement. The nominee director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other 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 nominee director shall hold office only so long as any monies remain owed by the Company to such lenders.

The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and

remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders.

Provided that if any such nominee director is an officer of any of the lenders, the sittings fees in relation to such nominee director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders.

Any expenditure that may be incurred by the lenders or the nominee director in connection with the appointment or directorship shall be borne by the Company.

The nominee director so appointed shall be a member of the project management sub-committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders.

The nominee director shall be entitled to receive all notices, agenda, etc. and to attend all general meetings and Board meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting.

If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.

43. REMUNERATION OF DIRECTORS

- a. Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the Listing Agreement, 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.
- 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.
- 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.
- d. All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any financial year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act for payment of sitting fees with approval of Central Government. Notwithstanding anything contained in this article, the Independent Directors shall not be eligible to receive any stock options.

44. 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.

45. TRAVEL EXPENSES OF DIRECTORS

The Board may allow and pay to any Director, who is not a bona fide resident of the place where the meetings of the Board/Committee meetings are ordinarily held; and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for travelling, lodging and/ or other expenses, in addition to his fee for attending such Board / Committee meetings as above specified; and if any Director be called upon to go or reside out of his ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed travelling and other expenses incurred in connection with the business of the Company in accordance with the provisions of the Act.

46. 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 42 hereof, the continuing Directors not being less than two 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.

47. VACATION OF OFFICE BY DIRECTOR

- (a) Subject to relevant provisions of Sections 167 and 188 of the Act, the office of a Director, shall *ipso facto* be vacated if:
- (i) he is found to be of unsound mind by a court of competent jurisdiction; or
 - (ii) he applies to be adjudicated an insolvent; or
 - (iii) he is adjudged an insolvent; or
 - (iv) he is convicted by a court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than 6 (six) months; or
 - (v) he fails to pay any calls made on him in respect of shares of the Company held by him whether alone or jointly with others, within 6 (six) months from the date fixed for the payment of such call, unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or
 - (vi) he absents himself from 3 (three) consecutive meetings of the Board or from all Meetings of the Board for a continuous period of 3 (three) months, whichever is longer, without obtaining leave of absence from the Board; or
 - (vii) he, (whether by himself or by any Person for his benefit or on his account), or any firm in which he is a partner, or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company, in contravention of Section 185 of the Act; or
 - (viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or
 - (ix) he acts in contravention of Section 184 of the Act; or
 - (x) he becomes disqualified by an order of the court under Section 203 of the Companies Act, 1956; or
 - (xi) he is removed in pursuance of Section 169 of the Act; or
 - (xii) he is disqualified under Section 164(2) of the Act.

Subject to the applicable provisions of the Act, a Director may resign his office at any time

by notice in writing addressed to the Board and such resignation shall become effective upon its acceptance by the Board.

48. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the promoter directors and the Directors appointed as Independent Director(s) under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

49. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP

- (a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.
- (b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:-
 - (i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
 - (ii) retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so reappointed;
 - (iii) he is not qualified or is disqualified for appointment; or
 - (iv) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.

50. COMPANY MAY INCREASE OR REDUCE THE NUMBER OF DIRECTORS.

Subject to Article 35 and Sections 149, 152 and 164 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (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 in his stead. 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.

51. DISCLOSURE BY DIRECTOR OF APPOINTMENT TO ANY OTHER BODY CORPORATE.

Every Director shall in accordance with the provisions of Companies (Meeting of Board and its Powers) Rules, 2014 shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules.

52. MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the provisions of Section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole time director(s) manager or executive director(s), as the case may be, so appointed, shall

be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time director(s) or manager or executive director(s), as the case may be, all the powers vested in the Board generally. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act.

53. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT

Notwithstanding anything contained herein, a Managing Director(s) / whole time director(s) / executive director(s) / manager shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole time director(s) / executive director(s) / manager, and if he ceases to hold the office of a Managing Director(s) / whole time director(s) / executive director(s)/ manager he shall ipso facto and immediately cease to be a Director.

54. REMUNERATION OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

The remuneration of the Managing Director(s) / whole time director(s) / executive director(s) / manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

55. POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time director(s) / executive director(s)/ manager s in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/ whole time director(s) / executive director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

56. POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING

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: -

- (a) to make calls on Shareholders in respect of money unpaid on their shares;
- (b) to authorise buy-back of securities under Section 68 of the Act;
- (c) to issue securities, including debentures, whether in or outside India;
- (d) to borrow money(ies);
- (e) to invest the funds of the Company;

- (f) to grant loans or give guarantee or provide security in respect of loans;
- (g) to approve financial statements and the Board's report;
- (h) to diversify the business of the Company;
- (i) to approve amalgamation, merger or reconstruction;
- (j) to take over a company or acquire a controlling or substantial stake in another company;
- (k) fees/ compensation payable to non-executive directors including independent directors of the Company; and
- (l) any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the Listing Agreement.

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.

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 provisions of section 180 of the Act.

In terms of Section 180 of the Act, the Board may exercise the following powers subject to receipt of consent by the Company by way of a Special Resolution:

- (a) to sell, lease or otherwise dispose of the whole or substantial part of the undertaking of the Company;
- (b) to borrow money; and
- (c) any such other matter as may be prescribed under the Act, the Listing Agreement and other applicable provisions of Law.

57. MAKING LIABILITY OF DIRECTORS UNLIMITED

The Company may, by Special Resolution in a General Meeting, alter its Memorandum of Association so as to render unlimited the liability of its Directors or of any Director or manager, in accordance with Section 323 of the Companies Act, 1956.

58. PROCEEDINGS OF THE BOARD OF DIRECTORS

- (a) Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings. Meetings shall be held at the Registered Office, or such a place as may be decided by the Board.
- (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, 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.
- (c) The Company Secretary 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.

- (d) The Board may meet either at the Office of the Company, or at any other location in India or outside India as the Chairman or Director may determine.
- (e) 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 emergency 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.
- (f) 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.

59. QUORUM FOR BOARD MEETING

(a) Quorum for Board Meetings

Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum.

If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days after the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act.

- (b) If in the event of a quorum once again not being available at such an adjourned meeting, the Directors present shall constitute the quorum and may transact business for which the meeting has been called.

60. QUESTIONS AT THE BOARD MEETINGS HOW DECIDED

- (a) 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.
- (b) 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.

61. ELECTION OF CHAIRMAN OF BOARD

- (a) The Board may elect a chairman of its meeting and determine the period for which he is to hold office.
- (b) If no such chairman is elected, or at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

62. POWERS OF THE BOARD

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law:

- (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.
- (c) 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;
 - ii. Remit, or give time for repayment of, any debt due by a Director;
 - iii. Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and
 - iv. 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 and its free reserves.

63. 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 Listing Agreement. 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.
- (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 fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
- (c) The meetings and proceedings of any such Committee of the Board consisting of two or 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.
- (d) The Board of the Company shall in accordance with the provisions of the Companies

(Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the Listing Agreement, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.

64. 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.

65. PASSING OF RESOLUTION BY CIRCULATION

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 under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

66. MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD

- (a) The Company shall prepare minutes of each Board Meeting and the entries thereof in books kept for that purpose with their pages consecutively numbered. Such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.
- (b) The Company shall circulate the minutes of the meeting to each Director within 7 (seven) Business Days after the Board Meeting.
- (c) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
- (d) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (e) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat and shall also contain: -
 - (i) all appointments of Officers;
 - (ii) the names of the Directors present at each meeting of the Board;
 - (iii) all resolutions and proceedings of the meetings of the Board;
 - (iv) the names of the Directors, if any, dissenting from, or not concurring in, any resolution passed by the Board.

- (f) Nothing contained in sub Articles (a) to (e) above shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting: -
 - (i) is or could reasonably be regarded as defamatory of any person;
 - (ii) is irrelevant or immaterial to the proceedings; or
 - (iii) is detrimental to the interests of the Company.
- (g) The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in sub Article (f) above.
- (h) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.
- (i) The minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 3 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.

67. OFFICERS

- a. The Company shall have its own professional management and such officers shall be appointed from time to time as designated by its Board. The officers of the Company shall serve at the discretion of the Board.
- b. The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board and shall conduct the day to day business of the Company.
- c. The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory laws, rules and regulations as are required to be complied with by the Company and/or by the Board of the Company.
- d. Qualified experienced managerial and marketing executives and other officers shall be appointed for the operation and conduct of the business of the Company.
- e. The Board shall appoint with the approval of the Chairman, the President and/or Chief Executive Officer and/or Chief Operating Officer of the Company, as well as persons who will be appointed to the posts of senior executive management.

68. THE SECRETARY

- a. Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as 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 by the Board. The Board may confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Board and may from time to time revoke, withdraw, alter or vary all or any of them. 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.
- b. The Secretary shall be an individual responsible to ensure that there shall be no default, non-compliance, failure, refusal or contravention of any of the applicable provisions of the Act, or any rules, regulations or directions which the Company is required to conform to or which the Board of the Company are required to conform to and shall be designated as such and be the officer in default.

69. DIRECTORS' & OFFICERS' LIABILITY INSURANCE

Subject to the provisions of the Act and Law, the Company shall procure, at its own cost, comprehensive directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under Section 197 of the Act: -

- (a) on terms approved by the Board;
- (b) which includes each Director as a policyholder;
- (c) is from an internationally recognised insurer approved by the Board; and
- (d) for a coverage for claims of an amount as may be decided by the Board, from time to time.

70. SEAL

- (a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given.
- (b) The Company shall also be at liberty to have an official Seal(s) in accordance with Section 50 of the Companies Act, 1956, for use in any territory, district or place outside India.
- (c) Every deed or other instrument to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney, be signed by any one of the Directors or the Secretary of the Company under an authority of a resolution.

71. ACCOUNTS

- (a) The Company shall prepare and keep at the Office 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, and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.
- (b) Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall, within 7 (seven) days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The Company may also keep such books of accounts or other relevant papers in electronic mode in accordance with the provisions of the Act.
- (c) The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year.
- (d) When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid.
- (e) No Shareholder (not being a Director) shall have any right of inspecting any account or books or documents of the Company except specified under the Act and Law.
- (f) 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' which shall include:
 - (i) the extract of the annual return as provided under sub-section (3) of Section 92 of the Act;

- (ii) number of meetings of the Board;
 - (iii) Directors' responsibility statement as per the provisions of Section 134 (5) of the Act;
 - (iv) a statement on declaration given by Independent Directors under sub-section (6) of Section 149 of the Act;
 - (v) in the event applicable, as specified under sub-section (1) of Section 178 of the Act, Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Act;
 - (vi) explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made-
 - a. by the auditor in his report; and
 - b. by the company secretary in practice in his secretarial audit report;
 - (vii) particulars of loans, guarantees or investments under Section 186 of the Act;
 - (viii) particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 in the prescribed form;
 - (ix) the state of the company's affairs;
 - (x) the amounts, if any, which it proposes to carry to any reserves;
 - (xi) the amount, if any, which it recommends should be paid by way of Dividends;
 - (xii) 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 financial statements relate and the date of the report;
 - (xiii) the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed;
 - (xiv) a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company;
 - (xv) the details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year;
 - (xvi) in case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors; and
 - (xvii) such other matters as may be prescribed under the Law, from time to time.
- (g) All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters herein and explain its transactions.

72. AUDIT AND AUDITORS

- a. Auditors shall be appointed and their rights and duties shall be regulated in accordance with Sections 139 to 147 of the Act and as specified under Law.

- b. Every account of the Company when audited shall be approved by a General Meeting and shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and henceforth shall be conclusive.
- c. Where at an Annual General Meeting, no Auditors are appointed, the Central Government may appoint a person to fill the vacancy and fix the remuneration to be paid to him by the Company for his services.
- d. The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining auditors (if any) may act. Where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.
- e. A person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution of appointment of that person to the office of Auditor has been given by a Shareholder to the Company not less than 14 (fourteen) days before the meeting in accordance with Section 115 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the Shareholders in accordance with provisions of Section 115 of the Act and all the other provision of Section 140 of the Act shall apply in the matter. The provisions of this sub-clause shall also apply to a resolution that a retiring auditor shall not be re-appointed.

73. AUDIT OF BRANCH OFFICES

The Company shall comply with the applicable provisions of the Act and the Companies (Audit and Auditor) Rules, 2014 in relation to the audit of the accounts of branch offices of the Company.

74. SHAREHOLDERS TO NOTIFY ADDRESS IN INDIA

Each registered Shareholder from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

75. 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.

76. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF SHAREHOLDERS

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Shareholders by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

77. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

Subject to the applicable provisions of the Act and these Articles, notice of General Meeting shall be given:

- i) To the Shareholders of the Company as provided by these Articles.
- ii) To the persons entitled to a share in consequence of the death or insolvency of a Shareholder.

- iii) To the Auditors for the time being of the Company; in the manner authorized by as in the case of any Shareholder of the Company.

78. 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.

79. DIVIDEND POLICY

- (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.
- (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.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) 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.
- (g) No unpaid Dividend shall bear interest as against the Company.
- (h) The Company may pay dividends on shares in proportion to the amount paid-up on each Share in accordance with Section 51 of the Act.

80. UNPAID OR UNCLAIMED DIVIDEND

- (a) 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 to be called the "Unpaid Dividend of Axiom Consulting Limited".

- (b) 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".
- (c) No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

81. CAPITALIZATION OF PROFITS

The Company in General Meeting may, upon the recommendation of the Board, resolve:

- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution, and
- (b) that such sum be accordingly set free from distribution in the manner specified herein below in sub-article (iii) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.
- (c) The sum aforesaid shall not be paid in cash but shall be applied either in or towards:
 - (i) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively;
 - (ii) 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
 - (iii) partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii).
- (d) A share 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.

82. 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 regulation.
- (b) Whenever such a Resolution as aforesaid shall have been passed, the Board shall:
 - (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
 - (ii) generally do all acts and things required to give effect thereto.
- (c) The Board shall have full power:
 - (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and
 - (ii) 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.

- (d) Any agreement made under such authority shall be effective and binding on all such shareholders.

83. DISTRIBUTION OF ASSETS UPON 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.
- (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.

84. DIRECTOR'S AND OTHER'S RIGHTS TO INDEMNITY

Subject to the provisions of Section 197 of the Act, every Director, Manager and other officer or employee of the company shall be indemnified by the company against any liability incurred by him and it shall be the duty of the Directors to pay out the funds of the company all costs, losses and expenses which any director, Manager, officer or employee may incur or become liable to by reason of any contract entered into by him on behalf of the company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Manager, Officer or employee in defending any proceedings Whether civil or criminal in which judgement is given in his favour or he is acquitted or in connection with any application under section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the company and have priority as between the shareholders over all the claims.

85. DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS

Subject to the provision of section 197 of the Act, no Director, Manager, Officer or Employee of the company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager, Officer or employee 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 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 negligence, default, misfeasance, breach of duty or breach of trust. Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with the Registrar in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office shall be paid and borne by the company.

86. INSPECTION BY SHAREHOLDERS

The register of charges, register of investments, register of shareholders, books of accounts and the minutes of the meeting of the board and shareholders 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 inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of law.

87. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

- (a) The shareholders shall vote for all the equity shares owned or held on record by such shareholders at any annual or extraordinary General meeting of the company in accordance with these Articles.
- (b) The shareholders shall not pass any resolution or take any decision which is contrary to any of the terms of these Articles.
- (c) The Articles of the company shall not be amended unless (i) Shareholders holding not less than 75% of the Equity shares (and who are entitled to attend and vote) cast votes in favour of each such amendment/s to the Articles.

88. SECRECY

No shareholder shall be entitled to inspect the company's work without permission of the managing Director/Directors or to require discovery of any information respectively any details of 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 managing Director/Directors will be inexpedient in the interest of the shareholders of the company to communicate to the public.

89. 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 Director 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 and the state of accounts 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 and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the Central Government or any officer appointed by the government to require or to hold an investigation into the company's affair.

SECTION X- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for registration. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. (IST) on all Working Days from the date of this Draft Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A) Material contracts for the Issue

1. Issue Agreement dated December 10, 2018 between our Company and the Lead Manager.
2. Registrar Agreement dated December 10, 2018 between our Company and Registrar to the Issue.
3. Underwriting Agreement dated [●] amongst our Company, the Underwriter and the Lead Manager.
4. Market Making Agreement dated [●] amongst our Company, Market Maker and the Lead Manager.
5. Bankers to the Issue Agreement dated [●] amongst our Company, the Lead Manager, Banker(s) to the Issue and the Registrar to the Issue.
6. Tripartite agreement dated [●] amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue
7. Tripartite agreement dated [●] amongst our Company, National Securities Depository Limited and Registrar to the Issue.

B) 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 September 14, 2018 in relation to the Issue and other related matters.
3. Shareholders' resolution dated September 26, 2018 in relation to the Issue and other related matters.
4. Consents of our Promoter, Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Statutory and Peer Reviewed Auditor, Lead Manager, Legal Advisor to the Issue, the Registrar to the Issue, Underwriters to the Issue, Bankers to our Company, Market Maker and Banker to the Issue to include their names in this Draft Prospectus and to act in their respective capacities.
5. Peer Review Auditors Report dated December 11, 2018 on Restated Financial Statements of our Company for the period ended June 30, 2018 and for the years ended March 31, 2018, 2017 and 2016

6. The Report dated December 11, 2018 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 Draft Prospectus.
7. Copy of approval from BSE SME vide letter dated [●] to use the name of BSE Limited in this offer document for listing of Equity Shares on SME Platform of BSE Limited.
8. Due diligence certificate submitted to BSE SME dated December 10, 2018 from Lead Manager to the Issue.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 1956, the 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 and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Satya Simha Rao <i>(Chairman & Managing Director)</i>	Sd/-
Lakshminarayan Giridhar <i>(Joint-Managing Director)</i>	Sd/-
Ravindra Krishnappa <i>(Independent Director)</i>	Sd/-
Sachi Irde <i>(Independent Director)</i>	Sd/-
Neeraj Sampath Mitran <i>(Non-executive Director)</i>	Sd/-
Satish Somayya Jeevanavar <i>(Non-executive Director)</i>	Sd/-

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Prasanth M S	Sd/-
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Date: December 11, 2018

Place: Bangalore