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SODHANI ACADEMY OF FINTECH ENABLERS LIMITED

CIN: U67120RJ2009PLC028237



(Scan this QR to download Prospectus)

Our Company was originally incorporated as "Sodhani Financial Consultants Private Limited" as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated February 03, 2009, issued by the Registrar of Companies, Rajasthan, Jaipur. Subsequently, the status of the Company was changed to public limited, and the name of our Company was changed to "Sodhani Financial Consultants Limited" vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on March 09, 2023. The fresh certificate of incorporation dated April 10, 2023, was issued to our Company by the Registrar of Companies, Rajasthan, Jaipur.

Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on May 01, 2023, the name of our Company was changed from "Sodhani Financial Consultants Limited" to "Sodhani Academy of Fintech Enablers Limited". The fresh certificate of incorporation dated May 15, 2023, was issued to our Company by the Registrar of Companies, Rajasthan, Jaipur. Bearing CIN U67120RJ2009PLC028237. For further details of our Company, please refer to section titled "History and Certain Corporate Matters" beginning on page 116 of the Prospectus.

Registered Office: P.No. C373, First Floor, C Block Vaishali Nagar, Jaipur - 302021, Rajasthan, India; Tel: +0141-2358107; E-mail: safe.fintech3105@gmail.com; Website: www.safefintech.in Contact Person: Ms. Monika Agarwal Company Secretary and Compliance Officer

OUR PROMOTERS:

MR. RAJESH KUMAR SODHANI, MRS. PRIYA SODHANI AND RAJESH KUMAR SODHANI HUF

"The Offer is being made in accordance with Chapter IX of the SEBI ICDR Regulations (Initial Public Offer by Small and Medium Enterprises) and the Equity Shares are proposed to be listed on SME Platform of BSE Limited i.e BSE SME."

THE OFFER

PUBLIC OFFER OF 15,30,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH ("EQUITY SHARES") OF SODHANI ACADEMY OF FINTECH ENABLERS LIMITED ("SODHANI" "SAFEL" OR "OUR COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹40.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹30.00 PER EQUITY SHARE) AGGREGATING ₹612.00 LAKHS COMPRISING OF FRESH OFFER OF UP TO 9,70,000 EQUITY SHARES AGGREGATING TO ₹388.00 LAKHS ("FRESH OFFER") AND AN OFFER FOR SALE OF UP TO 5,60,000 EQUITY SHARES BY MR. RAJESH KUMAR SODHANI AND MRS. PRIYA SODHANI ("PROMOTERS SELLING SHAREHOLDERS") AGGREGATING TO ₹224.00 LAKHS ("OFFER FOR SALE") ("THE OFFER") OF WHICH UP TO 78,000 EQUITY SHARES AGGREGATING TO ₹31.20 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. OFFER OF 14,52,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH AT AN OFFER PRICE OF ₹40.00 PER EQUITY SHARE AGGREGATING TO ₹580.80 LAKHS ("NET OFFER"). THE OFFER AND THE NET OFFER WILL CONSTITUTE 26.87% AND 25.50% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "TERMS OF THE OFFER" BEGINNING ON PAGE 200 OF THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10.00 AND

THE OFFER PRICE IS 4 TIMES OF THE FACE VALUE OF THE EQUITY SHARES

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AS AMENDED ("SEBI (ICDR) REGULATIONS"). IN TERMS OF RULE 19(2)(b)(i) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN OFFER FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS OFFER IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS. FOR FURTHER DETAILS, PLEASE REFER CHAPTER TITLED "OFFER PROCEDURE" BEGINNING ON PAGE 209 OF THE PROSPECTUS.

FIXED PRICE OFFER AT ₹ 40.00 PER EQUITY SHARE

MINIMUM APPLICATION SIZE OF 3,000 EQUITY SHARES AND IN MULTIPLES OF 3,000 EQUITY SHARES THEREAFTER

ISSUE PROGRAMME

OFFER OPENS ON: THURSDAY, SEPTEMBER 12, 2024

OFFER CLOSING ON: TUESDAY, SEPTEMBER 17, 2024

ASBA*	Simple, Safe, Smart way of Application - Make use of it!!!!	*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA below.	Mandatory in public issue. No cheque will be accepted.
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	<p>UPI - Now Mandatory in ASBA for Retail Individual Investors (RIIs) Investors are required to ensure that the Bank Account used for bidding is linked to their PAN. UPI - Now available in ASBA for RIIs applying through Registered Brokers, DPs and RTAs. RIIs also have option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. For details on ASBA and UPI process, please refer to the details given in Application Form, Abridged Prospectus, General Information Document for investing in the public issue and also please refer to Section "Offer Procedure" beginning on page 209 of the Prospectus. The process is also available on the website of Lead Manager to the Issue, and the website of BSE Limited ("BSE") and in General Information Document for investing in the Public Issue ("GID"). ASBA Application Forms can be downloaded from the website of BSE Limited ("BSE") and can be obtained from the list of banks that is displayed on the website of the Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in.</p>
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IN TERMS OF THE CIRCULAR NO. CIR/CFD/POLICYCELL/11/2015 DATED NOVEMBER 10, 2015 AND ALL POTENTIAL INVESTORS PARTICIPATE IN THE ISSUE ONLY THROUGH 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 ISSUE. FURTHER PURSUANT TO CIRCULAR BEARING NO. SEBI/HO/CFD/DIL2/CIR/P/2019/76 DATED JUNE 28, 2019 FOR IMPLEMENTATION OF PHASE II FOR UPI FACILITY WHICH IS EFFECTIVE FROM JULY 01, 2019. ALL POTENTIAL APPLICANTS ARE REQUIRED TO MANUALLY UTILIZE THE APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA) PROCESS PROVIDING DETAILS OF THEIR RESPECTIVE ASBA ACCOUNT OR UPI ID (IN CASE OF RIIs), IN WHICH THE CORRESPONDING APPLICATION AMOUNT WILL BE BLOCKED BY THE SCBS OR UNDER THE UPI MECHANISM, AS APPLICABLE.

FOR MORE DETAILS IN THIS REGARD, SPECIFIC ATTENTION IS INVITED TO THE "OFFER PROCEDURE" ON PAGE NO 209 OF THE PROSPECTUS.

RISKS TO INVESTORS

- This being the first public offer of our Company, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹10.00 each, and the Offer Price is 4.0 times the face value per Equity Share. The Offer Price, which has been determined and justified by our Company and Selling Shareholders in consultation with the Lead Manager (as detailed under the chapter titled "Basis for Offer Price" beginning on page 74 of the Prospectus), should not be taken as indicative of the market price of the Equity Shares after they are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares or the price at which the Equity Shares will trade after listing.
- The average cost of acquisition of Equity Shares by our Promoters is as follows:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Mr. Rajesh Kumar Sodhani	18,37,500	4.65
2.	Mrs. Priya Sodhani	14,87,500	4.61
3.	Rajesh Kumar Sodhani HUF	13,98,600	0.54

- The weighted average cost of acquisition is as follows:

Types of transactions	Weighted average cost of Acquisition (₹ per Equity Shares)	Offer price (i.e. ₹40.00)
Weighted average cost of acquisition of primary/new issue as per the paragraph above.	NA	NA
Weighted average cost of acquisition for secondary sale/acquisition as per the paragraph above	NA	NA
Weighted average cost of acquisition of primary issuances/secondary transactions as per paragraph 8(c) above:	3.30	12.12

**There were no secondary sales or acquisitions of shares (Equity/convertible securities) (excluding gifts) that equal to or exceeds 5% of the fully diluted paid-up share capital of the Company in the last 18 months from the date of Prospectus.

Investors are required to refer section titled "Risk Factors" on page 24 of the Prospectus.

PROPOSED LISTING: The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE.

DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE Limited ("BSE") should not in any way be deemed or construed that the contents of the Prospectus or the price at which the equity shares are offered has been cleared, solicited or approved by BSE, nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the "Disclaimer Clause of BSE".

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Issue Document was not filed with SEBI. In terms of the SEBI ICDR Regulations, SEBI shall not issue any observations on the Issue Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "SEBI Disclaimer Clause" on page 192 of the Prospectus.

GENERAL RISKS: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer 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 the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 24 of the Prospectus.

CREDIT RATING: This being the issue of Equity Shares, no credit rating is required.

DEBENTURE TRUSTEES: As this is an issue of Equity Shares, the appointment of Trustees is not required.

IPO GRADING: Since this issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading Agency.

BASIS OF OFFER PRICE: The Offer Price is determined by the Company and Promoter Selling Shareholders in consultation with the Lead Manager. The financial data presented in chapter "Basis for Offer Price" on page 74 of the Prospectus is based on Company's Restated Financial Statements. Investors should also refer to the chapter titled "Risk Factors" and "Restated Financial Statements" on page 24 and 143 respectively of the Prospectus.

INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013: Contents of Main Objects as per Memorandum of Association of our Company.

MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION OF THE COMPANY

For information on the Main Objects of the Company, please see "History and Certain Corporate Matters" on page 116 of the Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of the Company is a material document which is available for inspection in relation to the Offer. For further details, please see "Material Contracts and Documents for Inspection" on page 246 of the Prospectus.

LIABILITY OF MEMBERS

Liability of the Members of the Company is Limited.

AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE

Authorised Share Capital is ₹700.00 Lakhs divided into 70,00,000 Equity Shares of face value of ₹10.00 each. Issued, Subscribed and Paid-up Capital before the Offer is ₹472.50 Lakhs divided into 47,25,000 Equity Shares of ₹10.00 each. Proposed Post Issue Paid-up Share Capital ₹569.50 Lakhs divided into 56,95,000 Equity Shares of ₹10.00 each. For details of the Share Capital and Capital Structure of the Company, please refer to chapter titled "Capital Structure" on page 53 of the Prospectus.

NAME OF THE SIGNATORIES TO MEMORANDUM OF ASSOCIATION AND THE NUMBER OF SHARES SUBSCRIBED BY THEM

ORIGINAL SIGNATORIES			CURRENT PROMOTERS		
Name	No. of shares	Face value	Name	No. of shares	Face value
Mr. Rajesh Kumar Sodhani	5,000	10	Mr. Rajesh Kumar Sodhani	18,37,500	10
Mrs. Priya Sodhani	5,000	10	Mrs. Priya Sodhani	14,87,500	10
-	-	-	Rajesh Kumar Sodhani HUF	13,98,600	10
Total	10,000	-		47,23,600	-

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE OFFER	COMPLIANCE OFFICER OF THE ISSUER
 SRUJAN ALPHA CAPITAL ADVISORS LLP Registered Address: 112A, 1st floor, Arun Bazar, S.V. Road, Beside Bank of India, Malad (West), Mumbai - 400 064 Correspondence Address: 824 & 825, Corporate Avenue, Sonawala Rd, opposite Atlanta Centre, Sonawala Industry Estate, Goregaon, Mumbai- 400063 Tel: +91 22 4603 0709 Contact Person: Mr. Jinesh Doshi E-mail: jinesh@srujanalpha.com Website: www.srujanalpha.com SEBI Registration Number: INM000012829	 CAMEO CORPORATE SERVICES LIMITED Registered Address: "Subramanian Building", No. 1, Club House Road, Chennai - 600 002 Tel: +91 44-40020700, 28460390 Fax: +91 44-28460129 Contact Person: Mr. R.D. Ramasamy, Director Email: investor@cameoindia.com Website: www.cameoindia.com CIN No.: U67120TN1998PLC041613 SEBI Registration Number: INR000003753	 SODHANI ACADEMY OF FINTECH ENABLERS LIMITED Compliance Officer: Ms. Monika Agarwal Address: P. No. C373, First Floor, C Block, Vaishali Nagar, Jaipur-302021, Rajasthan, India Tel: +0141-2358107 Email: safe.fintech3105@gmail.com Website: www.safefintech.in Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account, etc.

AVAILABILITY OF PROSPECTUS: Investors should note that Investment in Equity Shares involves a degree of risk and investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Full copy of the Prospectus is available at the website of Stock Exchange at www.bseindia.com, the website of Lead Manager at www.srujanalpha.com the website of our Company at www.safefintech.in and the website of SEBI at www.sebi.gov.in.

AVAILABILITY OF APPLICATION FORMS: Application Forms can be obtained from the registered office of Company, and registered office of Lead Manager, Srujan Alpha Capital Advisors LLP. Application Forms can also be obtained from the Stock Exchange and the list of SCBSs is available on the websites of the Stock Exchange and SEBI.

BANKER TO ISSUE & SPONSOR BANK: Kotak Mahindra Bank Limited.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus dated September 07, 2024.

For Sodhani Academy of Fintech Enablers Limited

Sd/-

Mr. Rajesh Kumar Sodhani

Designation: Managing Director

DIN: 02516856

Date: September 10, 2024

Place: Jaipur

SODHANI ACADEMY OF FINTECH ENABLERS LIMITED is proposing, subject to market conditions and other considerations, public offer of its Equity Shares and has filed the Prospectus with the Registrar of Companies, Jaipur, on September 07, 2024. The Prospectus is available on the website of the Lead Manager at www.srujanalpha.com, the website of the BSE i.e., www.bseindia.com, and website of our Company at www.safefintech.in.

Investor should read the Prospectus carefully, including the Risk Factors on page 24 of the Prospectus before making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be issued and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with 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 issued or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.



Please scan this QR Code to view the Prospectus)



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POPULAR FOUNDATIONS LIMITED

CIN: U45201TN1998PLC041504

Popular Foundations Limited ("Company" or "Issuer") was originally incorporated as "Popular Foundations Private Limited" on November 30, 1998 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Chennai at Tamilnadu ("RoC"). Subsequently, pursuant to a special resolution of our Shareholders passed in the extra ordinary general meeting held on December 09, 2023 our Company was converted from a private limited company to a public limited company and consequently the name of our Company was changed to "Popular Foundations Limited", and a fresh certificate of incorporation dated December 20, 2023 was issued to our Company by the RoC, Chennai at Tamilnadu. For details of change in the name of our Company and Registered Office of our Company, please refer chapter titled "History and Certain Corporate Matters" on page 123 of the Prospectus.

Registered & Corporate Office: New No. 32/1, 32/2, Old No. 9/1, 9/2, Kamatchi Apartment, 10th Avenue, Ashok Nagar, Chennai-600083, Tamilnadu, India.

Contact Person: Ms. Soniya Sharma , Company Secretary and Compliance Officer;

Telephone: +91 9414987318; E-mail: info@grouppopular.com; Website: www.grouppopular.com;

OUR PROMOTERS: ANANTHANARAYANAN SANKARALINGAM VENKATESH AND VINITA VENKATESH

The Issue is being made in accordance with Chapter IX of the SEBI ICDR Regulations (Initial Public Offer by Small and Medium Enterprises) and the Equity Shares are proposed to be listed on SME Platform of BSE Limited i.e BSE SME.

THE ISSUE

PUBLIC ISSUE OF UP TO 53,70,000 EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("EQUITY SHARES") OF POPULAR FOUNDATIONS LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 37 PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹ 27 PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 1,986.90 LAKHS ("ISSUE") OF THE ISSUE, 2,70,000 EQUITY SHARES AGGREGATING TO ₹ 99.90 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 51,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT AN ISSUE PRICE OF ₹ 37 PER EQUITY SHARE AGGREGATING TO ₹ 1,887 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.35 % AND 25.03%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 215 OF THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10.00 AND THE ISSUE PRICE IS 3.7 TIMES OF THE FACE VALUE OF THE EQUITY SHARES

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AS AMENDED ("SEBI (ICDR) REGULATIONS"). IN TERMS OF RULE 19(2)(b)(i) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS. FOR FURTHER DETAILS, PLEASE REFER CHAPTER TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE 223 OF THE PROSPECTUS.

FIXED PRICE ISSUE AT ₹ 37.00 PER EQUITY SHARE

MINIMUM APPLICATION SIZE OF 3,000 EQUITY SHARES AND IN MULTIPLES OF 3,000 EQUITY SHARES THEREAFTER

ISSUE PROGRAMME

ISSUE OPENS ON: FRIDAY, SEPTEMBER 13, 2024

ISSUE CLOSING ON: WEDNESDAY, SEPTEMBER 18, 2024

ASBA*	Simple, Safe, Smart way of Application - Make use of it!!!!	*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA below.	Mandatory in public issue. No cheque will be accepted.
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	<p>UPI - Now Mandatory in ASBA for Retail Individual Investors (RIIs) Investors are required to ensure that the Bank Account used for bidding is linked to their PAN. UPI - Now available in ASBA for RIIs applying through Registered Brokers, DPs and RTAs. RIIs also have option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. For details on ASBA and UPI process, please refer to the details given in Application Form, Abridged Prospectus, General Information Document for investing in the public issue and also please refer to Section "Issue Procedure" beginning on page 223 of the Prospectus. The process is also available on the website of Lead Manager to the Issue, and the website of BSE Limited ("BSE") and in General Information Document for investing in the Public Issue ("GID"). ASBA Application Forms can be downloaded from the website of BSE Limited ("BSE") and can be obtained from the list of banks that is displayed on the website of the Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in.</p>
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IN TERMS OF THE CIRCULAR NO. CIR/CFD/POLICYCELL/11/2015 DATED NOVEMBER 10, 2015 AND ALL POTENTIAL INVESTORS PARTICIPATE IN THE ISSUE ONLY THROUGH 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 ISSUE. FURTHER PURSUANT TO CIRCULAR BEARING NO. SEBI/HO/CFD/DIL2/CIR/P/2019/76 DATED JUNE 28, 2019 FOR IMPLEMENTATION OF PHASE II FOR UPI FACILITY, WHICH IS EFFECTIVE FROM JULY 01, 2019. ALL POTENTIAL APPLICANTS ARE REQUIRED TO MANUALLY UTILIZE THE APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA) PROCESS PROVIDING DETAILS OF THEIR RESPECTIVE ASBA ACCOUNT OR UPI ID (IN CASE OF RIIs), IN WHICH THE CORRESPONDING APPLICATION AMOUNT WILL BE BLOCKED BY THE SCBS OR UNDER THE UPI MECHANISM, AS APPLICABLE. FOR MORE DETAILS IN THIS REGARD, SPECIFIC ATTENTION IS INVITED TO THE "ISSUE PROCEDURE" ON PAGE NO 223 OF THE PROSPECTUS.

RISK TO INVESTORS:

- This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page no. 80 of the Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.
- The average cost of acquisition of Equity Shares by our Promoters is as follows:

Name of Promoter	No. of shares held	Average Cost of Acquisition (in ₹)
Ananthanarayanan Sankaralingam Venkatesh	93,75,000	0.27
Vinita Venkatesh	31,25,000	0.01

- The weighted average cost of acquisition is as follows:

Type of transaction	Weighted average cost of acquisition (₹ per equity share)	Floor price	Cap price
WACA of primary / new Issue acquisition*	3.76	NA	NA
WACA of secondary acquisition	NA	NA	NA

* excluding the shares Issued under issuance of bonus shares

Investors are required to refer section titled "Risk Factors" on page 26 of the Prospectus.

PROPOSED LISTING: The Equity Shares issued through the Prospectus are proposed to be listed on the SME Platform of BSE.

DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE Limited ("BSE") should not in any way be deemed or construed that the contents of the Prospectus or the price at which the equity shares are offered has been cleared, solicited or approved by BSE, nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the "Disclaimer Clause of BSE" on page 210 of the Prospectus.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Issue Document was not filed with SEBI. In terms of the SEBI ICDR Regulations, SEBI shall not issue any observations on the Issue Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "Disclaimer Clause of SEBI" on page 209 of the Prospectus.

GENERAL RISKS: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer 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 the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 26 of the Prospectus.

CREDIT RATING: This being the issue of Equity Shares, no credit rating is required.

DEBENTURE TRUSTEES: As this is an issue of Equity Shares, the appointment of Trustees is not required.

IPO GRADING: Since this issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading Agency.

BASIS FOR ISSUE PRICE: The Issue Price is determined by the Company in consultation with the Lead Manager. The financial data presented in chapter "Basis for Issue Price" on page 80 of the Prospectus is based on Company's Restated Financial Statements. Investors should also refer to the chapter titled "Risk Factors" and "Restated Financial Statements" on page 26 and 147 respectively of the Prospectus.

INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013: Contents of Main Objects as per Memorandum of Association of our Company.

MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION OF THE COMPANY

For information on the Main Objects of the Company, please see "History and Certain Corporate Matters" on page 123 of the Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of the Company is a material document which is available for inspection in relation to the Issue. For further details, please see "Material Contracts and Documents for Inspection" on page 317 of the Prospectus.

LIABILITY OF MEMBERS

Liability of the Members of the Company is Limited.

AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE

Authorised Share Capital is ₹2,100.00 Lakhs divided into 2,10,00,000 Equity Shares of face value of ₹ 10.00 each. Issued, Subscribed and Paid-up Capital before the Issue is ₹ 1,500.80 Lakhs divided into 1,50,08,000 Equity Shares of ₹ 10.00 each. Proposed Post Issue Paid-up Share Capital ₹ 2,037.80 Lakhs divided into 2,03,78,000 Equity Shares of ₹ 10.00 each. For details of the Share Capital and Capital Structure of the Company, please refer to chapter titled "Capital Structure" on page 59 of the Prospectus.

NAME OF THE SIGNATORIES TO MEMORANDUM OF ASSOCIATION AND THE NUMBER OF SHARES SUBSCRIBED BY THEM