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DRAFT RED HERRING PROSPECTUS
Dated November 19, 2024
(Please read Section 32 of the Companies Act, 2013)
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

CIEL HR SERVICES LIMITED

CORPORATE IDENTITY NUMBER: U74140TN2010PLC077095

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND E-MAIL	WEBSITE
Plot No. 3726, Door No. 41, 'Ma Foi House' 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu	2802 (Broadway building) 3rd Floor, 27th Main Road, HSR Layout, Sector 1, Bengaluru, 560 102, Karnataka	Lalita Pasari *Company Secretary and Compliance Officer*	**Tel:** + 91 080 485 371 79 **E-mail:** companysecretary@cielhr.com	https://www.cielhr.com/

OUR PROMOTERS: PANDIARAJAN KARUPPASAMY, HEMALATHA RAJAN, ADITYA NARAYAN MISHRA, SANTHOSH KUMAR NAIR AND DORAISWAMY RAJIV KRISHNAN

DETAILS OF THE OFFER TO THE PUBLIC

Type	Fresh Issue size***	Offer for Sale size	Total Offer size	Eligibility and Reservation among QIBs, NIIs and RIIs
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ 3,350.00 million	Up to 4,739,336 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") our Company did not fulfil requirements under Regulations 6(1)(a) and 6(1)(b) of the SEBI ICDR Regulations. For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 411. For details in relation to share reservation among QIBs, NIIs, and RIIs, see "*Offer Structure*" on page 427.

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

Name of the Selling Shareholders	Type	Number of Equity Shares offered/ Amount (*in ₹million*)	Weighted average cost of acquisition per Equity Share (in ₹)*^
Pandiarajan Karuppasamy	Promoter Selling Shareholder	Up to 2,544,181 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	7.10
Hemalatha Rajan	Promoter Selling Shareholder	Up to 629,357 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	10.10
Aditya Narayan Mishra	Promoter Selling Shareholder	Up to 629,357 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	0.85
Santhosh Kumar Nair	Promoter Selling Shareholder	Up to 594,540 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	0.98
Doraiswamy Rajiv Krishnan	Promoter Selling Shareholder	Up to 118,537 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	99.74
Ganesh S Padmanabhan	Other Selling Shareholder	Up to 47,391 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	1.13
Soby Mathew	Other Selling Shareholder	Up to 47,391 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	1.13
Anup Narendran Menon	Other Selling Shareholder	Up to 47,391 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	1.03
Mohit Gundecha	Other Selling Shareholder	Up to 8,727 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	59.45
Suruchi Wagh	Other Selling Shareholder	Up to 8,727 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	59.45
Cavinkare Private Limited	Other Selling Shareholder	Up to 10,778 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	144.67
Piyush Jain	Other Selling Shareholder	Up to 9,358 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	1.03
Rajan Chellamani Nadar	Other Selling Shareholder	Up to 8,085 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	110.64
Muhil Nesi Vivekanandah	Other Selling	Up to 6,737 Equity Shares of face value of ₹2 each	109.90

	Shareholder	aggregating up to ₹ [●] million	
Sambasivan Viswanathan an Vidya Viswanathan	Other Selling Shareholder	Up to 26,188 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	175.39
Tamilmani Muthusamy	Other Selling Shareholder	Up to 2,591 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	137.37

** As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated November 19, 2024.*
^The amount paid on the acquisition of the CCPS and CCD's have been considered as the basis for arriving at the cost of acquisition of Equity Shares

RISKS IN RELATION TO THE FIRST OFFER

This being the first issue of the issuer, there has been no formal market for the securities of the Company. The face value of the Equity Shares is ₹2 each. The Floor Price, Cap Price and Offer Price (determined by our Company, in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 142), 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 of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 28.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms the statements made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to it and/or its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholders assumes no responsibility for any other statement in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements made by or relating to our Company or our Company's business or any other Selling Shareholder.

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the stock exchanges being BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE,** and together with the BSE, the "**Stock Exchanges**"). For the purposes of the Offer, the Designated Stock Exchange shall be [●].

BOOK RUNNING LEAD MANAGERS

Name and logo of Book Running Lead Managers		Contact Person	Telephone and E-mail
	Ambit Private Limited	**Contact Person:** Nikhil Bhiwapurkar / Devanshi Shah	**Tel:** +91 22 6623 3030 **E-mail**: ciel.ipo@ambit.co
	Centrum Capital Limited	**Contact Person:** Pooja Sanghvi/ Tarun Parmani	**Tel:** +91 22 42159 0000 **E-mail**: ciel.ipo@centrum.co.in
	HDFC Bank Limited	**Contact Person:** Bharti Ranga/ Sanjay Chudasama	**Tel:** + 91 22 3395 8233 **E-mail**: cielhr.ipo@hdfcbank.com

REGISTRAR TO THE OFFER

	KFin Technologies Limited	**Contact Person:** M. Murali Krishna	**Tel:** +91 40671 62222 **E-mail**: cielhr.ipo @kfintech.com

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	**[●]***	**BID/ OFFER OPENS ON**	**[●]**	**BID/ OFFER CLOSES ON**	**[●]**#**

** Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs, one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*
**** Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.*
 # UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

DRAFT RED HERRING PROSPECTUS
Dated November 19, 2024
(Please read Section 32 of the Companies Act, 2013)
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC)*
100% Book Built Offer

CIEL HR SERVICES LIMITED

Our Company was originally incorporated as a private limited company with the name "Suhanila Management Consultants Private Limited" under the provisions of the Companies Act, 1956, at Chennai, India, pursuant to a certificate of incorporation dated August 23, 2010, issued by the RoC. Subsequently, pursuant to a Board resolution dated July 10, 2015 and a special resolution passed at an extraordinary general meeting dated July 13, 2015, the name of our Company was changed to "CIEL HR Services Private Limited" and a fresh certificate of incorporation dated July 24, 2015 was issued by the RoC. Upon the conversion of our Company into a public limited company, pursuant to a Board resolution dated October 9, 2023 and a special resolution at an extraordinary general meeting dated October 19, 2023, the name of our Company was changed to "CIEL HR Services Limited" and a fresh certificate of incorporation dated November 30, 2023 was issued by the RoC. For details in relation to the changes in the registered office of our Company, see "*History and Certain Corporate Matters - Changes in the registered office of our Company*" on page 254.

Corporate Identity Number: U74140TN2010PLC077095

Registered Office: Plot No. 3726, Door No. 41, 'Ma Foi House' 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu.

Corporate Office: 2802 (Broadway building) 2nd & 3rd Floor, 27th Main Road, HSR Layout, Sector 1, Bengaluru, 560 102, Karnataka.

Contact Person: Lalita Pasari, Company Secretary and Compliance Officer

Tel: +91 080 485 371 79; **E-mail**: companysecretary@cielhr.com; **Website**: https://www.cielhr.com/

OUR PROMOTERS: PANDIARAJAN KARUPPASAMY, HEMALATHA RAJAN, ADITYA NARAYAN MISHRA, SANTHOSH KUMAR NAIR AND DORAISWAMY RAJIV KRISHNAN

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF CIEL HR SERVICES LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 3,350.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 4,739,336 EQUITY SHARES BY THE SELLING SHAREHOLDERS (THE "OFFERED SHARES") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER FOR SALE"), COMPRISING UP TO 2,544,181 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY PANDIARAJAN KARUPPASAMY, UP TO 629,357 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY HEMALATHA RAJAN, UP TO 629,357 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY ADITYA NARAYAN MISHRA, UP TO 594,540 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY SANTHOSH KUMAR NAIR, UP TO 118,537 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY DORIASWAMY RAJIV KRISHNAN (COLLECTIVELY REFERRED AS THE "PROMOTER SELLING SHAREHOLDERS"), UP TO 47,391 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY GANESH S PADMANABHAN, UP TO 47,391 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY SOBY MATHEW, UP TO 47,391 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY ANUP NARENDRAN MENON, UP TO 8,727 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY MOHIT GUNDECHA, UP TO 8,727 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY SURUCHI WAGH, UP TO 10,778 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY CAVINKARE PRIVATE LIMITED, UP TO 9,358 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY PIYUSH JAIN, UP TO 8,085 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY RAJAN CHELLAMANI NADAR, UP TO 6,737 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY MUHIL NESI VIVEKANANDAH, UP TO 26,188 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY SAMBASIVAN VISHWANATHAN AND VIDYA VISHWANATHAN, AND UP TO 2,591 EQUITY SHARES AGGREGATING TO ₹[●] MILLION BY TAMILMANI MUTHUSAMY (THE "OTHER SELLING SHAREHOLDERS", AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS"). THE OFFER AND THE NET OFFER WOULD CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF OUR POST-OFFER PAID-UP EQUITY.

OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMs"), MAY CONSIDER UNDERTAKING A PRE-IPO PLACEMENT, AT ITS DISCRETION OF SUCH NUMBER OF SECURITIES, FOR A CASH CONSIDERATION AGGREGATING UP TO ₹ 670.00 MILLION BETWEEN THE DATE OF THIS DRAFT RED HERRING PROSPECTUS TILL THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC, SUBJECT TO THE RECEIPT OF APPROPRIATE APPROVALS. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RHP AND PROSPECTUS.

THE OFEER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS AND THE SELLING SHAREHOLDERS, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER), AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED TAMIL DAILY NEWSPAPER, TAMIL BEING THE REGIONAL LANGUAGE OF TAMIL NADU WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

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

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein in terms of Regulation 32(2) of the SEBI ICDR Regulations, not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**") provided that our Company in consultation with the BRLMs and the Selling Shareholders, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which at least one-third shall be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-thirds of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) (as defined hereinafter) in which the Bid amount will be blocked by the SCSBs or the Sponsor Banks, as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion of the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 430.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹2 each. The Offer Price, Floor Price and Price Band, as determined by our Company, in consultation with the BRLMs , in accordance with the SEBI ICDR Regulations, and on the basis of assessment of market demand for the Equity Shares by way of the Book Building Process and as stated in "*Basis for Offer Price*" on page 142, should not be taken to be indicative of the market price of the Equity Shares of face value of ₹2 each after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of face value of ₹2 each or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 28.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms the statements made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to it and/or its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholders assumes no responsibility for any other statement in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements made by or relating to our Company or our Company's business or any other Selling Shareholder.

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 465.

BOOK RUNNING LEAD MANAGER			REGISTRAR TO THE OFFER
Ambit Private Limited Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India **Tel:** + 91 22 6623 3030 **E-mail:** ciel.ipo@ambit.co **Investor Grievance ID**: CustomerServiceMb@ambit.co **Contact Person:** Nikhil Bhiwapurkar / Devanshi Shah **Website:** www.ambit.co **SEBI Registration Number:** INM000010585	**Centrum Capital Limited** Level 9, Centrum House, C.S.T. Road, Vidyanagari Marg Kalina, Santacruz (East), Mumbai 400 098 Maharashtra, India. **Tel:** +91 22 4215 9000 **E-mail:** ciel.ipo@centrum.co.in **Investor Grievance ID:** igmbd@centrum.co.in **Contact Person:** Pooja Sanghvi/ Tarun Parmani **Website:** www.centrum.co.in **SEBI Registration Number:** INM000010445	**HDFC Bank Limited** Investment Banking Group, Unit No. 701, 702 and 702-A, 7th Floor Tower 2 and 3, One International Centre, Senapati Bapat Marg Prabhadevi, Mumbai 400 013, Maharashtra, India **Tel:** +91 22 3395 8233 **E-mail:** cielhr.ipo@hdfcbank.com **Investor Grievance ID:** investor.redressal@hdfcbank.com **Contact Person:** Bharti Ranga/ Sanjay Chudasama **Website:** www.hdfcbank.com **SEBI Registration Number:** INM000011252	**KFin Technologies Limited** Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana, India 500 032 **Tel:** +91 40671 62222/ 1800 3094001 **E-mail:** cielhr.ipo @kfintech.com **Website:** www.kfintech.com **Investor grievance e-mail:** einward.ris@kfintech.com **Contact Person:** M. Murali Krishna **SEBI Registration No.:** INR000000221

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE	[●]*	BID/ OFFER OPENS ON	[●]	BID/ OFFER CLOSES ON	[●]**#

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

** *Our Company may, in consultation with the BRLMs, consider closing the Bid/ Offer Period for QIBs one day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

\# *UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless otherwise specified or the context otherwise indicates, requires or implies, shall have the meanings as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be deemed to include all amendments, supplements, re-enactments and modifications thereto, from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time thereunder.

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined hereinafter). In case of any inconsistency between the definitions used in this Draft Red Herring Prospectus and the definitions included in the General Information Document, the definitions used in this Draft Red Herring Prospectus shall prevail.

Notwithstanding the foregoing, the terms used in "Objects of the Offer", "Basis for Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Financial Information", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Other Regulatory and Statutory Disclosures", and "Description of Equity Shares and Terms of Articles of Association" on pages 116, 142, 153, 163, 250, 254, 291, 369, 401, 411 and 450 respectively, shall have the respective meanings ascribed to them in the relevant sections.

General Terms

Term(s)	Description
"Our Company" or "the Company" or "the Issuer"	CIEL HR Services Limited, a public limited company incorporated under the Companies Act, 1956, whose registered office is situated at Plot No. 3726, Door No. 41, 'Ma Foi House' 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu.
"We" or "us" or "our"	Unless the context otherwise indicates, requires or implies, refers to our Company, together with our Subsidiaries, on a consolidated basis.

Company related terms

Term(s)	Description
"Aargee" or "ASSPL"	Our wholly owned subsidiary, Aargee Staffing Services Private Limited
"Articles of Association" or "Articles" or "AoA"	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – Audit Committee*" on page 275
"Auditors" or "Statutory Auditors"	The current statutory auditors of our Company, namely, M/s. M S K A & Associates, Chartered Accountants
"Board" or "Board of Directors"	The board of directors of our Company, including a duly constituted committee thereof, as applicable as described in "*Our Management – Board of Directors*" on page 267
Chairman and Executive Director	The chairman and executive director of our Company, Pandiarajan Karuppasamy. For further details, see *"Our Management – Board of Directors"* on page 267
Chief Executive Officer and Managing Director	The chief executive officer and managing director of our Company, being Aditya Narayan Mishra. For further details, see *"Our Management – Board of Directors"* on page 267
"Chief Financial Officer" or "CFO"	The chief financial officer of our Company, being Saurabh Ashok More. For further details, see *"Our Management – Key Managerial Personnel and Senior Management"* on page 282
"CIEL Skills" or "CSCPL"	Our wholly owned subsidiary, CIEL Skills and Careers Private Limited
"CIEL Technologies" or "CTPL"	Our wholly owned subsidiary, CIEL Technologies Private Limited
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Lalita Pasari. For further details, see *"Our Management – Key Managerial Personnel and Senior Management"* on page 282.
Corporate Office	2802 (Broadway building) 2nd & 3rd Floor, 27th Main Road, HSR Layout, Sector 1, Bengaluru 560 102, Karnataka
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013 as described in "*Our Management – Committees of our Board of Directors – Corporate Social Responsibility Committee*" on page 279
CSOP 2024	CIEL Group Employee Stock Option Scheme, 2024
Director(s)	The director(s) on the Board of Directors
Equity Shares	The equity shares of our Company of face value of ₹2 each
ESOP Plan 2022	Ciel HR Services Private Limited Employee Stock Option Plan, 2022
ESOP Schemes	Collectively the ESOP Plan 2022 and CSOP 2024

Term(s)	Description
Executive Director	The executive director on the Board of Directors. For further details of the Executive Director, see "*Our Management – Board of Directors*" on page 267
"F&S" or "Frost & Sullivan"	Frost and Sullivan (India) Private Limited
F&S Report	Industry report titled "*Human Resources Management Services Market in India*" dated November 19, 2024 prepared by Frost and Sullivan (India) Private Limited, which is exclusively prepared for the purpose of the Offer and is commissioned and paid for by our Company. Frost and Sullivan (India) Private Limited was appointed on May 23, 2024 pursuant to an engagement letter entered into with our Company. The F&S Report will be available on the website of our Company from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date.
"Firstventure" or "FCPL"	Our subsidiary, Firstventure Corporation Private Limited
"Integrum" or "ITPL"	Our subsidiary, Integrum Technologies Private Limited
Group Company	The companies identified as 'group companies' in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations, including the Materiality Policy, as disclosed in *"Our Group Companies"* on page 409
IPO Committee	The IPO committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – IPO Committee*" on page 279
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013, as disclosed in "*Our Management – Key Managerial Personnel and Senior Management*" on page 282
"Ma Foi" or "MFSCPL"	Our wholly owned subsidiary, Ma Foi Strategic Consultants Private Limited
Materiality Policy	The policy adopted by our Board of Directors pursuant to its resolution dated November 13, 2024 for identification of Group Companies, material outstanding litigation involving our Company, our Subsidiaries, our Promoters and our Directors and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Material Subsidiaries	The material subsidiaries of our Company, being Next Leap Career Solutions Private Limited and Thomas Assessments Private Limited.
"Memorandum of Association" or "Memorandum" or "MoA"	The memorandum of association of our Company, as amended
"Next Leap" or "NLCSPL"	Our subsidiary, Next Leap Career Solutions Private Limited
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board of Directors – Nomination and Remuneration Committee*" on page [●]
Non-Executive, Independent Director	An independent Director appointed as per the Companies Act, 2013 and the SEBI Listing Regulations. For further details of our Non-Executive, Independent Directors, see "*Our Management – Board of Directors*" on page 267
Other Selling Shareholders	Ganesh S Padmanabhan, Soby Mathew, Anup Narendran Menon, Mohit Gundecha, Suruchi Wagh, Piyush Jain, Rajan Chellamani Nadar, Muhil Nesi Vivekanandah, Cavinkare Private Limited, Sambasivan Viswanathan and Vidya Viswanathan and Tamilmani Muthusamy
PMPL	Our subsidiary, People Metrics Private Limited
Promoters	Pandiarajan Karuppasamy, Hemalatha Rajan, Aditya Narayan Mishra, Santhosh Kumar Nair and Doraiswamy Rajiv Krishnan
Promoter Selling Shareholders	Pandiarajan Karuppasamy, Hemalatha Rajan, Aditya Narayan Mishra, Santhosh Kumar Nair and Doraiswamy Rajiv Krishnan
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "*Our Promoter and Promoter Group*" on page 285
"Registered Office"	Plot No. 3726, Door No. 41, 'Ma Foi House' 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu
"Registrar of Companies" or "RoC"	Registrar of Companies, Tamil Nadu at Chennai
Restated Consolidated Financial Information	The Restated Consolidated Financial Information of CIEL HR Services Limited, together with its Subsidiaries ("**Group**") (*except PMPL and TAPL*) comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2022, March 31, 2023 and March 31, 2024 and three months ended June 30, 2024, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the fiscal years ended March 31, 2022, March 31, 2023 and March 31, 2024 and three months ended June 30, 2024 and the Restated Consolidated Statement of Significant Accounting Policies and other explanatory notes of our Company, derived from audited consolidated financial statements as at and for each of the fiscal year ended March 31, 2022 March 31, 2023 and March 31, 2024 and three months ended June 30, 2024, each prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. The Restated Consolidated Financial Statements of our Company and our Subsidiaries (*except PMPL and TAPL*) have been prepared to comply in all material respects with the Indian Accounting Standards as prescribed under Section 133 of the Companies Act read with the Companies (Indian Accounting

Term(s)	Description
	Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, as applicable, to the consolidated financial statements and other relevant provisions of the Companies Act
Selling Shareholder(s)	Pandiarajan Karuppasamy, Hemalatha Rajan, Aditya Narayan Mishra, Santhosh Kumar Nair, Doraiswamy Rajiv Krishnan, Ganesh S Padmanabhan, Soby Mathew, Anup Narendran Menon, Mohit Gundecha, Suruchi Wagh, Cavinkare Private Limited, Piyush Jain, Rajan Chellamani Nadar, Muhil Nesi Vivekanandah, Sambasivan Viswanathan and Vidya Viswanathan, and Tamilmani Muthusamy
"Shareholder(s)"	The holders of the Equity Shares from time to time.
"Senior Management" or "SMP"	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in "*Our Management – Key Managerial Personnel and Senior Management*" on page 282
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, as described in "*Our Management – Committees of our Board of Directors – Stakeholders' Relationship Committee*" on page 278
Subsidiaries	The subsidiaries of our Company, being Aargee Staffing Services Private Limited, CIEL Skills and Careers Private Limited, CIEL Technologies Private Limited, Firstventure Corporation Private Limited, Integrum Technologies Private Limited, Ma Foi Strategic Consultants Private Limited, Next Leap Career Solutions Private Limited, People Metrics Private Limited and Thomas Assessment Private Limited the details of which are set out in "*Our Subsidiaries, Associates and Joint Ventures*" on page 261
TAPL	Our subsidiary, Thomas Assessment Private Limited
Thomas Group	Collectively, PMPL and TAPL

Offer related terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by the SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or Allotted"	Allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale, in each case to the successful Bidders
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee (s)	A successful Bidder to whom Equity Shares are Allotted
Anchor Investor (s)	A Qualified Institutional Buyer, who applies under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which allocation will be done to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company, in consultation with the BRLMs
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be completed.
Anchor Investor Bid/ Offer Period	One Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLMs and the Selling Shareholders, to Anchor Investors, on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and to authorise an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism

Term	Description
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	Bidder(s), except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	The Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "*Offer Procedure*" on page 430
Bid(s)	An indication to make an offer during the Bid/Offer Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by the Anchor Investors pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto, in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	In relation to each Bid, the highest value of the Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders, Bidding at the Cut- off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder, and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of such Bid
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the case may be
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], a Tamil national daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located), each with wide circulation. Our Company, in consultation with the BRLMs and the Selling Shareholders, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges and shall also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], and a Tamil national daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/Offer Opening Date also be widely disseminated by notification to the Stock Exchanges by issuing a public notice and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as required under the SEBI ICDR Regulations
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof. Provided that the Bid/Offer Period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process as described in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, being Ambit Private Limited, Centrum Capital Limited and HDFC Bank Limited
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, using the UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), updated from time to time
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/ Offer Period

Term	Description
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, and the Bankers to the Offer for, among other things, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, remitting refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to a dematerialised account
"Collecting Depository Participant" or "CDPs"	A depository participant, as defined under the Depositories Act and registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars, issued by SEBI as per the list available on the websites of the Stock Exchanges, as updated from time to time
Cut-off Price	The Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors Bidding in the Retail Portion are entitled to Bid at the Cut- off Price. No other category of Bidders is entitled to Bid at the Cut-off Price
Cut-off Time	For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cutoff time of 5:00 pm on after the Bid/Offer Closing Date
Demographic Details	The demographic details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable
Designated Branches	Such branches of the SCSBs which will collect the ASBA Forms used by the ASBA Bidders and a list of which is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or any such other website as may be prescribed by the SEBI
Designated CDP Locations	Such centres of the CDPs where ASBA Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instructions issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s), and/or are unblocked, as applicable, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer
Designated Intermediaries	Collectively, the Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the Bidders in the Offer In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs In relation to ASBA Forms submitted by QIBs and NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub- syndicate, Registered Brokers, CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to the RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect ASBA Forms, a list of which is available on the website of the SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time, and at such other websites as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated November 19, 2024 filed with SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda hereto
Eligible FPIs	FPIs that are eligible to participate in the Offer from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid cum Application Form will constitute an invitation to subscribe to or purchase the Equity Shares
Escrow Account(s)	Account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit or NACH or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s), which are clearing member(s) and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case, being [●]

Term	Description
"First Bidder" or "Sole Bidder"	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revisions thereof, at or above which the Offer Price and Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
Fraudulent Borrower	A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrowers issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Fresh Issue	The issue of up to [●] Equity Shares aggregating up to ₹ 3,350.00 million by our Company Our Company, in consultation with the Book Running Lead Managers, may consider undertaking a Pre-IPO Placement, at its discretion of such number of securities, for a cash consideration aggregating up to ₹ 670.00 million between the date of this Draft Red Herring Prospectus till the filing of the Red Herring Prospectus with the RoC, subject to the receipt of appropriate approvals. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum offer size requirements prescribed under Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
"General Information Document" or "GID"	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company.
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Gross Proceeds of the Fresh Issue less our Company's share of the Offer-related expenses. For further details regarding the use of the Net Proceeds and the Offer-related expenses, see "*Objects of the Offer*" on page 116
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Offer consisting of [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, out of which (a) one-third of such portion shall be reserved for Bidders with application size of more than ₹200,000 and up to ₹1, 000,000; and (b) two-thirds of such portion shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
"Non-Institutional Bidders" or "NIBs" or "Non- Institutional Investors"	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Bidders who have Bid for Equity Shares for an amount of more than ₹[●] (but not including NRIs other than Eligible NRIs)
"Non-Resident" or "NRI"	A person resident outside India, as defined under FEMA.
Offer	The initial public offering of up to [●] Equity Shares of face value of ₹2 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million, comprising of the Fresh Issue and the Offer for Sale Our Company, in consultation with the Book Running Lead Managers, may consider undertaking a Pre-IPO Placement, at its discretion of such number of securities, for a cash consideration aggregating up to ₹ 670.00 million between the date of this Draft Red Herring Prospectus till the filing of the Red Herring Prospectus with the RoC, subject to the receipt of appropriate approvals. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum offer size requirements prescribed under Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs.
Offer Agreement	The agreement dated November 19, 2024 entered into among our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements have been agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to 4,739,336 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholder
Offer Price	The final price (within the Price Band) at which Equity Shares will be Allotted to the successful Bidders (except for the Anchor Investors), in terms of the Red Herring Prospectus and the Prospectus, which shall not be lower than the face value of the Equity Shares.

Term	Description
	Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus. The Offer Price will be determined by our Company, in consultation with the BRLMs, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholder. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 116
Offered Shares	Up to 4,739,336 Equity Shares aggregating up to ₹ [●] million, being offered in the Offer for Sale by the Selling Shareholder
Pre-IPO Placement	Our Company, in consultation with the Book Running Lead Managers and the Selling Shareholders, may consider undertaking a Pre-IPO Placement, at its discretion of such number of securities, for a cash consideration aggregating up to ₹670.00 million between the date of this Draft Red Herring Prospectus till the filing of the Red Herring Prospectus with the RoC, subject to the receipt of appropriate approvals. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum offer size requirements prescribed under Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs and the Selling Shareholders. On utilization of proceeds from the Pre-IPO Placement (if any) prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if any) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (*i.e.*, the Floor Price) and the maximum price of ₹ [●] per Equity Share (*i.e.*, the Cap Price), including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], a Tamil national daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites Provided that the Cap Price shall be at least 105% of the Floor Price and shall not be greater than 120% of the Floor Price
Pricing Date	The date on which our Company, in consultation with the BRLMs, shall finalise the Offer Price
Promoter's Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company that is eligible to form part of the minimum promoter's contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoter, which shall be locked-in for a period of eighteen months from the date of Allotment
Prospectus	The prospectus for the Offer to be filed with the RoC on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, and containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	'No-lien' and 'non-interest-bearing' bank account(s) to be opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Account(s) and the ASBA Accounts maintained with the SCSBs on the Designated Date
Public Offer Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the SEBI BTI Regulations, with which the Public Offer Account(s) shall be opened, being [●]
QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not less than 75% of the Net Offer, consisting of [●] Equity Shares which shall be Allotted to QIBs, on a proportionate basis, including the Anchor Investor Portion (which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the Book Running Lead Managers up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors), as applicable.
"Qualified Institutional Buyer(s)" or "QIB Bidders" or "QIBs"	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus for the Offer to be issued by our Company in accordance with the Companies Act and the SEBI ICDR Regulations which will not have complete particulars of the Offer Price and size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The account to be opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors

Term	Description
Refund Bank(s)	The bank which are a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate, and eligible to procure Bids in terms of circular number no. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars, issued by SEBI
Registrar Agreement	The agreement dated November 19, 2024 entered into among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
"Registrar to the Offer" or "Registrar"	KFin Technologies Limited
"Retail Individual Bidders" or "RIBs" or "RII" or "Retail Individual Investors"	Individual Bidders who have Bid for Equity Shares for an amount of not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through the *karta* and Eligible NRIs)
Retail Portion	The portion of the Net Offer being not more than 10% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Offer Price.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any previous Revision Forms. QIBs and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of the quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion (subject to the Bid Amount being up to ₹200,000) can revise their Bids during the Bid/Offer Period and can withdraw their Bids until the Bid/Offer Closing Date
SCORES	Securities and Exchange Board of India Complaints Redress System
"Self-Certified Syndicate Banks" or "SCSBs"	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time In accordance with the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, issued by SEBI, UPI Bidders using UPI Mechanism may apply through the SCSBs and mobile applications (apps) whose name appears on the SEBI website. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId =43, as updated from time to time
Share Escrow Agent	[●]
Share Escrow Agreement	The agreement to be entered into among the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from the Bidders, a list of which is which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank(s)	Bank(s) registered with SEBI which will be appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the UPI Bidders into the UPI, in this case being [●]
Sub-Syndicate Member	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
"Syndicate" or "members of the Syndicate"	Collectively, the BRLMs and the Syndicate Members
Syndicate Agreement	The agreement to be entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [●]
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among our Company, the Selling Shareholders and the Underwriters, on or after the Pricing Date but before filing of the Prospectus with the RoC
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion and individuals applying as Non-Institutional Bidders with a Bid Amount of up to ₹500,000 in the Non-Institutional Portion.

Term	Description
	Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a Syndicate Member, (ii) a stock broker registered with a recognised stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 and any subsequent circulars or notifications issued by SEBI in this regard along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
UPI ID	An ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorise blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
Working Day(s)	All days on which commercial banks in Mumbai, India are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

Technical/ Industry and business-related terms

Term(s)	Description
BFSI	Banking, financial services and insurance
Core Employees	Our employees other than the Deputees
Courseplay	HR technology platform offered by our subsidiary. FCPL for employee learning
Deputee	Deputee refer to employees on our rolls who are deployed at client location
EzyComp	HR technology platform offered by our subsidiary, MFSCPL providing statutory compliance management solutions
Gross Carrying Amount	Gross Carrying amount of HR Tech Platforms is the amount at which an asset is recognised in the balance sheet without deducting any accumulated amortisation and accumulated impairment losses thereon.
HfactoR	HR technology platform offered by our subsidiary, ITPL providing HRMS solutions
HR	Human resources
HR Services	Human resource services
HR Solutions	Collectively, HR Services and HR Tech Platforms
HR Tech Platforms	Technology platforms including Jombay, Courseplay, Prosculpt, HfactoR and EzyComp
HRMS	Human resource management system
IT/ITeS	Information technology/ information technology enabled services
Jombay	HR technology platform offered by our subsidiary, NLCSPL for talent assessment and development and talent engagement
Prosculpt	HR technology platform offered by our subsidiary, CSCPL for fresher upskilling
RPO	Recruitment process outsourcing
SaaS	Software as a service

Conventional Terms/Abbreviations

Term	Description
Aadhaar ID	A 12-digit unique identity number issued by the Unique Identification Authority of India to residents of India
AGM	Annual General Meeting
"Alternative Investment Funds" or "AIFs"	Alternative investment funds as defined in, and registered under the SEBI AIF Regulations
AML	Anti-Money Laundering
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II FPIs	FPIs registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CIBIL	Credit Information Bureau (India) Limited
CIN	Corporate Identification Number
Companies Act, 1956	The Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder
"Companies Act" or "Companies Act, 2013"	The Companies Act, 2013, read with the rules, regulations, clarifications and amendments notified thereunder
CSR	Corporate social responsibility
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DP ID	Depository Participant's identity number
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBITDA	Earnings before interest, tax, depreciation and amortization and is calculated as the restated profit for the year, adjusted to exclude (i) depreciation and amortization expenses; (ii) finance costs; and (iii) income tax expense
EGM	Extraordinary General Meeting
EPS	Earnings per share
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020 effective from October 15, 2020
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations notified thereunder
"FEMA Non-debt Instruments Rules" or the "NDI Rules"	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Fiscal Year" or "FY"	The period of 12 months ending March 31 of that particular calendar year
FPIs	Foreign Portfolio Investors as defined in, and registered with SEBI under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the SEBI FVCI Regulations) registered with SEBI
GDP	Gross Domestic Product
"Government of India" or "Central Government" or "GoI"	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu undivided family(ies)
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	Income-tax Act, 1961
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013, as amended
Ind AS 24	Indian Accounting Standard 24, "Related Party Disclosures", notified under Section 133 of the Companies Act, read with Companies (Indian Accounting Standards) Rules, 2015.
Ind AS 37	Indian Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets", notified under Section 133 of the Companies Act, read with Companies (Indian Accounting Standards) Rules, 2015.
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016, as amended
"INR" or "Rupee" or "₹" or "Rs."	Indian Rupee, the official currency of the Republic of India

Term	Description
IPO	Initial Public Offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016
IST	Indian Standard Time
IT	Information technology
MCA	Ministry of Corporate Affairs, Government of India
MSME	Micro, small and medium enterprises
N.A.	Not applicable
NACH	National Automated Clearing House
NBFC	Non-Banking Financial Companies
NCLT	National Company Law Tribunal
Net Debt to Total Equity	Net debt divided by total equity. Net debt is calculated as total of non-current borrowings and current borrowings minus total of cash and cash equivalents and bank balances
NEFT	National electronic fund transfer
NPCI	National Payments Corporation of India
"NR" or "Non-resident"	A person resident outside India, as defined under the FEMA, including Eligible NRIs, FPIs and FVCIs registered with the SEBI
NRI	A person resident outside India, as defined under FEMA
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held 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 Offer
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent Account Number allotted under the Income Tax Act
PAT	Profit after tax
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on net worth which is the restated profit for the year divided by the net worth
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SMS	Short message service
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed pursuant to the SEBI AIF Regulations
Systemically Important NBFCs or "NBFC-SI"	Systemically important non-banking financial company registered with the RBI and as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Stock Exchanges	The BSE and the NSE
TAN	Tax deduction and collection account number
U.S. GAAP	Generally accepted accounting principles in the United State of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
"US$" or "USD" or "US Dollar"	United States Dollar, the official currency of the United States of America

Term	Description
"USA" or "U.S." or "US"	United States of America
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
Wilful Defaulter or Fraudulent Borrower	Wilful Defaulter or a Fraudulent Borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
"Year" or "calendar year"	Unless the context otherwise requires, shall mean the twelve-month period ending December 31

OFFER DOCUMENT SUMMARY

The following is a general summary of certain disclosures and terms of the Offer included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Our Promoter and Promoter Group", "Financial Information", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of the Articles of Association" on pages 28, 64, 80, 116, 163, 222, 285, 291, 401, 430 and 450, respectively.

Summary of the primary business of our Company

As of June 30, 2024, we are the only company in India that offers a comprehensive suite of technology-driven human resources solutions across the entire human resource chain impacting every part of the employee lifecycle. (*Source: F&S Report*) We provide: (1) HR Services, including professional staffing, value staffing, executive search, selection and recruitment process outsourcing, payroll and compliance, HR advisory, skilling; and (2) HR Tech Platforms, including talent assessment and development, talent engagement, employee learning, human resource management system, fresher upskilling, and statutory compliance management. Our revenue from operations achieved a CAGR of 62.00% between Fiscal 2021 and Fiscal 2024.

Summary of the industry in which our Company operates

The Company operates within the Indian Human Resource Solutions ("**HRS**") market, valued at ₹1,967.0 billion as of FY 2024, projected to grow at a CAGR of 14.8% from FY 2024 to FY 2029. The market is evolving with increased adoption of HR technology, automating processes such as recruitment, onboarding, payroll, and performance management to improve efficiency. This shift is driven by the need to manage dynamic workforces and meet compliance requirements, particularly in relation to India's complex labour laws. The HRS market comprises two key segments:

HR Services: This includes search, selection, RPO, professional and temporary staffing, skilling, HR advisory, and HR outsourcing, and business support services. The market, valued at ₹1,890.4 billion as of FY 2024, is projected to grow at a CAGR of 14.8% from FY 2024 to FY 2029. The growth is driven by the need for efficient staffing solutions, regulatory compliance, and outsourcing of HR functions.

HR Platforms: Covers talent assessment, development, engagement, learning and development platforms, and HRMS. The market, valued at ₹76.6 billion as of FY2024, is projected to grow at a CAGR of 15.9% from FY2024 to FY2029E. This growth is driven by increased digitalisation, a focus on enhancing employee experience, and advancements in regulatory technology.

Name of our Promoters

Our Promoters are Pandiarajan Karuppasamy, Hemalatha Rajan, Aditya Narayan Mishra, Santhosh Kumar Nair and Doraiswamy Rajiv Krishnan. For details, see "*Our Promoter and Promoter Group*" on page 285.

Offer size

The details of the Offer are summarised below:

Offer of Equity Shares[(1)]	Up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a share premium of [●] per Equity Share) aggregating up to ₹ [●] million
of which:	
(i) Fresh Issue[(1)(3)]	Up to [●] Equity Shares aggregating up to ₹ 3,350.00 million
(ii) Offer for Sale[(2)]	Up to 4,739,336 Equity Shares aggregating up to ₹ [●] million

(1) The Offer has been authorised by a resolution of our Board of Directors at their meeting held on October 3, 2024 and the Fresh Issue has been authorised by our Shareholders pursuant to a special resolution passed on October 8, 2024. Our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to a resolution at its meeting held on November 19, 2024

(2) The Offered Shares being offered by the Selling Shareholders in the Offer for Sale are eligible for being offered for sale in terms of Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders has, severally and not jointly confirmed compliance with the conditions specified in Regulation 8A of the SEBI ICDR Regulations, to the extent applicable, as on the date of this Draft Red Herring Prospectus. For details on the authorization of the Selling Shareholders in relation to the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 64 and 411, respectively.

(3) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant

sections of the RHP and Prospectus. If the Pre-IPO Placement is undertaken, the minimum Offer size (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) shall constitute at least 10% of the post-Offer paid-up Equity Share capital of our Company.

For further details of the offer, see "*The Offer*" and "*Offer Structure*" on pages 64 and 427, respectively.

Objects of the Offer

The objects for which the Net Proceeds from the Fresh Issue shall be utilised are as follows:

Particulars	Estimated Amount to be funded from the Net Proceeds
1. Acquisition of additional shareholding in the following Subsidiaries:	407.32
(i) Firstventure Corporation Private Limited	116.10
(ii) Integrum Technologies Private Limited	31.50
(iii) Next Leap Career Solutions Private Limited	69.22
(iv) People Metrics Private Limited and Thomas Assessments Private Limited*	190.50*
2. Investment in the following Subsidiaries:	552.00
(i) CIEL Skills and Careers Private Limited, towards expansion of its HR Tech Platform, **ProSculpt**;	26.00
(ii) FirstVenture Corporation Private Limited, towards expansion of its learning experience platform, **Courseplay**	64.00
(iii) Integrum Technologies Private Limited, towards expansion of its HR Tech Platform, **HfactoR**	116.00
(iv) Ma Foi Strategic Consultants Private Limited, towards expansion of its HR Tech Platform, **EzyComp**	26.00
(v) Next Leap Career Solutions Private Limited, towards expansion of its HR Tech Platform, **Jombay**	320.00
3. Funding incremental working capital requirements of our Company	1,000.00
4. Unidentified inorganic acquisitions and general corporate purposes (1)(2)	[●]
Net Proceeds(1)	**[●]**

** PMPL and TAPL will receive 16.70% and 83.30%, respectively, of the total consideration on completion of acquisition First Tranche Shares and Second Tranche Shares*

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

(2) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

For further details, see "*Objects of the Offer*" on page 116.

Aggregate pre-Offer shareholding of our Promoters, members of the Promoter Group and Selling Shareholders as a percentage of the paid-up Equity Share capital of our Company

The aggregate pre-Offer shareholding of our Promoters, members of our Promoter Group and Selling Shareholders as a percentage of the pre-Offer paid-up Equity Share capital of our Company is set out below:

Name of the Shareholder	Number of Equity Shares held pre-Offer (₹ 2 per Equity Share)^	Percentage of the pre-Offer paid-up Equity Share capital (%)	Post-Offer number of Equity Shares	Percentage of the post-Offer Equity Share capital (%)
Promoters*				
Pandiarajan Karuppasamy	18,804,083	44.24	[●]	[●]
Hemalatha Rajan	6,835,337	16.08	[●]	[●]
Aditya Narayan Mishra	5,982,241	14.08	[●]	[●]
Santhosh Kumar Nair	4,026,832	9.47	[●]	[●]
Doraiswamy Rajiv Krishnan	1,214,330	2.86	[●]	[●]
Total (A)	**36,862,823**	**86.73**	[●]	[●]
Members of our Promoter Group				
Sunila Rajan	94,972	0.22	[●]	[●]
Kalyani Krishnan	10,625	0.02	[●]	[●]
Suhaas Rajan	15,280	0.04	[●]	[●]
Padma Padmanabhan	2,500	0.01	[●]	[●]
Total (B)	**123,377**	**0.29**	[●]	[●]
Other Selling Shareholders				
Ganesh S Padmanabhan	218,875	0.51	[●]	[●]

Name of the Shareholder	Number of Equity Shares held pre-Offer (₹ 2 per Equity Share)^	Percentage of the pre-Offer paid-up Equity Share capital (%)	Post-Offer number of Equity Shares	Percentage of the post-Offer Equity Share capital (%)
Soby Mathew	218,875	0.51	[●]	[●]
Anup Narendran Menon	218,750	0.51	[●]	[●]
Mohit Gundecha	264,295	0.62	[●]	[●]
Suruchi Wagh	264,295	0.62	[●]	[●]
Cavinkare Private Limited	86,290	0.20	[●]	[●]
Piyush Jain	63,195	0.15	[●]	[●]
Rajan Chellamani Nadar	55,150	0.13	[●]	[●]
Muhil Nesi Vivekanandah	45,500	0.11	[●]	[●]
Sambasivan Viswanathan and Vidya Viswanathan	60,825	0.14	[●]	[●]
Tamilmani Muthusamy	17,500	0.04	[●]	[●]
Total (C)	**1,513,550**	**3.54**	[●]	[●]
Total (A + B + C)	**38,499,750**	**90.56**	[●]	[●]

** Promoters are also selling shareholders.*
^ *Based on the beneficiary statement dated November 14, 2024.*

For further details, see "*Capital Structure*" on page 80.

Summary of Financial Information

Summary of selected financial information derived from our Restated Consolidated Financial Information is as follows:

(in ₹ million, except per share data)

Particulars	As at and for Fiscal			Three month period ended June 30, 2024
	2022	2023	2024	
Share capital	41.85	43.92	80.84	80.90
Net worth (1)	35.15	308.57	772.03	802.15
Revenue from operations	5,275.48	7,996.35	10,857.35	3,251.81
Restated Profit/ (loss) after tax for the period	68.75	(31.53)	108.48	31.71
Basic earnings per Equity Share (2) (in ₹/share)	3.47	(1.34)	2.55	0.80*
Diluted earnings per Equity Share (3) (in ₹/share)	3.27	(1.34)	2.53	0.79*
Net Asset Value per Equity Share (4) (in ₹/share)	1.68	14.05	19.10	19.83
Total borrowings (5) (as per balance sheet)	290.24	495.15	586.82	613.36

1. *Net worth (total equity) means the aggregate of paid-up equity share capital and other equity attributable to equity shareholders of the parent (excluding capital reserve and items of other comprehensive income) Revenue from operations includes Revenue from contracts with customers.*
2. *The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year/period attributable to the equity shareholders by the weighted average number of equity shares outstanding at the end of the year/period.*
3. *For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year/period attributable to the equity shareholders and the weighted average number of equity shares outstanding at the end of the year/period are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each year/period presented.*
4. *Net asset value per equity share represents restated net worth attributable to equity shareholders of the parent (excluding capital reserve and items of other comprehensive income) at the end of the year / period divided by numbers of equity shares outstanding at the end of the respective year / period.*
5. *Total borrowings comprise both current and non-current borrowings.*

For further details, see "*Restated Consolidated Financial Information*" and "*Other Financial Information*" on pages 291 and 367, respectively.

Qualifications which have not been given effect to in the Restated Consolidated Financial Information

There are no auditor qualifications that have not been given effect to in the Restated Consolidated Financial Information.

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, Subsidiaries, Directors, Promoters and Group Company, in accordance with the SEBI ICDR Regulations and the Materiality Policy, as of the date of this Draft Red Herring Prospectus is disclosed below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary Actions by the SEBI or the stock exchanges against our Promoters in the last five Fiscals	Material Civil Proceedings	Aggregate amount involved (in ₹ million)*
Company						
Against our Company	Nil	1	1	NA	Nil	0.04
By our Company	Nil	Nil	Nil	NA	Nil	Nil
Directors**						
Against our Directors	Nil	Nil	Nil	NA	Nil	Nil
By our Directors	Nil	Nil	Nil	NA	Nil	Nil
Promoters						
Against our Promoters	Nil	11	Nil	Nil	1	255.56
By our Promoters	Nil	Nil	Nil	NA	Nil	Nil
Subsidiaries						
Against our Subsidiaries	Nil	89	1	NA	Nil	4.64
By our Subsidiaries	Nil	Nil	Nil	NA	Nil	Nil

* *To the extent quantifiable*

** *Cases pertaining to Promoter directors have only been included under the promoter, to avoid duplication*

There are no pending litigations against our Group Company which may have a material impact on our Company.

For further details, see "*Outstanding Litigation and Material Developments*" on page 401.

Risk Factors

Investors should please see "*Risk Factors"* on page 28 to have an informed view before making an investment decision.

Summary of contingent liabilities

Our Company does not have any contingent liabilities (as per Ind AS 37) as on June 30, 2024

Summary of related party transactions

A summary of the related party transactions for the Fiscals ended March 31, 2022, 2023 and 2024 and three months ended June 30, 2024, as per Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations and derived from our Restated Consolidated Financial Information is set out below:

Key management personnel compensation:

(in ₹ million)

Name of the related party	Nature of the relationship	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Pandiarajan Karuppasamy	KMP	3.50	7.18	8.79	2.43
Hemalatha Rajan	KMP	2.71	3.77	4.67	2.04
Aditya Narayan Mishra	KMP	6.29	8.79	12.30	3.00
Santhosh Kumar Nair	KMP	4.67	6.60	9.30	2.06
Doraiswamy Rajiv Krishnan	KMP	1.02	5.99	9.67	3.08
Saurabh Ashok More	KMP	-	3.07	5.07	1.50
Lalita Pasari	KMP	-	-	-	0.21
Total	KMP	**18.19**	**35.40**	**49.80**	**14.32**

(in ₹ million)

Name of the related party	Nature of the relationship	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Revenue from Operations					
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	-	0.01	-
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	5.81	18.69	17.71	1.73
Athera Enterprises Private Limited	Entities over which KMP are able to exercise significant influence	1.75	-	-	-
Other expenses					

Name of the related party	Nature of the relationship	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	2.61	6.75	9.48	2.39
Dividend Payment					
Pandiarajan Karuppasamy	Key Managerial Personnel	1.26	2.12	2.56	5.24
Aditya Narayan Mishra	Key Managerial Personnel	0.40	0.68	0.82	1.67
Santhosh Kumar Nair	Key Managerial Personnel	0.26	0.38	0.55	1.12
Hemalatha Rajan	Key Managerial Personnel	0.45	0.76	0.94	1.92
Doraiswamy Rajiv Krishnan	Key Managerial Personnel	-	0.02	0.02	0.04
Loans given to related party entities during the year					
The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	4.93	9.20	7.49	5.32
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	2.60	-	-
Loans repaid by related party entities during the year					
The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	0.10	8.36	0.97	-
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	-	2.60	-
Other Financial Assets- Security Deposit					
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	-	2.60	-
Borrowings made during the year					
Loan from Directors	Directors -subsidiaries	4.99	2.32	7.15	-
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	-	1.92	0.58
Athera Enterprises Private Limited	Entities over which KMP are able to exercise significant influence	-	0.05	-	-
Borrowings repaid during the year					
Loan from Directors	Directors -subsidiaries	1.49	0.85	15.16	4.50
Athera Enterprices Private Limited	Entities over which KMP are able to exercise significant influence	-	0.03	0.02	-
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	-	0.37	2.14
Non Current Borrowings - Debentures issued during the year					
Aditya Narayan Mishra	Key Managerial Personnel	-	-	1.50	-
Santhosh Kumar Nair	Key Managerial Personnel	-	-	-	-
Hemalatha Rajan	Key Managerial Personnel		5.00	-	-
Non Current Borrowings - Debentures repaid during the year					
Aditya Narayan Mishra	Key Managerial Personnel	-	-	2.50	-
Santhosh Kumar Nair	Key Managerial Personnel	-	-	-	-
Hemalatha Rajan	Key Managerial Personnel	-	12.50	-	-

Amount due to/from related party:

(in ₹ million)

Name of the related party	Nature of the relationship	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Trade receivables					
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	0.85	17.50	23.35	23.60
Athera Enterprises Private Limited	Entities over which KMP are able to exercise significant influence	1.18	0.88	0.36	0.36
Other financial assets					
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	-	2.60	2.60
Trade Payables					
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	2.51	2.43	2.74	2.54
Loans					
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	4.79	5.67	12.18	17.50
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	2.60	-	-
Non Current Borrowings – Debentures					
Aditya Narayan Mishra	Key Managerial Personnel	2.35	2.35	1.35	1.35

Name of the related party	Nature of the relationship	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Santhosh Kumar Nair	Key Managerial Personnel	1.20	1.20	1.20	1.20
Hemalatha Rajan	Key Managerial Personnel	12.50	5.00	5.00	5.00
Current Borrowings					
Athera Enterprises Private Limited	Entities over which KMP are able to exercise significant influence	0.20	0.22	0.20	0.20
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	-	1.56	-
Key Managerial Personnel	Key Managerial Personnel	11.04	12.50	4.50	-

Interest income

(in ₹ million)

Particulars	Nature of the relationship	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Interest on Loans given	Entities over which KMP are able to exercise significant influence	-	-	0.93	0.30

Finance costs

(in ₹ million)

Particulars	Nature of the relationship	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Interest on Debentures	Debentures held by Key Managerial Personnel	1.30	0.97	0.86	0.19
Interest on loan	Borrowings from Directors and from Entities over which KMP are able to exercise significant influence	-	-	0.08	0.25

For further details of the related party transactions, see "*Restated Consolidated Financial Information – Note 40 – Interest in other entities*" on page 351.

Details of all financing arrangements

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

Weighted average price at which the specified securities were acquired by our Promoters and the Selling Shareholders, in the last one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the Equity Shares were acquired by our Promoters and Selling Shareholders in the last one year preceding the date of this Draft Red Herring Prospectus are:

Name	Number of Equity Shares acquired in the one year preceding the date of the DRHP	Weighted average price of acquisition per Equity Share (in ₹)*^
Promoters **		
Pandiarajan Karuppasamy	508,788	208.16
Hemalatha Rajan	520,632	205.41
Aditya Narayan Mishra	13,866	218.65
Santhosh Kumar Nair	11,712	219.32
Doraiswamy Rajiv Krishnan	1,083,080	111.82
Other Selling Shareholders		
Ganesh S Padmanabhan	125	184.00
Soby Mathew	125	184.00
Anup Narendran Menon	Nil	Nil
Mohit Gundecha	205,360	7.28
Suruchi Wagh	205,360	7.28
Cavinkare Private Limited	13,500	184.00
Piyush Jain	Nil	Nil
Rajan Chellamani Nadar	550	184.00
Muhil Nesi Vivekanandah	Nil	Nil

Name	Number of Equity Shares acquired in the one year preceding the date of the DRHP	Weighted average price of acquisition per Equity Share (in ₹)*^
Sambasivan Viswanathan and Vidya Viswanathan	24,435	232.01
Tamilmani Muthusamy	Nil	Nil

** As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated November 19, 2024.*
^The amount paid on the acquisition of the CCPS and CCD's has been considered as the basis for arriving at the cost of acquisition of Equity Shares
Note: For arriving at the weighted average price at which the Equity Shares of the Company were acquired by the Promoters and Selling Shareholder(s), only acquisition of Equity Shares has been considered while arriving at weighted average price per Equity Share for last one year
*** Promoters are also selling shareholders.*

Average cost of acquisition of shares for our Promoters and the Selling Shareholders

The average cost of acquisition of Equity Shares for our Promoters and Selling Shareholders is as set out below:

Name of acquirer	Number of Equity Shares as on the date of this Draft Red Herring Prospectus	Acquisition cost of acquisition per Equity Share (in ₹)*^
Promoters**		
Pandiarajan Karuppasamy	18,804,083	7.10
Hemalatha Rajan	6,835,337	10.10
Aditya Narayan Mishra	5,982,241	0.85
Santhosh Kumar Nair	4,026,832	0.98
Doraiswamy Rajiv Krishnan	1,214,330	99.74
Other Selling Shareholders		
Ganesh S Padmanabhan	218,875	1.13
Soby Mathew	218,875	1.13
Anup Narendran Menon	218,750	1.03
Mohit Gundecha	264,295	59.45
Suruchi Wagh	264,295	59.45
Cavinkare Private Limited	86,290	144.67
Piyush Jain	63,195	1.03
Rajan Chellamani Nadar	55,150	110.64
Muhil Nesi Vivekanandah	45,500	109.90
Sambasivan Viswanathan and Vidya Viswanathan	60,825	175.39
Tamilmani Muthusamy	17,500	137.37

** As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated November 19, 2024.*
*** Promoters are also selling shareholders*
^The amount paid on the acquisition of the CCPS and CCD's has been considered as the basis for arriving at the cost of acquisition of Equity Shares

The weighted average cost of acquisition of all shares transacted in the last eighteen months, one year and three years preceding the date of this Draft Red Herring Prospectus

The weighted average cost of acquisition of all shares transacted in the last eighteen months, one year and three years preceding the date of this Draft Red Herring Prospectus is as follows:

Period	Number of Equity Shares transacted of face value ₹ 2 each#	Weighted average cost of acquisition (in ₹)#	Upper end of the price band (₹[●]) is 'X' times the weighted average cost of acquisition**	Range of acquisition price: Lowest price – Highest price (in ₹)**
Last one year	2,185,430	169.31	NA at this stage	Lowest Price- NA* Highest Price- 1,026.00
Last eighteen months	17,989,635	20.57	NA at this stage	Lowest Price- NA* Highest Price- 1,026.00
Last three years	20,327,575	23.03	NA at this stage	Lowest Price- NA* Highest Price-1,202.00

As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated November 19, 2024.
#Excludes Gifts, Conversion of CCD and CCP's
**Equity shares acquired pursuant to bonus issue*

Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoters, the Promoter Group, the Selling Shareholders or Shareholder(s) with rights to nominate Director(s) or other special rights

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, members of our Promoter Group and Selling Shareholders. There are no

Shareholders with nominee director or other special rights. The details of the price at which these acquisitions were undertaken are stated below:

Name of the acquirer / shareholder	Date of acquisition of Equity Shares[**]	Number of Equity Shares acquired[**]	Acquisition price per Equity Share (in ₹)[**]	Nature of Transaction[**]
Promoters[*]				
Pandiarajan Karuppasamy	November 20, 2021[#]	199,542	-	Bonus
	March 09, 2022[#]	153,460	10.00	Conversion of preference shares to equity shares
	February 01, 2023[#]	16,360	1,202.00	Private placement
	March 31, 2023[#]	790	1,202.00	Private placement
	November 15, 2023[#]	1,602,454	-	Bonus issue
	March 31, 2024[#]	5,000	920.00	Rights issue
	July 10, 2024[^]	426,800	205.20	Private placement
	November 8, 2024[^]	57,780	240.40	Transfer
Hemalatha Rajan	November 20, 2021[#]	71,131	-	Bonus issue
	March 09, 2022[#]	106,000	10.00	Conversion of preference shares to equity shares
	May 21, 2022[#]	2,080	1,202.00	Private placement
	February 01, 2023[#]	17,015	1,202.00	Private placement
	March 31, 2023[#]	790	1,202.00	Private placement
	November 15, 2023[#]	584,546	-	Bonus issue
	March 31, 2024[#]	7,716	920.00	Rights issue
	July 10, 2024[^]	455,672	205.20	Private placement
	November 8, 2024[^]	26,380	240.40	Transfer
Aditya Narayan Mishra	November 20, 2021[#]	63,964	-	Bonus issue
	March 16, 2022[#]	42,461	-	Transfer by the way of gift
	November 15, 2023[#]	511,575	-	Bonus issue
	March 31, 2024[#]	100	920.00	Rights issue
	July 10, 2024^	7,766	205.20	Private placement
	November 8, 2024[^]	5,600	240.40	Transfer
Santhosh Kumar Nair	November 20, 2021[#]	43,031	-	Bonus issue
	March 16, 2022[#]	19,421	-	Transfer by way of gift
	March 16, 2022[#]	9,144	-	Transfer by way of gift
	November 15, 2023[#]	344,153	-	Bonus issue
	March 31, 2024[#]	100	920.00	Rights issue
	July 10, 2024[^]	6,212	205.20	Private placement
	November 8, 2024[^]	5,000	240.40	Transfer
Doraiswamy Rajiv Krishnan	March 16, 2022[#]	10,000		Transfer by way of gift
	March 16, 2022[#]	5,000	-	Transfer by way of gift
	November 15, 2023[#]	11,250	-	Bonus issue
	April 24, 2024[#]	100,000	10.00	Transfer
	July 10, 2024[^]	541,480	205.20	Private placement
	November 8, 2024[^]	20,800	240.40	Transfer
	November 8, 2024[^]	20,800	240.40	Transfer
Promoter Group				
Sunila Rajan	May 21, 2022[#]	2,080	1,202.00	Private placement
	November 15, 2023[#]	1,560	-	Bonus issue
	March 31, 2024[#]	600	920.00	Rights issue
	July 10, 2024[^]	73,772	205.20	Private placement
Suhaas Rajan	May 21, 2022[#]	832	1,202.00	Private placement
	November 15, 2023[#]	624	-	Bonus issue
	March 31, 2024[#]	600	920.00	Rights issue
	November 8, 2024^	5,000	100	Transfer
Padma Padmanaban	March 31, 2024[#]	500	920.00	Rights issue
Kalyani Krishnan	March 31, 2024[#]	2,125	920.00	Rights issue
Other Selling Shareholders				
Ganesh S. Padmanabhan	November 20, 2021[#]	2,500	-	Bonus issue
	November 15, 2023[#]	18,750	-	Bonus issue
	March 31, 2024[#]	25	920.00	Rights issue
Soby Mathew	November 20, 2021[#]	2,500	-	Bonus issue
	November 15, 2023[#]	18,750	-	Bonus issue
	March 31, 2024[#]	25	920.00	Rights issue
	November 20, 2021[#]	2,500	-	Bonus issue

Name of the acquirer / shareholder	Date of acquisition of Equity Shares**	Number of Equity Shares acquired**	Acquisition price per Equity Share (in ₹)**	Nature of Transaction**
Anup Narendran Menon	November 15, 2023#	18,750	-	Bonus issue
Mohit Gundecha	January 10, 2023#	15,716	1,202.00	Private placement
	November 15, 2023#	11,787	-	Bonus issue
	December 28, 2023#	1,022	1,026.00	Private placement
	March 31, 2024#	50	920.00	Rights issue
	April 24, 2024#	40,000	10	Transfer
Suruchi Wagh	January 10, 2023#	15,716	1,202.00	Private placement
	November 15, 2023#	11,787	-	Bonus issue
	December 28, 2023#	1,022	1,026.00	Private placement
	March 31, 2024#	50	920.00	Rights issue
	April 24 , 2024#	40,000	10	Transfer
Cavinkare Private Limited	November 15, 2023#	6,239	-	Bonus issue
	March 31, 2024#	2,700	920.00	Rights issue
Piyush Jain	November 20, 2021#	722	-	Bonus issue
	November 15, 2023#	5,417	-	Bonus issue
Rajan Chellamani Nadar	November 15, 2023#	6,240	10.00	Conversion of debentures into Equity Shares
	November 15, 2023#	4,680	-	Bonus issue
	March 31, 2024#	110	920.00	Rights issue
Muhil Nesi Vivekanandah	November 15, 2023#	5,200	10.00	Conversion of debentures into Equity Shares
	November 15, 2023#	3,900	-	Bonus issue
Sambasivan Vishwanathan and Vidya Vishwanathan	April 26, 2022#	4,159	1,202.00	Private placement
	November 15, 2023#	3,119	-	Bonus issue
	March 31, 2024#	727	920.00	Rights issue
	November 8, 2024^	20,800	240.40	Transfer
Tamilmani Muthusamy	May 2, 2022#	2,000	1,202.00	Private placement
	November 15, 2023#	1,500	-	Bonus issue

* *Promoters are also selling shareholders*

***As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated November 19, 2024*

#The face value of equity shares is ₹ 10

^The face value of equity shares is ₹ 2

Pre-IPO Placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

Issuance of equity shares in the last one year for consideration other than cash or bonus issue

Except for as disclosed in "*Capital Structure – Shares issued for consideration other than cash and by way of bonus issuance*" on page 91, our Company has not issued any Equity Shares in the last one year from the date of this Draft Red Herring Prospectus, for consideration other than cash or bonus issue.

Split/consolidation of Equity Shares in the last one year

Pursuant to resolutions passed by our Board and our Shareholders in their respective meetings held on May 3, 2024, and June 10, 2024, the face value of the equity shares of our Company was sub-divided from ₹10 each to ₹2 each. Accordingly, the authorized share capital of our Company was sub-divided from 11,000,000 equity shares of face value of ₹ 10 each to 55,000,000 Equity Shares of face value of ₹ 2 each and the issued, subscribed, and paid-up equity share capital of our Company was sub-divided from 8,088,078 equity shares of face value of ₹ 10 per equity share to 40,440,390 equity shares of face value of ₹ 2 per equity share. See "*Capital Structure – Notes to Capital Structure – Equity share capital history of our Company*" on page 81.

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

Our Company has not applied for or received any exemption from complying with any provisions of securities laws from SEBI, as on the date of this Draft Red Herring Prospectus.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain conventions

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references to the "U.S.", "U.S.A." or the "United States" are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

Financial data

Our Company's and each of our Subsidiaries' Fiscal Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular Fiscal or Fiscal Year, unless stated otherwise, are to the 12 months period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless stated otherwise or the context otherwise requires, the financial data and financial ratios in this Draft Red Herring Prospectus are derived from the Restated Consolidated Financial Information. The Restated Consolidated Financial Information of our Company, together with its Subsidiaries (*except PMPL and TAPL*), comprising the restated consolidated statement of assets and liabilities as at March 31, 2022, March 31, 2023 and March 31, 2024 and three months ended June 30, 2024 and restated consolidated statement of profit and loss (including other comprehensive income), and restated consolidated statement of cash flows and restated consolidated statement of changes in equity for the years ended March 31, 2022, March 31, 2023 and March 31, 2024, and three months ended June 30, 2024, the consolidated statement of significant accounting policies, and other explanatory information of our Company, derived from audited financial statements as at and for the years ended March 31, 2022, March 31, 2023 and March 31, 2024 and three months ended June 30, 2024, prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. The Restated Consolidated Financial Information has been prepared to comply in all material respects with the Indian Accounting Standards as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, as applicable to the consolidated financial statements and other relevant provisions of the Companies Act. For further information, see "*Restated Consolidated Financial Information*" on page 291

Unless otherwise stated or the context otherwise indicates, any percentage amounts, (excluding certain operational metrics), as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 28, 222 and 371, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Consolidated Financial Information for the Fiscal Years ended March 31, 2022, March 31, 2023 and March 31, 2024 and three months ended June 30, 2024, included in this Draft Red Herring Prospectus are derived from audited consolidated financial statements as of and for the Fiscal Years ended March 31, 2022, March 31, 2023 and March 31, 2024 and three months ended June 30, 2024 prepared in accordance with Ind AS, the provisions of the Companies Act and other accounting principles generally accepted in India and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs from accounting principles with which you may be familiar, such as Indian GAAP, IFRS and US GAAP.

Our Company has not attempted to explain in a qualitative manner the impact of the IFRS or US GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP, which may differ from accounting principles with which the prospective investors may be familiar in other countries. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus, which is restated as per the SEBI ICDR Regulations, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Prospective investors should review the accounting policies applied in the preparation of the Restated Consolidated Financial Information and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

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

All figures in diagrams and charts, including those relating to financial information, operational metrics and key performance indicators, have been rounded to the nearest decimal place, whole number, thousand or million, as applicable.

Non-Generally Accepted Accounting Principles Financial Measures

Certain Non-Generally Accepted Accounting Principles ("**Non-GAAP**") measures presented in this Draft Red Herring Prospectus such as Net worth, Net Asset Value per Equity Share, EBITDA, EBITDA Margin, PAT Margin, ROCE and Net Debt to Total Equity are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year / period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP measures, and other statistical and other information relating to our operations and financial performance, may not be computed on the basis of any standard methodology that is applicable across the industry and, therefore, a comparison of similarly titled Non-GAAP measures or statistical or other information relating to operations and financial performance between companies may not be possible. Other companies may calculate the Non-GAAP measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP measures are not a measure of performance calculated in accordance with applicable accounting standards, we compute and disclose them as our Company's management believes that they are useful information in relation to our business and financial performance. For details, see "*Risk Factors - Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition"* on page 56.

Currency and units of presentation

All references to:

- "₹" or "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India;
- "US$" or "USD" are to United States Dollars, the official currency of the United States of America; and

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions, except where specifically indicated. One million represents 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time.

Exchange rates

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

The information with respect to the exchange rate between the Indian Rupee and the U.S. Dollar, as on the dates indicated, is set forth below:

(in ₹)

Currency	Exchange Rate as on			
	March 31, 2022	March 31, 2023	March 31, 2024	June 30, 2024
1 US$	75.80	82.22	83.38	83.45

Source: www.fbil.org.in

Note: The exchange rates are rounded off to two decimal places and in case June 30, March 31 of any of the respective years is a public holiday, the previous Working Day not being a public holiday has been considered.

Industry and market data

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources. 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. Accordingly, no investment decision should be made solely on the basis of such information. The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors.

Unless stated otherwise, industry related information and market data contained in this Draft Red Herring Prospectus, including in "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 28, 163, 222 and 371, respectively, have been obtained or derived from the report titled "*Human Resources Management Services Market in India* " dated November 19, 2024 that has been prepared by Frost and Sullivan (India) Private Limited ("**F&S**") which has been prepared exclusively for the purpose of understanding the industry in connection with the Offer and commissioned and paid for by our Company. F&S was appointed by our Company and does not have direct/ indirect interest or relationship with our Company, Promoters, Selling Shareholders, Directors, KMPs or SMPs of our Company except to the extent of issuing the F&S Report. For risks in relation to the F&S Report, see "*Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Frost & Sullivan exclusively commissioned and paid for by us for such purpose and any reliance on such information for making an investment decision in the Offer is subject to inherent risks"* on page 51. The F&S Report will be available on the website of our Company at https://cielhr.com/investors/industry-report from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date.

The F&S Report titled "*Human Resources Management Services Market in India*" is subject to the following disclaimer:

*"Frost & Sullivan ("**F&S**") has taken due care and caution in preparing the report titled "Human Resources Management Services Market in India" dated November 19, 2024 ("**F&S Report**") based on the information obtained by Frost & Sullivan from sources which it considers reliable ("**Data**"). The F&S Report is not a recommendation to invest / disinvest in any entity covered in the F&S Report and no part of the F&S Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Without limiting the generality of the foregoing, nothing in the F&S Report is to be construed as F&S providing or intending to provide any services in jurisdictions where F&S does not have the necessary permission and/or registration to carry out its business activities in this regard. CIEL HR Services Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the F&S Report or part thereof outside India. No part of this F&S Report may be published/reproduced in any form without F&S's prior written approval."*

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" on page 142 includes information relating to our peer group companies. Such information relating to our peer group has been derived from publicly available sources or the F&S Report, and neither we, nor the BRLMs or any of their affiliates have independently verified such information. Accordingly, no investment decision should be made solely on the basis of such information.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "goal", "expect", "estimate", "intend", "objective", "plan", "project", "should" "will", "will continue", "seek to", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

These forward-looking statements are based on our present plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward - looking statements and not to regard such statements as a guarantee of future performance.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry 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 and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes, changes in competition in our industry, incidence of natural calamities and/or acts of violence.

- Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:
- Improving the EBITDA of our HR Services
- Failure to properly maintain or promptly upgrade our technology
- Maintain our business with our top 10 large customers
- Ability to compete successfully against our existing or new competitors
- Ability to fulfil our client contracts
- Ability to control our business partners.
- Ability to obtain working capital and future financing
- successfully integrate the businesses, technologies, services and products that we acquire or invest in, our business

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 28, 222 and 371, 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 in the future could materially differ from those that have been estimated and are not a guarantee of future performance.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given the uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, our Directors, our KMPs, Senior Management, the Selling Shareholders, the Syndicate or any of their respective affiliates has 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 regulatory requirements of SEBI and as prescribed under applicable law, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of Allotment. In accordance with the requirements of SEBI, the Selling Shareholders will ensure that investors are informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in the Red Herring Prospectus until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. Only statements and undertakings which are specifically confirmed or undertaken by the Selling Shareholders to the extent of information pertaining to it and/or its respective portion of the Offered Shares, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder.

SECTION II: RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in 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 operate or to India. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial, may also impair our business, 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 business, 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 complete understanding of our Company and our business, you should read this section in conjunction with "Our Business", "Industry Overview", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 222, 163, 291 and 371, respectively, as well as the other financial, statistical and other information contained in this Draft Red Herring Prospectus. In making an investment decision, you must rely on your own examination of the terms of the Offer, the Company and its business 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.

Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2022, 2023 and 2024, and three month period ended June 30, 2024, included herein is based on or derived from our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Statements" on page 291. See "Definitions and Abbreviations" on page 1 for certain terms used in this section. The Restated Consolidated Financial Statements is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations.

This Draft Red Herring Prospectus contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward- looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See "Forward-Looking Statements" on page 26.

*Unless otherwise indicated, the industry and market data used in this section has been derived from the industry report titled "Human Resources Management Services Market in India" dated November 19, 2024 (the "**F&S Report**"), which has been prepared for the purpose of the Offer and issued by Frost & Sullivan and is exclusively commissioned for an agreed fee and paid for by the Company in connection with the Offer. Frost & Sullivan was appointed by our Company pursuant to an engagement letter dated May 21, 2024. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. Further, the F&S Report was prepared on the basis of information as of specific dates and opinions in the F&S Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. A copy of the F&S Report will be available on the website of our Company at https://cielhr.com/investors/industry-report. For more information and risks in relation to commissioned reports, see "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Frost & Sullivan exclusively commissioned and paid for by us for such purpose and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 51. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 25.*

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 otherwise requires, in this section, references to "our Company" or "the Company" refers to CIEL HR Services Limited on a standalone basis, and references to "we", "us", "our" refers to CIEL HR Services Limited and its Subsidiaries on a consolidated basis.

Internal Risks

1. ***EBITDA margins of our HR Services, being the business which contributed 96.82% to our revenue from operations in Fiscal 2024, are relatively low. Any failure on our part to improve the EBITDA of our HR Services may have an adverse impact on our overall profitability, results of operations and cashflows***

   Price competition from unorganized players and ongoing industry consolidation could challenge our ability to sustain or enhance EBITDA margins in the HR Services segment, particularly given the already low margins prevalent in the industry. The following table sets forth the EBITDA and EBITDA margins of our business segments, for the periods indicated:

	Fiscal 2022		Fiscal 2023		Fiscal 2024		Three month period ended June 30, 2024	
	Segment EBITDA *(₹ million)*	**Segment EBITDA Margin** *(%)*	**Segment EBITDA** *(₹ million)*	**Segment EBITDA Margin** *(%)*	**Segment EBITDA** *(₹ million)*	**Segment EBITDA Margin** *(%)*	**Segment EBITDA** *(₹ million)*	**Segment EBITDA Margin** *(%)*
HR Services	115.79	2.19	52.98	0.66	144.32	1.36	54.33	1.71
HR Tech Platforms	(6.94)	(60.79)	9.37	13.48	110.18	31.54	29.94	28.23

Any change to the mix of HR Services and HR Tech Platforms may have an impact on our overall EBITDA margins. As our HR Services business contributes to the majority of our revenue, the EBITDA margins of our entire business are also relatively low.

2. ***We depend on our proprietary technology for critical functions of our business. Failure to properly maintain or promptly upgrade our technology may result in disruptions to or lower quality of our solutions and our business and ability to service clients may be adversely affected. Further, our results of operations could be affected if we cannot successfully yield the intended results from our investment in technology.***

We rely on our proprietary technology for our business operations including our HR Tech Platforms, such as (i) EzyComp, a cloud based compliance management platform, (ii) HfactoR, an application for HRMS software solutions, and (iii) ProSculpt (including Helevate), a platform offering skill development courses to fresh graduates and acquired certain HR Tech Platforms including (i) Courseplay, an application for employee learning, and (ii) Jombay, a talent assessment, development and engagement platform. For details, see "*Our Business –Our Business Operations– HR Tech Platforms*" on page 226. We further intend to continue spending on expanding our HR Tech Platforms to achieve a competitive advantage. For details, see "*Objects of the Offer—Details of the Objects*" on page 118.

Maintaining and upgrading our technology presents risks, including potential disruptions from design or deployment errors, delays, or deficiencies that could affect platform availability. As new technologies emerge, our systems may become obsolete or less efficient, and competitors could gain an edge with superior solutions. Adopting new or enhanced technologies is essential for growth but can be costly, time-consuming, and disruptive. Failing to do so promptly may harm service quality and profitability, impacting our operational results.

As a technology-driven HR solutions provider, we continue to invest in technological upgrades to achieve our strategic objectives. This includes developing our HR Tech Platforms, which may require new equipment, software, and proprietary solutions. However, these new systems and technologies may not always perform as expected, or we may fail to scale our platforms to meet growing demands and emerging trends.

Additionally, competition from innovative HR technology startups could disrupt our market position. If we are slow to upgrade our internal technology systems to match our business growth, it may result in delays or client dissatisfaction. Success in our industry depends on staying ahead of rapid technological changes, both in developing solutions and managing our internal operations effectively.

Furthermore, the following table sets forth our Gross Carrying Amount as at the dates indicated:

Particulars	As at March 31, 2022		As at March 31, 2023		As at March 31, 2024		As at June 30, 2024	
	Amount (in ₹ million)	***% of other intangible assets***	***Amount (in ₹ million)***	***% of other intangible assets***	***Amount (in ₹ million)***	***% of other intangible assets***	***Amount (in ₹ million)***	***% of other intangible assets***
APPI Payroll	9.32	40.68	6.43	5.91	6.43	2.50	6.43	2.27
HfactoR	-	-	11.03	10.13	26.32	10.22	35.80	12.65
EzyComp	-	-	-	-	13.51	5.25	13.51	4.77
CIEL Jobs Platform	-	-	5.46	5.02	5.46	2.12	5.46	1.93
ProSculpt	-	-	5.54	5.09	5.54	2.15	5.54	1.96
Jombay platform software	-	-	33.52	30.79	81.50	31.65	81.5	28.80
Courseplay - platform software	-	-	-	-	71.91	27.92	77.4	27.35
Helevate	Nil	Nil	Nil	Nil	Nil	Nil	4.17	1.47
Ezycounseil	Nil	Nil	Nil	Nil	Nil	Nil	6.16	2.18
Intangible asset under development	7.56	NA	8.32	NA	34.89	NA	56.95	NA

We cannot ascertain that our efforts have enabled us to achieve tangible benefits in proportion to the costs incurred by us. We may not be able to derive substantial benefit from our efforts in developing new services, or any benefit at all in the future. We cannot assure you that the commercialization of our new services or tech platforms offerings will be profitable. If we are unable to monetize and/ or sustain our efforts in developing new services or tech platforms, our results of operations may be adversely affected. Further, implementation of new or upgraded technology may not be cost effective, which may adversely affect our business, results of operations, cash flows and financial condition.

3. We have a history of losses and have experienced negative cash flows from operating, investing and financing activities in the past.

We have experienced a loss of ₹31.53 million in Fiscal 2023, primarily due to expenses pertaining to ESOP Plan 2022. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations — Results of Operations*" on page 389 for details.

Our operating expenses will increase as we hire additional Deputees and employees, expand our geographical presence and services, invest in our HR Tech Platforms, increase our working capital, invest in the growth of new businesses and incur other miscellaneous operational expenses. In addition, when we become a listed company, we will incur additional significant legal, accounting and other expenses that we did not incur as an unlisted company. Any failure to increase our revenue sufficiently to keep pace with our increased operating expenses could prevent us from achieving or maintaining profitability or positive cash flow on a consistent basis in future periods. Any failure by us to achieve or sustain profitability on a consistent basis could cause the value of our Equity Shares to decline, restrict our ability to pay dividends and impair our ability to raise capital and expand our business. In addition, net losses may result in the erosion of our net worth.

Further, we have in the past, and may in the future, experience negative cash flows from operating, investing and financing activities. The following table sets forth our net cash inflow/(outflow) from operating, investing and financing activities for the periods indicated:

(in ₹ million)

	Fiscal 2022	Fiscal 2023	Fiscal 2024	For the three month period ended June 30, 2024
Net cash generated from/(used in) operating activities	(71.16)	(171.56)	(52.55)	53.39
Net cash (used in)/generated from investing activities	(24.66)	(132.25)	(199.69)	(88.70)
Net cash (used in)/generated from financing activities	71.87	274.00	285.06	14.65

Any negative cash outflows from operating activities over extended periods, or significant cash outflows in the short term from investing and financing activities, could have an adverse impact on our cash flow requirements, business operations and growth plans. As a result, our cash flows, business, future financial performance and results of operations could be adversely affected. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources*" on page 394.

4. A significant portion of our business is attributable to top 10 large customers. Any deterioration of their financial condition or prospects may have an adverse impact on our business.

We have in the past derived a significant portion of our revenue from operations from certain large customers, including Scootsy Logistics Private Limited (wholly owned subsidiary of Swiggy Limited), Timken India Limited, Blue Star Limited, Axis Bank Limited, CRISIL Limited, LTIMindtree Limited and Puma Sports India Private Limited among others. The following table sets out the revenue from operations we derived from our top 5, top 10 and top 15 customers for the periods indicated:

Customer	Fiscal 2022		Fiscal 2023		Fiscal 2024		Three month period ended June 30, 2024	
	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)
Top 10	2,332.54	44.21	3,747.45	46.86	4,218.15	38.85	1,179.38	36.27
Top 15	2,813.44	53.33	4,402.32	55.05	5,106.17	47.03	1,444.31	44.42
Top 20	3,136,15	59.45	4,859.19	60.77	5,754.59	53.00	1,661.94	51.11

The loss of all or a significant portion of sales to any of our top 10 customers, for any reason (including the loss of contracts or inability to negotiate favourable terms, failure to meet their quality specification, technological changes, a decline in market share of these customers in their respective industries or high growth segments, disputes with these customers, adverse changes in their financial condition, insolvency or bankruptcy of these customers, decrease in their sales, facility closures, any action undertaken by the government affecting business of these customers, or labour strikes affecting their production), could have an adverse impact our business, financial condition, results of operations, and cash flows. For instance, a customer of our Subsidiary, Ma Foi Strategic Consultants Private Limited terminated their contract as services were not provided on the agreed upon timelines. Separately, a customer of our HR Tech Platform, EzyComp terminated our contract on account of developing their in-house HRMS platform. Similarly, a customer of EzyComp terminated on account of certain inherent limitation in the attendance module while a contract was terminated by a customer as its employees were unable to navigate the EzyComp platform. While these terminations did not have a material impact on our financial statements, in the event we are unable to rectify such errors and limitations, our business prospects and financial statements maybe adversely impacted.

We cannot assure you that we will be able to maintain historic levels of business from our top 10 customers, or that we will be able to significantly reduce customer concentration in the future.

Significant dependence on certain clients, may increase the potential volatility of our results of operations, if we do not achieve our expected margins or suffer losses on such contracts. In addition, it may increase our exposure to individual contract risks. Our clients can unilaterally decrease the amount of services we provide or terminate all services due to any reason including those beyond our control such as their adverse business and financial conditions, which could have a material adverse effect on our future operating results. For example, customer of our Subsidiary, Ma Foi Strategic Consultants Private Limited terminated their contract in less than six months as the business of the customer did not grow in line with their expectations. Similarly, a customer of our Company terminated their contract in less than a year as their business was being restructured internally. While these terminations did not have a material impact on our financial statements, we cannot assure you if such terminations beyond our control will not have an impact on our financial performance in the future.

5. ***We propose to utilise certain portion of the Net Proceeds towards acquisition of additional stake in certain Subsidiaries. Accordingly, the benefits arising out of the part of the Net Proceeds which are proposed to be utilized in such further acquisition of shareholding in Subsidiaries, may not be entirely available to the investors or deployable in our business operations.***

We acquired (i) FCPL pursuant to a share purchase agreement entered and a securities subscription and securities holders' agreement each dated February 29, 2024; (ii) NLCSPL pursuant to share purchase agreement dated November 30, 2022; (iii) PMPL and TAPL pursuant to share purchase agreement dated October 4, 2024. Further, ITPL was incorporated as our Subsidiary on August 13, 2018. As on date of this Draft Red Herring Prospectus, our Company holds 51.71%, 76.50%, 91.40%, 51.00% and 51.00% of the equity share capital of FCPL, ITPL, NLCSPL, PMPL and TAPL, respectively. Our Company proposes to acquire the remaining shareholding of each of these Subsidiaries in tranches to hold these as a wholly owned subsidiary. Our Company proposes to utilise and deploy the following amounts from the Net Proceeds in the further acquisition of:

(in ₹ million)

Particulars		Estimated Amount to be funded from the Net Proceeds	Estimated deployment of the Net Proceeds in Fiscal 2026	Estimated deployment of the Net Proceeds in Fiscal 2027
Acquisition of additional shareholding in the following Subsidiaries:		**407.32**	**180.62**	**226.69**
(i)	Firstventure Corporation Private Limited	116.10	21.40	94.70
(ii)	Integrum Technologies Private Limited	31.50	7.50	24.00
(iii)	Next Leap Career Solutions Private Limited	69.22	69.22	NA
(iv)	People Metrics Private Limited and Thomas Assessments Private Limited*	190.50*	82.50*	108.00*

**PMPL and TAPL will receive 16.70% and 83.30%, respectively, of the total consideration on completion of acquisition First Tranche Shares and Second Tranche Shares*

For details, see "*Objects of the Offer - Acquisition of additional shareholding in certain Subsidiaries*" on page 118.

The consideration payable by our Company for the further acquisitions for each of these entities is linked to the audited EBITDA of the relevant entity and is currently based on management estimates. In the event that the actual consideration is higher, our Company will utilize internal accruals for the balance consideration which may have an impact on our cash flows and financial statements or our Company may not be able to acquire the entities in a timely manner or at all. Similarly, if the actual consideration is lower, our Company will adjust the Net Proceeds set out for this particular object in accordance with the SEBI ICDR Regulations and other applicable law.

The benefits arising out of this further acquisition of shareholding, wherein a part of the Net Proceeds is proposed to be utilized, may not be entirely available to the investors. In addition, such acquisitions may expose our Company to certain risks, including the potential for increased financial obligations and liabilities associated with each of these Subsidiary's operations. These further acquisitions could also limit our flexibility in allocating resources to other business opportunities. There is also the possibility that the anticipated benefits, such as increased control and financial returns, may not materialize as expected, which could adversely affect our overall financial performance.

6. We propose to utilize a portion of the Net Proceeds to undertake acquisitions for which targets have not been identified. Net Proceeds to be utilized towards inorganic growth initiatives may be insufficient for the cost of our proposed inorganic acquisition and the deployment of Net Proceeds towards our inorganic growth initiatives may not take place within the period currently intended, and may be reduced or delayed.

Our Company intend to utilize ₹ [●] million from our Net Proceeds to fund inorganic growth opportunities from the date of listing of Equity Shares over Fiscals 2026 and 2027. We intend to utilise such portion of the Net Proceeds for strategic acquisition opportunities that will enable us to gain access to new geographies, categories and services. For further details, see "*Objects of the Offer*" on page 116.

The actual deployment of funds will depend on a number of factors, including market conditions, our Board's analysis of economic trends and business requirements, exchange rate fluctuations, competitive landscape, ability to identify and consummate inorganic growth opportunities as well as general factors affecting our results of operations, financial condition and access to capital. These factors will also determine the form of investment for these potential acquisitions, *i.e.,* whether they will be directly done by our Company or through our Subsidiaries or whether these will be in the nature of asset or technology acquisitions or joint ventures.

We have not entered into any definitive agreements towards any future acquisitions or strategic initiatives nor have identified any target company for strategic acquisitions or for undertaking other inorganic initiatives. It is also possible that we may not be able to identify suitable targets, or that if we do identify suitable targets, we may not be able to complete those transactions on terms commercially acceptable to us or at all. The inability to identify suitable targets or investments and the inability to complete such transactions may adversely affect our competitiveness and growth prospects. In the event we are unable to identify or conclude transactions for potential inorganic growth to the extent of ₹[●] million or a part thereof, we may utilize the balance amount for any other purposes only in accordance with Sections 13(8) and 27 of the Companies Act, 2013. This will entail an authorization by the shareholders in a general meeting by way of a special resolution to vary the object and an exit opportunity to the shareholders who do not agree to such proposal to vary the objects, in accordance with applicable laws.

This amount of Net Proceeds proposed to be utilised for the aforesaid Objects is based on our management's estimates and may not be the total value or cost of any such acquisitions, or investments, and may result in a shortfall in raising requisite capital from the Net Proceeds towards such acquisitions or investments. Acquisitions and inorganic growth initiatives may be undertaken as cash transactions, or be undertaken as share-based transactions, including share swaps, or a combination thereof. However, in the event the portion of the Net Proceeds to be utilised for the inorganic growth initiatives are insufficient, or if required as an aspect of the acquisition model, our Company may conduct the acquisition as a cash transaction including using internal accrual. Utilisation of internal accruals towards inorganic growth initiatives may have a material adverse impact on our cash flows and financial condition.

Our ability to achieve benefits from future strategic and inorganic growth opportunities, if any, will largely depend upon whether we are able to integrate the acquired businesses into the rest of our Company in an efficient and effective manner. See, "- *We may be unable to fully realize the anticipated benefits of recent acquisitions or any future acquisitions successfully or within our intended timeframe. If we are unable to identify expansion opportunities or experience delays or other problems in implementing our strategy of expanding our scale through acquisitions, our growth, business, financial condition, results of operations and prospects may be adversely affected*" on page 36.

7. We operate in a highly competitive and fragmented industry with low barriers to entry and may be unable to compete successfully against our existing or new competitors. Any inability on our part to compete effectively will have an adverse impact on our business, results of operations and cashflows.

The staffing solutions industry in India is highly fragmented, with over 2,000-2,500 companies operating in this market. (*Source: F&S* Report) We encounter competition from both organized and unorganized players, depending on the nature and location of the services provided. Several industries we serve have low entry barriers, leading to rivalry from both the unorganized segment and established firms with significant marketing and financial resources. Additionally, regional firms may offer competition due to their better understanding of local markets and advantages in regional and language-specific contexts. Industry consolidation may also affect competition by creating larger, more homogeneous and potentially stronger competitors in the markets in which we compete. Our competitors may also affect our business by entering into exclusive arrangements with existing or potential clients.

The competitive landscape is influenced by factors such as the network of offices, client relationships, technological and operational excellence, and both organic and inorganic growth and integration. Furthermore, there is a risk that our current or potential customers might opt to provide similar services internally. Consequently, we cannot guarantee that we will not face increased competition in the future. Any inability on our part to compete effectively will have an adverse impact on our business, results of operations and cashflows.

8. ***Our client contracts are generally of a short duration, contain termination provisions and do not guarantee any volume of work. Certain of our client contracts can be terminated by our clients with limited or no notice or penalty, which could have an adverse impact on our business.***

Our clients typically retain us on a non-exclusive basis and for a term usually ranging from one to three years. Many of our client contracts can be terminated with or without cause by providing a short notice and without termination-related penalties. For details on termination of contracts by our customers, see "- *A significant portion of our business is attributable to top 10 large customers. Any deterioration of their financial condition or prospects may have an adverse impact on our business*" on page 30.

Furthermore, several of our contracts within the HR Services businesses are structured around discrete projects, with no guaranteed volume of business or commitment to future work from our clients. Typically, contracts entered into for our search, selection and recruitment process outsourcing HR Service, we earn a one-time fee for each candidate we successfully place, in addition to a fixed monthly fee. Consequently, our revenue heavily depends on several factors including identifying suitable candidates to meet each customer's specific staffing needs, ensuring these candidates successfully pass our customers' recruitment processes, and, in some cases, finding appropriate replacements if the initially placed candidates decide to leave their employment with our customers.

Failure to meet any contractual conditions and obligations can result in clients claiming refunds, sometimes with interest, and potentially terminating their contracts with us. Although we have not experienced significant issues with unmet conditions and obligations in Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024, any such failures in the future could negatively impact our revenue and cash flow. While we typically include carve-outs for force majeure events in our contracts, various other factors could still impede our ability to fulfill our contractual obligations.

Any such occurrences could jeopardize our ability to meet our obligations under client contracts, leading to potential financial liabilities and a loss of client trust, thereby adversely affecting our business operations, financial condition, and overall business prospects.

9. ***We do not have control over our business partners. In the event our business partners fail to operate effectively or misuse our intellectual property right, our business operations, brand reputation and goodwill could be impacted adversely.***

To establish our presence across the country and remain asset light, we have entered into agreements with business partners who use our brand name, trademarks, know-how, material and HR Tech Platforms to service clients at their respective locations. As on June 30, 2024, we have 49 business partners across 33 locations. Further, we have 67 offices across India out of which 49 have been opened and are being operated by our business partners. For details, see "*Our Business – Our Competitive Strengths - Strong geographical presence in India enabled by asset-light business partner model*" on page 229.

The table below sets out the contribution made by our business partners to our revenue from operations for the periods indicated:

(in ₹ million)

	Fiscal 2022		Fiscal 2023		Fiscal 2024		Three month period ended June 30, 2024	
	Amount (in ₹ million)	***% of revenue from operations***	***Amount (in ₹ million)***	***% of revenue from operations***	***Amount (in ₹ million)***	***% of revenue from operations***	***Amount (in ₹ million)***	***% of revenue from operations***
Revenue from business partner	734.42	13.92	1,166.67	14.59	1,507.62	13.89	470.56	14.47

While the contracts we enter into with our business partners outlines the obligations and duties of the business partners, we do not have direct control over their day-to-day operations. Further, while we provide training, guidelines as well as the technical know-how to enable our business partners to service clients, we cannot assure you if our business partners will be able to provide services consistently in the same manner and standard of quality as provided by us. If our business partners fail to adhere to our operational standards, deliver quality customer service, or comply with legal and regulatory requirements, our brand reputation and customer satisfaction could be negatively impacted. Additionally, in the event that the business partners misuse our intellectual property rights or confidential material provided by us, we cannot assure you if we would be able to take timely or adequate action to restrain them.

Further, while we typically include non-compete provisions in our contracts, in the event business partners infringe such provisions, it could negatively impact our revenue from operations and our brand. Further, our contracts typically include the right of business partners to terminate at a short notice. Poor performance by the business partners could result in lower sales, damage to our goodwill, and reduced consumer confidence. As majority of our offices are operated by business partners, we do not have control over the operation and validity of the lease periods of such offices.

10. ***Our Company, Subsidiaries and certain Promoters are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows, and results of operations.***

There are outstanding legal and regulatory proceedings involving our Company and Subsidiaries which are pending at different levels of adjudication before various forums. Such proceedings could divert the management's time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition, and results of operations.

The summary of outstanding legal proceedings involving our Company, Promoters, Subsidiaries, Directors and Group Companies, as on the date of this Draft Red Herring Prospectus is set out below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary Actions by the SEBI or the stock exchanges against our Promoters in the last five Fiscals	Material Civil Proceedings	Aggregate amount involved (in ₹ million)*
Company						
Against our Company	Nil	1	1	NA	Nil	0.04
By our Company	Nil	Nil	Nil	NA	Nil	Nil
Directors**						
Against our Directors	Nil	Nil	Nil	NA	Nil	Nil
By our Directors	Nil	Nil	Nil	NA	Nil	Nil
Promoters						
Against our Promoters	Nil	11	Nil	Nil	1	255.56
By our Promoters	Nil	Nil	Nil	NA	Nil	Nil
Subsidiaries						
Against our Subsidiaries	Nil	89	1	NA	Nil	4.64
By our Subsidiaries	Nil	Nil	Nil	NA	Nil	Nil

* *To the extent quantifiable*

** *Cases pertaining to Promoter directors have only been included under the promoter, to avoid duplication*

Further, there is no litigation involving our Group Company which may have a material impact on our Company.

We cannot assure you that any of these matters will be settled in favour of our Company, Promoters, or Directors, respectively, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, results of operations, and our reputation. For details, see "*Outstanding Litigation and Material Developments*" on page 401.

11. ***Our business requires significant amounts of working capital. We may not be able to obtain future financing on favourable terms or at all. If we experience insufficient cash flows from our operations or are unable to borrow funds to meet our working capital requirements, it may materially and adversely affect our business and results of operations.***

Our business demands substantial working capital primarily because there is a considerable gap between the time we pay our vendors and personnel and when we receive payments from our customers. Consequently, there could be situations where the total funds available to us may not be sufficient to fulfil our commitments, and hence we may need to incur additional indebtedness in the future, or utilize internal accruals to satisfy our working capital needs. Our total borrowings as on August 31, 2024 were ₹707.07 million, on a consolidated basis out of which ₹693.57 million was for working capital requirement.

Our projected working capital requirement for Fiscals 2025, 2026 and 2027 is ₹1,253.21 million, ₹1,675.47 million and ₹1,901.21 million, respectively. Our Company intends to utilise a total of ₹1,000.00 million from the Net Proceeds to fund working capital requirements of our Company in Fiscals 2026 and 2027, which, we believe, will help us in achieving the proposed targets as per our business plan. For details, "*Objects of the Offer*" on page 116. If our cash resources are insufficient to satisfy our cash requirements, we may seek to issue additional equity or debt securities or obtain new or expanded credit facilities. As we pursue our growth plan, we expect that we will have to raise additional funds by incurring further indebtedness or issuing additional equity to meet our capital expenditures in the future. Our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. However, our ability to arrange financing and the cost of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. In addition, incurring indebtedness would subject us to increased debt service obligations and could result in operating and financial covenants that would restrict our operations. Our ability to access capital and lending markets may be restricted at a time when we would like, or need, to do so, especially during times of increased volatility and reduced liquidity in global financial markets and stock markets, including due to policy changes and regulatory restrictions, which could limit our ability to raise funds. If we experience insufficient cash flows or are unable to borrow funds on a timely basis or at all to meet our working capital and other requirements, or to pay our debts, it could materially and adversely affect our business and results of operations.

Management of our working capital requirements involves the timely payment of, or rolling over of, our short-term indebtedness and securing new and additional loans on acceptable terms, or re-negotiation of our payment terms for, our trade payables, collection of trade receivables and preparing and following accurate and feasible budgets for our business operations. If we are unable to manage our working capital requirements, our business, results of operations and financial condition could be materially and adversely affected. There can be no assurance that we will be able to effectively manage our working capital. Should we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business, and we may breach the terms of our financing agreements with banks, face claims under cross-default provisions and be unable to obtain new financing, any of which would have a material adverse effect on our business, results of operations and financial condition. For further information on the working capital facilities currently availed of by us, see "*Financial Indebtedness*" on page 369.

12. ***Due to the nature of the staffing services business, we may be exposed to employment-related claims and losses that could have a material adverse effect on our business and reputation.***

We employ and assign our Deputees in the workplaces of our clients. Our professional staffing and value staffing HR Services are dependent upon the performance of our Deputees. If any of our Deputees do not perform in accordance with the instructions or standards established by the customers or agreed by us, and our customers become dissatisfied with the performance of our Deputees, our reputation and ability to maintain or expand our client base may be adversely affected. Our ability to control the performance of our Deputees is limited. The risks associated with the deployment of our Deputees, *inter-alia*, include possible claims relating to:

- actions or inactions of our Deputees, including matters for which we may have to indemnify our clients;
- criminal acts, torts or other negligent acts by our Deputees;
- discrimination and harassment claims for physical or sexual abuse (including claims relating to actions of our customers);
- failure to verify candidates' and temporary employees' backgrounds and qualifications;
- determination of money or benefits due to Deputees with reference to their termination;
- retroactive entitlement to employee benefits and other similar employment claims;
- violations of employment rights related to employment screening, privacy issues or minimum wage requirements;
- violation of health and safety regulations;
- misuse of proprietary information;
- misappropriation of funds; and
- damage to facilities of our customers due to negligence of our Deputees.

While we have not had any such claims during the previous three Fiscals and the three month period ended June 30, 2024, any claims in the future could lead to additional regulatory scrutiny and potential liability to third parties. We may incur fines and other losses or negative publicity with respect to these claims. In addition, these claims may give rise to litigation, which could be time-consuming and may incur significant costs.

While we have not incurred any liability related to misconduct or fraud by our Deputees in the past three Fiscals and the three month period ended June 30, 2024, we cannot assure that no such liability will arise in the future. Any potential liability that may occur would be determined by the terms of the agreements entered into with our customers, and could adversely impact our business, reputation, and financial statements. Further, there can also be no assurance that the insurance policies we have purchased to insure against certain risks will be adequate or that insurance coverage will remain available on reasonable terms or be sufficient in amount or scope of coverage. For details in relation to our insurance coverage, see *"— Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our business, results of operations, financial condition and cash flows*" on page 45.

13. We may be unable to fully realize the anticipated benefits of recent acquisitions or any future acquisitions successfully or within our intended timeframe. If we are unable to identify expansion opportunities or experience delays or other problems in implementing our strategy of expanding our scale through acquisitions, our growth, business, financial condition, results of operations and prospects may be adversely affected.

We have in recent periods completed a number of acquisitions in India to grow our business, expand our business segments and service offerings, and diversify our revenue streams. The table below sets out a summary of our past acquisitions:

Year of acquisition	Name of company	Solutions offered
January, 2023	Next Leap Career Solutions Private Limited (**Jombay**)	Talent assessment and development platform
December, 2023	Aargee Staffing Services Private Limited	Professional staffing services in IT/ ITeS
February, 2024	Firstventure Corporation Private Limited (**Courseplay**)	Learning experience platform, Learning management system, Recruitment automation
October, 2024	Thomas Assessments Private Limited	To offer a suite of behavioural and cognitive tools
October, 2024	People Metrics Private Limited	Tailored talent assessment solutions
Acquisition of companies promoted by certain of our promoters		
November, 2021	CIEL Technologies Private Limited	Managed services to optimise IT programmes
July, 2022	CIEL Skills and Careers Private Limited	Employability enhancement and placement/ mobilisation HR Tech Platform
February, 2023	Ma Foi Strategic Consultants Private Limited	HR advisory, HR managed services including payroll and compliance services, HR Tech Platform for compliance

For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years*" and "*Our Business – Our Competitive Strengths - Proven track record of inorganic growth, integration and augmented financial performance*" on pages 257 and 230, respectively. Our Company aims to undertake acquisitions in the future, consistent with our growth strategies. We are constantly in the process of evaluating such opportunities, some of which we may realize in the imminent future and which may be material to our business, financial condition or results of operations. The successful implementation of acquisitions depends on a range of factors, including funding arrangements, cultural compatibility and integration. While certain entities acquired by us were running losses at the time of acquisition, we have successfully integrated past acquisitions. There can be no assurance that such acquisitions will achieve their anticipated benefits or successfully integrate with our existing business in the future. If future or ongoing acquisitions do not deliver the intended results, our financial performance could be negatively affected. Further, two of our Subsidiaries, PMPL and TAPL were acquired in October, 2024 and the financial statements of these entities have not been reflected in our Restated Consolidated Financial Statements which our Subsidiaries, ASSPL and FCPL were acquired in December 2023 and February 2023, respectively, and accordingly, full Fiscal financial statements of these entities are not reflected in our Restated Consolidated Financial Statements.

Potential difficulties that we may encounter as part of the integration process could *inter-alia* include the following:

- Potential miscalculation of expenses involved in the acquisition process.
- Higher than anticipated costs related to integrating the acquired company.
- The possibility that the expected advantages of the acquisition may not materialize.
- Acquiring companies in sectors where we have minimal prior experience.
- Risk of paying more than the actual value of the acquired companies.
- Delays in merging strategies, operations, and services between companies.

- Difficulties in accurately determining the purchase price, potentially leading to goodwill impairment.
- Diversion of management's attention due to the acquisition process.
- Employee turnover and differences in business backgrounds, corporate cultures, and management philosophies that could delay successful integration.
- Challenges in retaining essential executives and other employees post-acquisition.
- Issues with establishing and enforcing consistent standards, controls, procedures, and policies.
- Lack of adequate indemnification from sellers for legal liabilities incurred by the acquired company before the acquisition.
- Unforeseen financial responsibilities and unknown liabilities associated with the acquisition.
- Potential cash flow disruptions or loss of revenue due to transitional issues.
- Disruption of, or loss of momentum in, our ongoing operations.
- Changes in the regulatory environment that could impact the acquisition.
- Challenges in entering new markets or lines of business where we have little or no prior experience.
- Potential loss or damage to relationships with employees or clients.

If we are unable to successfully overcome the potential difficulties associated with the integration process and achieve our objectives following an acquisition, the anticipated benefits and synergies of any future acquisitions may not be realized fully, or at all, or may take longer to realize than expected. Any failure to timely realize these anticipated benefits could have an adverse effect on our business, financial condition, results of operations or cash flows. Further, following an acquisition, in the event the recoverable amount of a cash-generating unit to which the goodwill, arising from such acquisition, has been allocated is less than its carrying amount, we will need to recognize impairment loss for goodwill in our restated consolidated statement of profit and loss.

In addition, any acquisition or investment may require a significant amount of capital investment, or we may incur costs in respect of any future liabilities, including in respect of any indemnity claims for such acquired or investee entities, which would decrease the amount of cash available for working capital or capital expenditures. In the future, if we borrow funds to finance acquisitions, such debt instruments may contain restrictive covenants that could, among other things, restrict us from distributing dividends. In addition, our acquisition led strategy may adversely impact our return on capital employed in future.

We may not be able to identify suitable acquisition candidates or opportunities, negotiate attractive terms for such projects, or expand, improve and augment our existing businesses. The number of attractive expansion opportunities may be limited, and attractive opportunities may command high valuations for which we may be unable to secure the necessary financing.

14. ***There have been few instances of non-compliances, including with respect to certain regulatory filings for corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties for any such non-compliance and our business, financial condition and reputation may be adversely affected.***

Our Company has allotted its equity shares to certain non-residents in the past for which we have made a delayed filing of form FC-GPR with the RBI. The table below sets forth details regarding the instances of non-compliances with respect to certain regulatory filings for corporate actions taken by our Company in the past:

Date of allotments	Nature of allotment	Name of allottee	Number of equity shares allotted	Face value per equity share (₹)	Rectification undertaken
April 26, 2022	Private placement	Celia C Kamath	8,307	10	Form-FCGPR filed with RBI on November 11, 2024
November 15, 2023	Bonus issue		6,230	10	
April 26, 2022	Private placement	Rajaram Ramesh	1,000	10	Form-FCGPR filed with RBI on October 30, 2024
November 15, 2023	Bonus issue		750	10	
March 31, 2024	Rights issue		800	10	
May 21, 2022	Private placement	Rajeswari Ramanan	2,079	10	Form-FCGPR filed with RBI on November 5, 2024
November 15, 2023	Bonus issue		1,559	10	
June 16, 2022	Private placement	Karthikeyan Dharmarajan	4,160	10	Form-FCGPR filed with RBI on October 29, 2024
November 15, 2023	Bonus issue		3,120	10	
July 2, 2022	Private placement	Bala Swaminathan Irrevocable Trust Deed (*represented by its trustee*	9,723	10	Form-FCGPR filed with RBI on November 12, 2024
November 15, 2023	Bonus issue		7,292	10	

Date of allotments	Nature of allotment	Name of allottee	Number of equity shares allotted	Face value per equity share (₹)	Rectification undertaken
		Gnanasekaran Swaminathan)			
February 9, 2024	Private placement	Krishnakumar S Davey	10,000	10	Form-FCGPR filed with RBI on October 7, 2024
March 31, 2024	Rights issue		1,000	10	

For details, see "*Capital Structure*" on page 80.

While our Company has made late submission fee for the filing of all the above forms, there can be no assurance that the RBI may not impose any additional penalties for the delays or that such lapses can be prevented in the future.

15. Our business is significantly affected by fluctuations in general economic activity. Any economic downturns in regions or sectors where we operate may negatively impact our business, financial condition, or results of operations.

Demand for HR services is heavily influenced by the overall level of commercial activity and economic conditions in the regions and sectors where we operate. An economic downturn in any of these areas can adversely affect our operations. For instance, in the past, COVID-19 had impacted our customers in the BFSI industry. Such economic downturns in regions or sectors where we operate can, in turn, negatively impact our business, financial condition, or results of operations.

Many of our top customers are multinational corporations, and a downturn in global markets can adversely affect their operations, which in turn affects our business, financial condition, or results of operations. When economic activity increases, companies often hire temporary employees or contract workers before adding full-time staff. Conversely, during economic downturns, companies tend to reduce their use of temporary employees before laying off full-time staff. Similarly, cost-cutting measures implemented by our customers could lead to a decreased demand for skilling and upskilling courses. We may face increased competitive pricing pressure during such periods as well. Declining unemployment levels can also make it more challenging for us to find suitable candidates to place with our clients.

16. The termination of the distribution agreement entered between Thomas International Limited and our subsidiary, Thomas Assessments Private Limited, may have a material impact on our business and financial statements.

Our subsidiary, TAPL, has entered into a distribution agreement dated November 1, 2022 ("**Distribution Agreement**") with Thomas International Limited ("**TIL**"), a global leader in talent assessment, granting TAPL the exclusive rights to distribute TIL's psychometric tools in India, Sri Lanka, Pakistan, Nepal, Bhutan, Bangladesh and Male, Maldives. The Distribution Agreement remains in effect For a period of five years. However, TIL reserves the right to unilaterally terminate the Distribution Agreement under certain conditions, including, but not limited to, any breach of its terms or failure to meet the sales targets and other performance benchmarks stipulated in the Distribution Agreement. In the event TIL opts to not renew the Distribution Agreement or renew it only on terms not favourable to us or terminate the Distribution Agreement on grounds stated above, our talent assessment HR solutions maybe impacted, thereby impact our business and financial conditions.

17. We have availed unsecured loans which can be recalled by lenders at any time.

We have availed unsecured loans, the outstanding amount of which is ₹145.48 million, or 20.58% of our total borrowings as of August 31, 2024, which may be recalled by our lenders on demand. While no loans have been recalled in the three preceding Fiscals and the three months ended June 30, 2024, in case any such unsecured loans are recalled on demand by our lenders and we are unable to repay the outstanding amounts under the facilities at that point, it would constitute an event of default under the respective loan agreements. For further information, see "*Restated Consolidated Financial Information*" and "*Financial Indebtedness*" on pages 291 and 369, respectively.

18. Any failure to register our trademarks may have an adverse effect on our business and goodwill. Further, our intellectual property rights may be infringed upon or we may infringe the intellectual property rights of third parties, which could lead to an adverse impact on our financial statements.

As on the date of this Draft Red Herring Prospectus, our Company and our Subsidiaries have 10 and 15, respectively, registered trademarks in India. Our intellectual property registrations are subject to expiration, and we cannot guarantee that we will be able to renew all of them prior to expiration. Further, our Company and Subsidiaries have applied for eight and 36 trademark registrations, respectively, which are currently pending. For details, see "*Our Business — Intellectual Property*" on page 247. Further, we are in the process of applying for the renewal of certain trademarks which may have expired in the normal course of business. Our pending and future trademark and other intellectual property rights applications may not be approved. We may be unable to prevent third parties from seeking to register, acquire, or otherwise obtain trademarks or service marks that are similar to, infringe upon or diminish the value of our trademarks and our other intellectual property rights. In addition, our current or future trademarks or other intellectual property rights may be challenged by third parties or invalidated through administrative process or litigation. Failure to successfully obtain and maintain such registrations could impact our use of such trademarks, which in turn could adversely affect our business and operations. Our inability to renew registration of certain trademarks and loss of such trademarks could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, if our trademarks or other intellectual property are improperly used, the value and reputation of our brand and sub-brands could be harmed. The measures we take to protect our intellectual property may not be adequate to prevent unauthorized use of our intellectual property by third parties. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe upon our rights, which may have an adverse effect on our business, results of operations and financial condition. While there have been no such instances for the last three Fiscals and the three month period ended June 30, 2024, the occurrence of any of the foregoing could result in unexpected expenses.

Further, while we ensure that we do not infringe upon the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third party intellectual property rights. Any claims of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. The risk of being subject to intellectual property infringement claims will increase as we continue to expand our operations and product offerings. As a result of such infringement claims, we could be required to pay third party infringement claims, alter our technologies, obtain licenses or cease some portions of our operations. While there have been no such instances for the last three Fiscals and the three month period ended June 30, 2024, the occurrence of any of the foregoing could result in unexpected expenses.

19. Security breaches, any disruption to our information technology or cyberattacks could result in liabilities, damage to our reputation and adverse impact on our financial conditions, results of operations and cashflows

In the normal course of business, we control, process and have access to personal information regarding our own employees, our Deputees, students/ freshers availing our skilling services, our customers as well as our suppliers. Further, we are dependent on, and are ultimately responsible for, the security provisions of vendors who have custodial control of our data. The success of our businesses depends in part upon the ability to store, retrieve, process and manage substantial amounts of information. While we have designed policies and procedures to help protect the security and privacy of information and seek to protect our internal systems and network infrastructure from security breaches and other disruptive problems by deploying virtual private clouds, network- firewalls, data and password encryption designed to minimize the risk of security breaches but there can be no assurance that these security measures will be successful. Breaches of our security measures could affect the security of information stored in and transmitted through these systems and network infrastructure, which may in turn lead to leakage of confidential and sensitive data. We could also incur substantial costs associated with the rectification of such breaches. While we have not experienced any such breaches during Fiscals, 2022, 2023 and 2024, and three month period ended June 30, 2024, any failure in security measures in the future could have an adverse effect on our business and our future financial performance. Further, while certain of our subsidiaries have availed cyber security insurance, we cannot assure you if the insured amount would be adequate to cover any potential claims or losses in the future.

Further, we rely upon multiple information technology systems and networks, some of which are web-based or managed by third parties, to process, transmit, and store electronic information and to manage or support a variety of critical business processes and activities. Our networks and applications are increasingly accessed from locations and by devices not within our physical control, and the specifics of our technology systems and networks may vary by geographic region. In the course of ordinary business, we may store or process proprietary or confidential information concerning our business and financial performance and current, past or prospective employees, Deputees, customers, vendors and managed suppliers. The secure and consistent operation of these systems, networks and processes is critical to our business operations. Moreover, our temporary employees may be exposed to, or have access to, similar information in the course of their customer assignments. While we have not been subject to any cyberattacks, malware, ransomware, computer viruses, phishing, and other means of attempted disruption or unauthorized access, we cannot assure you if any such attacks may take place in the future which may impact the privacy of our customers or adversely affect our goodwill, business operations and financial statements. Additionally, the protection of data managed and stored by third parties on our behalf is not entirely in control.

The actions we take to reduce the risk of impairments to our operations or systems and breaches of confidential or proprietary data may not be sufficient to prevent or repel future cyber events or other impairments of our networks or information technologies. An event involving the destruction, modification, accidental or unauthorized release, or theft of sensitive information from systems related to our business, or an attack that results in damage to or unavailability of our key technology systems or those of critical vendors (e.g., ransomware), could result in damage to our reputation, fines, regulatory sanctions or interventions, contractual or financial liabilities, additional compliance and remediation costs, loss of employees or customers, loss of payment card network privileges, operational disruptions and other forms of costs, losses or reimbursements, any of which could materially adversely affect our operations or financial condition.

We may also be subjected to domestic and international laws relating to the collection, use, retention, security, disclosure and/or transfer of personally identifiable information ("**PI**") and sensitive personal data or information ("**SPDI**"). For example, as part of our operations, we are required to comply with the Information Technology Act, 2000, the Information Technology (Reasonable Security Practices & Procedure and Sensitive Personal Data or Information), Rules 2011 and other ancillary rules, which provide for civil and criminal liability including paying compensation by way of damages (which may not be subject to any specific limits) to the affected persons, penalties and imprisonment for various cyber related offenses, including fines and damages for unauthorized disclosure or transfer of confidential information and failure to protect sensitive personal data or information. Recently, the Digital Personal Data Protection Act, 2023 was notified on August 11, 2023 lays out the technical measures in processing personal data and as well as the norms for cross-border transfer of personal data. For details, see "*Key Regulations and Policies*" on page 250. Enactment of the Digital Personal Data Protection Act, 2023 may have an operational impact on us as we maybe required to revised our process of data collection, processions and storage practices to ensure compliance which may require us to incur substantial expenses.

Complying with the laws, regulations, or other obligations relating to data privacy, data protection, data localization or security requirements may cause us to incur substantial operational costs or require us to modify our data handling practices. We do not maintain insurance policies to specifically cover liabilities arising from violations of data privacy, data protection, data localization or security requirements. See "*Our Business — Insurance*" on page 249 for our insurance coverage. Any failure to adhere to or successfully implement processes in response to changing regulatory requirements in this area could result in proceedings against us by governmental entities or others, could result in substantial fines or other liability, and may otherwise adversely impact our business, financial condition, operating results and reputation.

20. Our inability to protect and further strengthen and enhance our brand and business reputation could adversely affect our business prospects and financial performance.

Our business reputation and the "CIEL HR", "Ma Foi", "Jombay", "Courseplay", "HfactoR", "EzyComp" and "ProSculpt" brands under which we market our solutions are critical to the success of our business. Various factors, some of which are beyond our control, are critical for maintaining and enhancing our brand, which may negatively affect our brand if not properly managed. These include our ability to, effectively manage the quality of our services and address grievances; increase brand awareness among existing and potential customers; adopt new technologies or adapt our systems to user requirements or emerging industry standards; and protect the intellectual property related to our brand. Unsuccessful service or platform introductions may also erode our brand image. Any damage to our brand, if not immediately and sufficiently remedied, could have an adverse effect on our reputation, competitive position, business, results of operations and financial condition. Also see "*–Any failure to register our trademarks may have an adverse effect on our business and goodwill. Further, our intellectual property rights may be infringed upon or we may infringe the intellectual property rights of third parties*" on page 38. Our success in marketing our products depends on our ability to adapt to a rapidly changing marketing and media environment, including our increasing reliance on direct promotional initiatives. The table below sets forth details of our business promotion and sales expenses in the periods indicated:

(in ₹ million)

	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Business promotion & sales expenses	4.58	7.75	22.59	13.82

There can be no assurance that our business promotion efforts will be successful in maintaining our brand and its perception with our customers. Also, we may not necessarily increase or maintain our business promotion expenses in proportion to our growth in the future, which may result in limited marketing initiatives. Our inability to adapt to evolving marketing trends at the same pace as our competitors may adversely affect our ability to effectively compete in terms of our brand equity. Our brand could also be harmed if our services fail to meet the expectations of our customers, if we fail to maintain our established standards or if we become the subject of any negative media coverage. Our marketing and business promotion efforts may be costly and may fail to effectively enhance our brand or generate additional revenues. Our failure to develop, maintain and enhance our brand may result in decreased revenue and loss of customers, and in turn adversely affect our business, financial condition and results of operations.

21. If we are unable to collect our receivables from our clients, our results of operations and cash flows could be adversely affected.

The trends in cash collection, as measured by the number of days outstanding, significantly influence our cash receipts and, consequently, our overall cash flow. Typically, an increase in bad debts or the aging of receivables necessitates greater utilization of operating working capital and results in higher interest expenses. The following table details our trade receivables and the allowance for doubtful debts as of the specified dates:

(in ₹ million)

	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at June 30, 2024
Billed trade receivables	535.94	855.27	1,257.03	1,266.48
Allowance for expected credit loss	5.00	9.82	5.26	5.21

The table below sets forth our trade receivables turnover ratios for the period/years indicated:

(in ₹ million)

	For the Fiscal ended			For the three month period ended
	March 31, 2022	March 31, 2023	March 31, 2024	As at June 30, 2024**
Trade receivables turnover ratio*	8.42	9.10	8.51	2.07

**Trade Receivables Turnover Ratio = Revenue from operations / Average trade receivables.*
***Not annualized*

We typically bill and collect payments within relatively short cycles especially for our value staffing and professional staffing HR Services wherein our Company compensates Deputees and thereafter recovers the same from customers . If we experience an increase in the time to bill and collect for our services, our working capital and cash flows could be adversely affected. Actual losses on client balances could differ from those that we anticipate and as a result we might need to adjust our provisions.

Macroeconomic conditions could lead to financial difficulties for our customers, including insolvency or bankruptcy. Such situations could cause customers to delay payments, request modifications to their payment arrangements that could increase our receivables balance, or default on their payment obligations. During Fiscal 2022, 2023 and 2024 and the three month period ended June 30, 2024, while we have experienced delays in collecting receivables due to the COVID-19 pandemic or other factors that impacted our customers such as losses and slowdowns, which are beyond control, these delays have not had a material adverse impact on our overall cash flows. However, we cannot guarantee that future delays or defaults by our clients will not adversely affect our cash flows, potentially impacting our results of operations and financial condition.

The recovery of our receivables and the timely collection of client balances also depend on our ability to fulfill our contractual commitments and bill and collect our contracted revenue. If we fail to meet our contractual requirements, we might experience delays in collecting client balances or be unable to collect them at all. Such occurrences could adversely affect our results of operations and cash flows.

22. ***Our past growth rates may not be indicative of our future growth, and if we are unable to manage our rapid growth, business diversification initiatives, adapt to evolving client demands and market trends, or execute our strategies effectively, our business, financial condition, cash flows and prospects may be adversely affected.***

The following tables sets forth our revenue from operations for the periods indicated:

(in ₹ million)

	Fiscal 2022	Fiscal 2023	Fiscal 2024	For the three month period ended June 30, 2024
Revenue from operations	5,275.48	7,996.35	10,857.35	3,251.81

Our revenue from operations increased significantly representing a CAGR of 43.46% from Fiscal 2022 to Fiscal 2024. While our business has grown rapidly in recent years through organic and inorganic means, our past growth rates may not be indicative of our future growth. This exposes us to a wide range of risks, including business risks, operational risks, fraud risks and regulatory and legal risks. Further, certain of our strategic initiatives such as acquisitions and expansion of our HR Tech Platforms, may require significant capital and other resources, as well as management attention, which could place a burden on our resources and abilities.

We expect that our rapid growth will require us to continuously improve our operational, financial and internal controls. In particular, we may face increased challenges in maintaining high levels of customer satisfaction; recruiting, training and retaining sufficient skilled management and recruitment personnel; adhering to service execution standards and key performance indicators specified by our clients; preserving a uniform culture, values and work environment across our operations; and developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems. Our ability to continue to grow consistently will depend on a number of factors beyond our control, including the level of competition for opportunities for inorganic growth and our ability to successfully manage our organic growth. An inability to manage our growth may have an adverse effect on our business prospects and future financial performance.

23. ***Failure to attract and retain qualified Deputees who meet the staffing requirements of our clients, or potential decline in demand of our staffing services due to disruption by technological advancements, may adversely impact our business prospects and financial performance***

We depend on our ability to attract and retain qualified Deputees who possess the skills and experience necessary to meet the staffing requirements of our clients. The table below sets forth the attrition data of our Deputees for the periods indicated:

	No. of Deputees as on	Average attrition rate*
Fiscal ending March 31, 2022	19,842	86.19
Fiscal ending March 31, 2023	25,831	99.98
Fiscal ending March 31, 2024	34,516	70.88
Three month period ended June 30, 2024	36,145	21.42

* *Calculated on the basis of the no. of Deputee exits during the period / average of opening and closing no. of Deputees at the beginning and the end of the period, respectively*

Our business operations and financial performance may be adversely affected if we are unable to retain our existing Deputees or find sufficient number of Deputees needed to meet our clients requirements. During the previous three Fiscals and the three month period ended June 30, 2024, while we have had certain instances where we were unable to provide Deputees of a specific profile requested by customers, there has been no material impact on our business. We engage our Deputees on a contractual basis, with terms typically ranging from three to 12 months, allowing either party to terminate the contract with on an average notice period of 15 days. Given this short notice, any competitors offering more favorable terms may attract our Deputees, potentially leading to service disruptions and operational challenges for our business. Competition may also limit our ability to attract and retain the qualified Deputees necessary for us to meet our clients' staffing needs, as qualified Deputees may not be available to us in sufficient numbers and on terms of employment acceptable to us.

Similarly, our business prospects and financial performance may also be adversely impacted due to emergence of new technology disrupting the traditional labor market, making our staffing services unattractive or redundant. For example, the use of advanced technologies, automation and robotics are becoming increasingly widespread throughout different industries.

24. ***Our revenues and profitability vary across our business verticals, thereby making our future financial results less predictable.***

Our revenues and profitability vary across our business segments. Our HR Services business contributes 99.93%, 99.33%, 97.04% and 96.88% to our revenue from operations for Fiscal 2022, Fiscal 2023, Fiscal 2024 and three month period ended June 30, 2024, respectively. Our results of operations may fluctuate in the future depending on a number of factors, including but not limited to:

- our ability to increase and/or maintain the proportion of our high-margin business segment, HR Tech Platforms, compared to the proportion of our relatively thin margin HR Services segment;
- award of new contracts and contract renewals, and the selection process and timing for performing these contracts that are subject to contingencies beyond our control;
- financial condition or business prospects of our clients;
- the size, complexity, timing of revenue recognition, pricing terms and profitability of significant contracts;
- changes in our pricing policies or those of our competitors;
- unanticipated variations in the duration, size and scope of our contracts;
- seasonal changes that may affect the demand for our services, the mix of services or the relative proportion of services revenue from our various business segments within a reporting period; and
- unanticipated cancellations or contract terminations.

As a result of these factors, our results of operations and cash flows may fluctuate from financial reporting period to period. A significant proportion of our operating expenses, particularly full time employee expenses, are fixed. As such, unanticipated variations in key contracts may result in variations in our results of operations in any particular financial period.

25. ***If we are required to write down goodwill and other intangible assets, our financial condition and results would be negatively affected.***

The excess of cost to the Company of its investment in subsidiaries over its portion of equity in the subsidiaries at the respective dates on which the relevant investment in such subsidiaries were made, has been recognised in our Restated Consolidated Financial Statements as goodwill. As of March 31, 2024, accounted ₹343.06 million for goodwill on consolidation which represented 12.11% of our total assets as of such date. In addition, as of March 31, 2024, we owned certain intangible assets, relating primarily to our HR Tech Platform, computer software, brand and non-compete of ₹187.70 million, which represented 6.62% of our total assets as of such date.

In accordance with our accounting policies, goodwill arising on consolidation of assets is not amortised but is tested for impairment. Goodwill is tested for impairment on a periodic basis or as and when there is any indication of impairment. Under our accounting policies, if we determine goodwill or intangible assets are impaired, we will be required to write down these assets. Any such write-down, if significant, could have an adverse effect on our future financial condition.

26. ***The objects of the Offer for which funds have been raised and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution. Further, we intend to utilize ₹ 552.00 million of the Net Proceeds to invest in certain subsidiaries towards upgradation of our HR Tech Platforms and have relied on reports and quotations received from third parties. The deployment of funds is entirely at the discretion of our management. Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings. Further, if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected.***

We intend to utilise the Net Proceeds of the Offer as set forth in "*Objects of the Offer*" on page 116. The funding requirements mentioned for the objects of the Offer are purely based on internal management estimates and have not been appraised by any bank or financial institution. They are based on current conditions and are subject to change in external circumstances such as financial and market conditions, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment due to variation in prices which may not be within the control of our management. Our actual expenditure may exceed our internal estimates which may have a bearing on our expected revenues and earnings further requiring us to reschedule our planned expenditure. Further, the deployment of the funds towards the Objects of the Offer is entirely at the discretion of our management. The exact amounts that shall be utilised from the Net Proceeds towards the stated objects shall depend upon our business plans, market conditions, our Board's analysis of economic trends and business requirements, competitive landscape, ability to identity and conclude inorganic acquisitions as well as general factors affecting our results of operations, financial condition and access to capital. In relation to the investment in certain of our Subsidiaries towards upgradation of our HR Tech Platforms, we estimate the total cost of such upgradation to be ₹ 552.00 million and have relied on reports issued by Techpearl Software Private Limited, third party IT consultant and quotations issued by Delphic Jobs for the proposed hiring of new skilled professionals and technical staff. There is no assurance that we will be able to hire such skilled professional and technical staff in a timely manner or at all or at the cost set out in this Draft Red Herring Prospectus. We have relied on the quotations received from third parties to estimate the cost and these quotations are valid for a certain period of time and may be subject to revisions and other commercial and technical factors. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We may also use funds for future businesses which may have risks significantly different from what we currently face or may expect. Accordingly, use of the Net Proceeds for purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business.

27. ***We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, accelerated repayment schedule, enforcement of security, and suspension of further drawdowns, which may adversely affect our business operations and financial performance.***

We have entered into agreements in relation to financing arrangements with certain banks for working capital facilities. Our total borrowings are as provided below.

(in ₹ million)

Particulars	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024	As of June 30, 2024
Total borrowings	290.24	495.15	586.82	613.36

Certain financing arrangements entered into by us include conditions that require us to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions. These covenants vary depending on the requirements of the financial institution extending such loans and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from certain lenders include, amongst others, (i) changes in capital structure; (ii) undertaking any new project, scheme of expansion or diversification or capital expenditure; (iii) change in our constitution, structure, constitutional documents, members, composition of our Board, management control and legal and/or beneficial ownership; (iv) change in the shareholding pattern; and (v) approaching the capital market for mobilizing additional resources. While we have received all relevant consents required for the purposes of this Offer, a failure to comply with such covenants may restrict or delay certain actions or initiatives that we may propose to take from time to time. Further, while we have no such instances of breach or non-compliance with loan covenants from our lenders in the past, we cannot assure you that we will be compliant with our financing covenants going forward.

As of the date of this Draft Red Herring Prospectus, none of our lenders have issued any notice of default or required us to repay any part of our borrowings on account of any non-compliance. However, there can be no assurance that our lenders will not, in the future, seek to enforce their rights in respect of any past, present or future breaches or that we will be able to obtain waivers from any or all lenders. In the absence of waivers for any non-compliance of the covenants, we may continue to be in default of the covenants and our lenders have the right to, among others, declare all amounts outstanding under the relevant loan agreements immediately due and payable together with accrued and unpaid interest (which could result in up to all our outstanding borrowings becoming due and payable) or to convert the loan into equity shares.

An inability to comply with the covenants under our financing arrangements or to obtain necessary consents/ waivers may lead to acceleration of amounts due under such facilities and triggering of cross-default provisions. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are not compliant with any of the covenants under our financing agreements, we may be unable to raise or face difficulties raising further financing. Such non-compliances with loan covenants by us would constitute an event of default under the relevant financing agreements which could further trigger cross-defaults under other loan agreements, and would entitle the respective lenders to declare a default against us and enforce remedies under the terms of the financing documents, that include, among others, acceleration in repayment of the amounts outstanding under the financing documents, the right to convert the loan into equity, enforcement of any security interest created under the financing documents, and taking possession of the assets given as security in respect of the financing documents. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, we may be unable to pay our debts when they fall due.

28. Grants of stock options under our employee stock option plans may result in a charge to our profit and loss account and, to that extent, reduce our profitability.

Our Company has approved and adopted ESOP Plan 2022 and CSOP 2024 and as on the date of this Draft Red Herring Prospectus, 65,810 and 532,404 stock options have been granted and continue to be in effect but have not been exercised by eligible employees under ESOP Plan 2022 and CSOP 2024, respectively. Further, our Company may grant additional options under ESOP Plan 2022 and CSOP 2024 in the future. Grants of stock options result in a charge to our statement of profit and loss and reduce, to that extent, our reported profits in future periods. Our employee stock compensation expense, on a consolidated basis, amounted to nil, ₹ 58.75 million, ₹ 22.62 million and ₹ 1.61 million in Fiscals 2022, 2023, 2024 and the three month period ended June 30, 2024, respectively. Any issuance of the equity or equity-linked securities by us, including through exercise of employee stock options pursuant to the ESOP Schemes or any other employee stock option scheme we may implement in the future, may dilute your shareholding in the Company, adversely affecting the trading price of the Equity Shares and our ability to raise capital through an issuance of new securities. For further details, see "*Capital Structure – Employee Stock Options Schem of our Company*" on page 110.

29. Any errors, defects or disruption in our service or inability to meet expected or agreed service standards may lead to claims, or adversely affect our reputation, revenue or future business prospects.

Any errors, defects, or disruptions in our service delivery, or other performance-related issues, can significantly impact our revenue streams and client relationships. If we fail to meet the expected or agreed service standards under our contracts, it may lead to non-renewal of contracts, delays in payments, or clients withholding payments due to us. Furthermore, our clients may initiate claims against us, resulting in provisions for doubtful accounts, extended collection cycles for accounts receivable, and increased litigation costs. While we have not had such incidents in the past, existence of any such factors in the future could have a detrimental effect on our business and operational results.

Our agreements with customers or purchase orders issued by them, have standard liability clauses in relation to quality and delivery of our services, which ordinarily do not have any limits. Although we strive to limit our liability for damages contractually, including consequential damages, we cannot guarantee that these liability limitations will be enforceable in all cases. Further, we currently do not maintain general liability insurance and therefore any errors or omissions related to our services; may subject us to penalties set out in contracts entered into with customers and potential litigations. Such occurrences may also damage our reputation, leading to the loss of both existing and potential clients, thereby adversely affecting our business prospects, operational outcomes, and financial condition.

30. ***Some of our subsidiaries, including the ones acquired by us, have incurred, or continue to incur, losses, which could negatively impact our financial performance***

Some of our subsidiaries, including those acquired in recent years, have historically incurred losses as set out below:

Subsidiary	Period of loss	Loss after tax (*in ₹ million*)
CIEL Technologies Private Limited	Fiscal 2024	(4.31)
Ma Foi Strategic Consultants Private Limited	Fiscal 2023	(1.68)
Aargee Staffing Services Private Limited	Fiscal 2024	(1.89)

We cannot assure you that our Subsidiaries will not incur losses in the future. Ongoing or increased losses in these subsidiaries could result in a deterioration of our consolidated profitability, reduced cash flow, and potentially impair our ability to invest in other growth opportunities or meet financial obligations.

31. ***We incur significant employee benefits expense. An increase in costs in India may prevent us from maintaining our competitive advantage and may reduce our profitability.***

We incur substantial employee benefits expenses, including salaries and wages, contributions to provident and other funds, and staff welfare costs. For Fiscal Years 2022, 2023, and 2024, and the three-month period ending June 30, 2024, our employee benefits expenses amounted to ₹5,053.59 million, ₹7,740.24 million, ₹10,322.62 million, and ₹3,082.06 million, respectively, representing 95.79%, 96.89%, 95.07%, and 94.78% of our revenue from operations for the respective periods. Future increases in salaries and wages may occur if states raise employee benefits payable, minimum wage levels, social security measures, or through notifications by the Government of India implementing proposed labour codes, namely: (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020. If we are unable to pass on such increases in expenses to our customers, our profit margins may be adversely affected.

32. ***We may not be able to qualify for, compete and win contracts, which could adversely affect our business and results of operations.***

We obtain certain contracts through a competitive bidding process. Additionally, our Subsidiary, CIEL Skills and Careers Private Limited offering skilling services under various government schemes and initiatives obtains majority of its business through tenders floated by the GoI. In selection for major contracts, customers generally limit the bid to contractors (or sub-contractors) they have pre-qualified based on several criteria including experience, technical and technological capacity, previous performance, reputation for quality, safety record, the financial strength of the bidder as well as its ability to provide performance guarantees. These requirements vary depending on our various business segments and the nature of the contract. In addition, bidding and tender processes are regularly subject to changes in eligibility criteria, unexpected delays and other uncertainties, depending upon the nature of the project and its location or that of the project owner. If we are unable to pre-qualify for contracts that we intend to bid on, or successfully compete for and win such contracts, our business, results of operations and financial condition may be adversely affected.

Further, projects awarded to us may be subject to litigation by unsuccessful bidders. Such legal proceedings may result in a delay in the award of the project, even if we have successfully bid for it, which may result in us having to retain unallocated resources and as a result, adversely affect our profitability. Further, we may be required to incur substantial expenditure, time, and resources in defending such litigation. Any unsuccessful outcome in any such proceedings may lead to the termination of a contract awarded to us, which could adversely affect our future revenues and profits.

33. ***Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our business, results of operations, financial condition and cash flows.***

While we have obtained health insurance, group term insurance and group personal accident insurance policy for our employees, we do not maintain insurance to cover the liabilities arising from Deputee related claims, or liabilities arising from the deficient operations of our HR Tech Platforms or for any of our assets.

While our Company believes that we maintain sufficient insurance cover by virtue of maintaining insurance policies, certain types of losses may be either uninsurable, not economically viable to insure or not offered for insurance. If any uninsured loss occurs, our Company could lose our investment in, as well as anticipated profits and cash flows from the assets which have been adversely impacted by such incidence. In addition, even if any such loss is insured, there may be a significant deductible on any claim for recovery prior to our insurer being obligated to reimburse us for the loss, or the amount of the loss may exceed our coverage for the loss. While, we have not faced any such instances that materially affected our operations during Fiscals 2022, 2023 and 2024, and the three month period ended June 30, 2024, the occurrence of an event for which we are not adequately or sufficiently insured, the successful assertion of one or more claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of deductible or co- insurance requirements), could have an adverse effect on our business, reputation, results of operations, financial condition and cash flows.

In addition, our Company's insurance coverage expires from time to time. Our Company will apply for the renewal of our insurance coverage in the normal course of its business, but our Company cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that our Company suffer loss or damage for which it did not obtain or maintain insurance, and which is not covered by insurance or exceeds our Company's insurance coverage or where its insurance claims are rejected, the loss would have to be borne by our Company and its results of operations, cash flows and financial condition may be adversely affected.

We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses.

34. ***We do not own any immovable property and failure to renew, any revocation or adverse changes in the terms of our leases may have an adverse effect on our business, prospects, results of operations and financial condition. Further, our Registered Office has been leased from our Sornammal Educational Trust, of which our Promoters, Hemalatha Rajan, is a managing trustee and Pandiarajan Karuppasamy is a trustee.***

We have entered into lease agreements in respect of all our immovable properties including our registered office, corporate office and other branch offices. For details, see "*Our Business — Properties*" on page 249. The table below provides the amounts recognised as lease liabilities in our Restated Consolidated Financial Statements for the periods indicated below:

(in ₹ million)

	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Buildings	38.64	35.77	24.18	32.17

Additionally, our Registered Office has been leased from Sornammal Educational Trust, of which, our Promoters, Hemalatha Rajan is a managing trustee and Pandiarajan Karuppasamy is a trustee. Key terms of the lease are set out below:

Property	Name of the Lessor	Date of Agreement	Lease Period	Lease cost
Plot No. 3726, Door No. 41, 'Ma Foi House' 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu	Sornammal Educational Trust	April 1, 2024	11 months	₹8,250 per seating occupied

Failure to renew any of our leases, or early termination may force us to relocate the affected operations. We cannot be certain that we will be able to renew our leases on commercially acceptable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot be certain that the new arrangements would be on commercially acceptable terms. If any of the owners of these premises revokes the arrangements under which we occupy the premises or imposes terms and conditions that are unfavourable to us, we may suffer a disruption in our operations or may have to pay increased rent, which could have an adverse effect on our business, prospects, results of operations and financial condition.

35. ***Our business is subject to extensive government regulation, which may restrict the types of services we are permitted to offer or result in additional tax or other costs that reduce our revenue and earnings. Further, non-compliance with existing regulatory requirements may adversely affect us.***

Compliance with many of the regulations applicable to our operations may involve incurring significant costs and otherwise may impose restrictions on our operations. We cannot assure you that we will not be subject to any adverse regulatory action in the future. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and our business may be adversely affected. We cannot assure you that a regulatory agency or court of law would determine that we are fully compliant with such laws and regulations. Any such non-compliance, or untimely compliance, with applicable laws and regulations in the future could result in the imposition of civil, regulatory and criminal penalties, cancellation of licenses and revocation of permits or authorizations, among other sanctions.

In particular, labour and employment laws in India are enacted both by the Centre and the State. India thus has a very comprehensive set of legislations with reference to labour and employment. These laws and regulations include the CLRA Act, the ESI Act, the Payment of Wages Act, the Minimum Wages Act, the Payment of Bonus Act, the Employees'

Provident Fund and Miscellaneous Provisions Act, the Payment of Gratuity Act, the Equal Remuneration Act, the Employees Compensation Act, the Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, the Maternity Benefit Act, the Inter State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, the Industrial Disputes Act, Industrial Employment (Standing Orders) Act, the Child and Adolescent Labour (Prohibition and Regulation) Act, the Apprentices Act, the relevant labour welfare fund legislations and the shops and commercial establishments legislations, which vary from state to state in India and are subject to change. These laws and regulations sometimes limit the size and growth of the HR solutions markets. Changes in laws or government regulations may result in prohibition or restriction of certain types of employment services we are permitted to offer, or the imposition of new or additional licensing or tax requirements that could reduce our revenue and earnings. For example, if there are changes in laws or government regulations that would result in higher corporate tax and/or tax deducted at source in India, our financial condition may be adversely affected. There can be no assurance that we will be able to increase the fees charged to our clients in a timely manner and by a sufficient amount to cover increased costs as a result of any changes in laws or government regulations. Any future changes in laws or government regulations, including changes in tax laws, rates of taxation and interpretation of the regulators and authorities which varies from our interpretation, may make it more onerous for us to provide staffing services and could have an adverse effect on our business, financial condition and results of operations. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to state and local laws and regulations, governing our relationships with our employees, including those relating to minimum wage, bonus, gratuity, overtime, working conditions, recruitment and termination of employment and employee benefits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and our business may be adversely affected. Further, labour laws in India are complex and subject to change, and non-compliance with any requirements thereunder may result in penalties, loss of business and damage to our reputation. In the event that regional minimum wage levels are increased by relevant Governmental authorities and we are not immediately made aware of these changes, there could be short periods of time when we could be technically non-compliant with minimum wage rules and regulations, until our clients absorb the increase in wages.

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

Engagement of such labour is regulated by applicable labour laws and we could be held responsible for payments to such contract labour as principal employers in the event of any default by any client engaged by us in making payment of wages or providing benefits such as payment of, or contribution to, provident fund and any other social security related payments. Any adverse decision by a regulatory body or court requiring us to employ such contract labour may adversely affect our business and operating margins.

For further details on the laws and regulations applicable to us, see "*Key Regulations and Policies*" on page 250.

36. Our inability to obtain, renew or maintain our statutory and regulatory permits, certificates and approvals required to operate our business may have an adverse effect on our business, financial condition and results of operations.

We require numerous statutory and regulatory permits, licenses and approvals to operate our business. This includes registration certificates issued under various labour laws, including contract labour registration certificates and licenses as well as various taxation related registrations, such as registrations for payment of income taxes, GST. We have obtained, or are in the process of obtaining or renewing, all registrations and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For details including information on pending material approval and licenses, see *"Government and Other Approvals"* on page 405.

There can be no assurance that we will be able to apply and obtain such approvals, licenses or renewals in a timely manner or that the approvals, licenses, permits and registrations may not be revoked in the event of any non-compliance with any terms or conditions imposed thereof. An inability to renew, maintain or obtain any required permits, licenses or approvals may result in the interruption of our operations and have a material adverse effect on our business, financial condition and results of operations.

37. ***We have had instance of delays and defaults in payments of statutory dues by our Company. Any delays in payment of statutory dues may attract financial penalties from the respective government authorities and in turn may have an adverse impact on our financial condition and cash flows.***

We are subject to ongoing reporting and compliance requirements and are required to make payments of periodic statutory dues, which we may not be able to undertake at all times. The table below sets forth details of statutory dues paid by our Company in relation to our employees for the years indicated:

Particulars	Fiscal 2022		Fiscal 2023		Fiscal 2024		For the three month period ended June 30, 2024	
	Number of employees as at March 31, 2022	Statutory dues paid (in ₹ million)	Number of employees as at March 31, 2023	Statutory dues paid (in ₹ million)	Number of employees as at March 31, 2024	Statutory dues paid (in ₹ million)	Number of employees as at June 30, 2024	Statutory dues paid (in ₹ million)
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	19,460	545	24,255	807	27,830	969	29,699	281
Employee State Insurance Act, 1948	11,793	69	13,358	92	13,421	102	13,746	27
Professional Taxes	12,747	23	16,356	29	15,886	38	19,520	9
Income Tax Act, 1961 (TDS on Salary)	210	28	385	46	397	72	804	14

There has been no delay in the payment of statutory dues/liabilities under the said acts, except as follows:

Particulars	Fiscal 2022		Fiscal 2023		Fiscal 2024		For the three month period ended June 30, 2024	
	Number of instances	Amount delayed (₹ in million)	Number of instances	Amount delayed (₹ in million)	Number of instances	Amount delayed (₹ in million)	Number of instances	Amount delayed (₹ in million)
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	12	9.07	12	12.64	12	44.10	3	4.13
Employee State Insurance Act, 1948	3	0.06	3	0.30	6	1.23	Nil	Nil
Professional Taxes	6	0.46	12	4.98	13	2.56	2	0.32
Income Tax Act, 1961 (TDS on Salary)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Further, except as stated below, there are no instances of default in the payment of statutory dues as on the date of this Draft Red Herring Prospectus:

Entity	Category of Statutory due	Amount (in ₹ million)
Company	The Employees Provident Fund and Miscellaneous Provisions Act, 1952	16.27
Company	Employee State Insurance Act, 1948	0.22
Company	Professional Taxes	1.41

We cannot assure you that we may face delays of payments of statutory dues in the future any may subsequently be subject to penalties and fines in the future which may have a material adverse effect on our financial condition and cash flows.

38. ***We will be controlled by our Promoter so long as they hold a majority of the Equity Shares, which will allow them to influence the outcome of certain matters submitted for approval of our Shareholders and their interests may differ from those of the other Shareholders.***

As of the date of this Draft Red Herring Prospectus, our Promoters collectively hold 85.63% of our pre-Offer share capital on a fully diluted basis. Furthermore, after the completion of this Offer, our Promoter will hold approximately [●]% of our Company's outstanding Equity Shares issued and paid up equity share capital, on a fully diluted basis. Consequently, post completion of the Offer, our Promoters will be able to exercise significant control over us, including being able to control the composition of our board of directors and determine decisions requiring simple voting. Our Promoters may collectively take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders, such as actions which delay, defer or cause a change of our control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us. We cannot assure you that our Promoters will act in our interest, or in the interests of minority shareholders, while exercising their rights in such entities.

39. Certain of our Directors, including our Promoters, and certain senior management personnel hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their normal remuneration or benefits and reimbursement of expenses incurred.

Our Promoters, certain Directors, Key Managerial Personnel and Senior Managerial Personnel are interested in our Company, in addition to normal remuneration or benefits and reimbursement of expenses, to the extent of their shareholding or their relatives' holding in our Company. Further, other than as disclosed in "*Offer Document Summary – Related Party Transactions*" on pages 16, there are no other transactions entered into by our Company with our Promoters, Directors and Key Managerial Personnel. Further, no transfer pricing audit has been conducted for the 'related party transactions' undertaken by the Company during Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024. While we believe that all such transactions have been conducted on an arm's length basis in accordance with the Companies Act, 2013 and other applicable regulations pertaining to the evaluation and approval of such transaction, have not been prejudicial to the interests of our Company and we have had no conflicts of interest with any related party during Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. For further information on the interest of our Directors, Promoters and Key Managerial Personnel and Senior Managerial Personnel, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management – Interest of Directors*", "*Our Promoters and Promoter Group – Interests of our Promoters*", and "*Our Management – Interest of Key Managerial Personnel*" on pages 273, 287 and 283, respectively. Further, the variable pay of certain Directors is linked to the EBITDA. For details, see "*Our Management – Terms of Appointment of our Executive Directors*" on page 271. Additionally, we propose to utilise a certain portion of the Net Proceeds towards further acquisition of shareholding in our Subsidiaries, FCPL, ITPL and NLCSPL. Pursuant to this object, our Senior Managerial Personnel Arjun Gupta, Kiran Kumar Shetty, Mohit Gundecha and Suruchi Wagh will be receiving certain portions of the Net Proceeds. See, "*Objects of the Offer - Acquisition of additional shareholding in certain Subsidiaries*" on page 118.

40. Our Promoters have provided personal guarantees to loan facility availed by us, which if revoked may require alternative guarantees, repayment of amount due or termination of the facilities.

Pandiarajan Karuppasamy, Hemalatha Rajan, Aditya Narayan Mishra, Santhosh Kumar Nair and Doraiswamy Rajiv Krishnan, our Promoters have personally guaranteed the repayment of certain loan facilities availed by our Company and our Subsidiary, Argee Staffing Services Private Limited. As on August 31, 2024, outstanding amounts from credit facilities personally guaranteed by our Promoters amounted to ₹832.47 million, which constituted 117.73 % of our total outstanding indebtedness. See "*History and Certain Corporate Matters - Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale*" on page 258. Any default or failure by us to repay our loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoters in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations as Promoters of our Company, thereby having an adverse effect on our business, results of operation and financial condition. In the event these individuals withdraw or terminate their guarantees, our lenders may require alternate guarantees, repayment of amounts outstanding or even terminate the loan facilities. We may not be successful in providing alternate guarantees satisfactory to the lenders, and as a result may be required to repay outstanding amounts or seek additional sources of capital, which could affect our financial condition and cash flows.

41. Our Statutory Auditors have included certain other matters in their audit reports on the Restated Consolidated Financial Statements of our Company. If such observations are included in future audit reports or examination reports, the trading price of the Equity Shares may be adversely affected.

There are certain matters highlighted by our Statutory Auditors in their auditor's reports on the Restated Consolidated Financial Statements as set out below:

Period	Reservations, qualifications, adverse remarks or matters of emphasis
Fiscal 2023	**<u>In annexure A to the Independent Auditor's report under 'Report on Other Legal and Regulatory Requirements':</u>** *"(vii)(b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, GST and other material statutory dues in arrears were outstanding as at 31st March 2023 for a period of more than six months from the date they became payable except PF arrears of ₹ 18,67,106*

Period	Reservations, qualifications, adverse remarks or matters of emphasis
	for a period of more than six months. Due to pending UAN issues and Aadhar mismatch cases, the company is not able to deposit PF for certain deputies. We are informed by the company that they are in the process of collecting necessary information and regularly follow up with the deputies to get the details and would be cleared at the earliest."
Fiscal 2023	**In annexure A to the Independent Auditor's report under 'Report on Other Legal and Regulatory Requirements':** *"Paragraph 1 (ii) The company has been sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company. However, the same has not been provided for verification to us."*
Fiscal 2024	**Annexure B to Independent Auditors' Report under 'Report on Other Legal and Regulatory Requirements':** *"(vii)(a): According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax and other statutory dues have generally been regularly deposited with the appropriate authorities during the year, though there has been a slight delay in few cases."* **Modification:** **In the Independent Auditors Report on the Financial Statements of the Company as of and for the financial year ended March 31, 2024, under the heading "Report on Other Legal and Regulatory Requirements":** *"Paragraph 1(i)(vi): Based on our examination, except for the instances mentioned below, the holding company and its subsidiary companies, incorporated in India, have used accounting software for maintaining their respective books of accounts for the year ended March 31, 2024, which have a feature of recording audit trail (edit log) facility and the same has been enabled and operated throughout the year for all relevant transactions recorded in the software, and further, we did not come across any instance of the audit trail feature being tampered with.* *In respect to the holding company, the accounting software used by it for maintaining its books of account for payroll processing (APPI) and revenue invoicing (ICON) during the year ended March 31, 2024, did not have a feature of recording audit trail (edit log) facility.* *Further, in respect of the holding company and its four subsidiaries (other than Next Leap Career Solutions Private Limited), the accounting software used by them was upgraded on various dates, in the last week of April, 2023 and the first week of May, 2023, to the edit log version of the accounting software from an earlier version that they operated for maintaining their respective books of accounts during the year ended March, 31, 2024. Based on our examination, we are unable to comment whether the earlier version of the accounting software had a feature of recording audit trail (edit log) facility and whether the audit trail feature was enabled therein"*

The examination report issued by our Statutory Auditors for Fiscals 2022, 2023 and 2024 and the six month period ended June 30, 2024 are not modified in respect of the above matters. However, there can be no assurance that the examination reports for any future fiscal periods will not contain such matters or that such matters will not otherwise affect our results of operations in such future periods, as well as our financial condition, and the trading price of the Equity Shares.

42. ***We are dependent on our Promoters, our Key Managerial Personnel and Senior Management, and the loss of, or our inability to hire, retain, train, and motivate qualified personnel could adversely affect our business, results of operations, and financial condition.***

Our ability to compete depends upon our ability to attract, motivate, and retain qualified personnel. We are led by experienced Promoters with combined 98 years of experience in the HR services industry. We are highly dependent on the continued contributions of our Promoters, Pandiarajan Karuppasamy, Hemalatha Rajan, Aditya Narayan Mishra, Santhosh Kumar Nair and Doraiswamy Rajiv Krishnan. Further, we rely on the continued effort and services of some key members who form part of our Key Managerial Personnel and our Senior Management including Mohit Gundecha, Suruchi Wagh, Arjun Gupta and Kiran Kumar Shetty. The loss of the services of our Key Managerial Personnel, Senior Management and any of our other executive officers, and our inability to find suitable replacements, could cause harm to our business and operations.

We cannot guarantee that we will be able to recruit and retain qualified and capable employees. In addition, our recruiting personnel, methodology, and approach may need to be altered to address a wider, more diverse, and changing candidate pool and profile as well as dynamic industry needs. We cannot assure you that we will be able to do so in a timely and effective manner. We may also have to adapt to remote methods of talent management and engagement, especially due to nationwide lockdowns and geographic expansion. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting skilled employees that our business requires. If we fail to attract new personnel or fail to retain and motivate our current personnel who are capable of meeting our growing technical, operational, and managerial requirements on a timely basis or at all, our business may be harmed. In Fiscals 2022, 2023 and 2024, our employee attrition rate was 40.10%, 26.53% and 43.19%, respectively.

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

We intend to use the net proceeds raised pursuant to the Fresh Issue as set forth under "*Objects of the Offer*" on page 116. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on the Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

44. We have in the past entered into related party transactions and may continue to do so in the future and there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties.

We have entered into transactions with related parties in the past and we may, from time to time, enter into related party transactions in the future. These related party transactions include, *inter alia*, debentures issue and repaid, loans, financial assets, trade receivables and other expenses. All such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and applicable law. We cannot assure you that we will receive similar terms in our related party transactions in the future, and that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is likely that our future related party transactions may potentially involve conflicts of interest which may be detrimental to us. We cannot assure you that such transactions, individually or in the aggregate, shall not have an adverse effect on our business, financial condition, and results of operations. For details of the related party transactions see "*Offer Document Summary - Related Party Transactions*" on page 16.

45. We will not receive any proceeds from the Offer for Sale. The Selling Shareholders will receive the Net Proceeds from the Offer for Sale.

The Offer consists of a Fresh Issue and an Offer for Sale. The Selling Shareholders shall be entitled to the Net proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses shared by the Selling Shareholder, and our Company will not receive any proceeds from the Offer for Sale.

46. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Frost & Sullivan exclusively commissioned and paid for by us for such purpose and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

We have used the report titled "*Industry Report on Human Resources Management Services Market in India*" dated November 19, 2024 (the "**F&S Report**") prepared and issued by Frost & Sullivan, exclusively commissioned and paid for by us in connection with the Offer, appointed pursuant to engagement letter dated May 21, 2024, for the purpose of inclusion in the Offer related documents. Our Company, Promoters, Directors and Selling Shareholders are not related to Frost & Sullivan.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry sources do not guarantee the accuracy, adequacy or completeness of the data. Further, the F&S Report is not a recommendation to invest / disinvest in any company covered in the F&S Report. Accordingly, you should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the F&S Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the F&S Report before making any investment decision regarding the Offer. See "*Industry Overview*" on page 163. For the disclaimers associated with the F&S Report, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation- Industry and Market Data*" on page 23.

47. Some of the industries we serve are subject to seasonal variations, which may result in fluctuations in our operating results. Accordingly, comparisons of operating results between different periods within a single financial year, or between different periods in different years, are not necessarily meaningful and should not be relied upon as an indicator of our performance.

Certain of the industries we serve in, have been, and are likely to continue to be, affected by seasonal variations. Typically, customers from the e-commerce and consumer sectors have greater volume of business during festival period such as Diwali and Christmas. Accordingly, we may see higher revenues for the quarter ending December 31, 2024. As a result of such fluctuations, comparisons of operating results between different periods within a single financial year, or between different periods in different years, are not necessarily meaningful and should not be relied upon as an indicator of our performance. Any decline in demand during peak seasonal periods could adversely affect our business, financial condition or results of operations.

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

While our Company has paid dividends in the past , our ability to pay dividends in the future will depend on a number of factors identified in the dividend policy of our Company, liquidity position, profits, capital requirements, financial commitments and financial requirements including business expansion plans, cost of borrowings, other corporate actions and other relevant or material factors considered relevant by our Board, and external factors, such as the state of the economy and capital markets, applicable taxes, regulatory changes and other relevant or material factors considered relevant by our Board. The declaration and payment of dividends will be recommended by the Board of Directors and/ or approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realisation of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no assurance that our Equity Shares will appreciate in value.

49. Upon listing, we may be subject to additional costs/unanticipated expenses arising from the obligations that a listed public company has to comply with, under the applicable regulatory framework in India.

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed public company, we shall incur legal, accounting, insurance and other expenses that we have not incurred as an unlisted public company, including costs associated with listed company reporting and corporate governance requirements. We expect that rules and regulations shall increase our legal and financial compliance costs and make some activities more time-consuming and costly, although we are currently unable to estimate these costs with any degree of certainty. Laws and regulations could also make it more difficult or costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. Laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as our senior management. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting, fines, sanctions and other regulatory action and potentially civil litigation. Any such action could adversely affect our business, financial condition and results of operations and cash flow.

For instance, we shall be subject to the Listing Regulations which shall require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we shall need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention shall be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition, results of operations, and cash flows. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but there can be no assurance that we shall be able to do so in a timely and efficient manner.

External Risks

1. ***A slowdown in economic growth in India could cause our business to suffer.***

Our performance and the growth of our business are dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, financial condition, results of operations and prospects.

India's economy could be adversely affected by a general rise in interest rates or inflation, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The Indian economy is also influenced by economic development and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves and exchange rate fluctuations may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business, financial condition, results of operations and prospects.

India has experienced instances of social, religious and civil unrest and hostilities between neighboring countries from time to time. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy negatively.

Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our expansions; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like application of GST; political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India or its financial services sectors.

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

2. ***Our business is affected by global economic conditions, especially in the geographies we cater to, which may have an adverse effect on our business, financial condition, results of operations and prospects.***

Our business depends substantially on global economic conditions. Our international customers may be adversely impacted by the economic downturn in their national or regional economies, disruption in their banking and financial systems, economic weakness, unfavorable government policies, rising inflation, lowering of spending power and customer confidence, and political uncertainty. During Fiscals 2022, 2023 and 2024, and the three month period ended June 30, 2024, international customers accounted for 2.79%, 3.44%, 0.63% and 1.43%, respectively of our revenue from operations.

Financial turmoil in Asia, U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Financial disruptions may occur and could harm our business, results of operations and financial condition.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Financial markets and the supply of credit could continue to be negatively impacted by ongoing concerns surrounding the sovereign debts and/or fiscal deficits of several countries in Europe, the possibility of further downgrades of, or defaults on, sovereign debt, concerns about a slowdown in growth in certain economies.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian financial markets and indirectly in the Indian economy in general. Any worldwide financial instability could influence the Indian economy. In response to such developments, legislators and financial regulators across the world, have implemented several policy measures designed to add stability to the financial markets. In addition, any increase in interest rates by the United States Federal Reserve will lead to an increase in the borrowing costs in the United States which may in turn impact global borrowing as well. Furthermore, in several parts of the world, there are signs of increasing retreat from globalization of goods, services and people, as pressure for the introduction of a protectionist regime is building and such developments could adversely affect Indian exports. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current adverse conditions in the global credit markets continue or if there is any significant financial disruption, this could have an adverse effect on our business, results of operations and financial condition. Recent developments in the ongoing conflict between the state of Israel and Iran has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India.

A prolonged war or a protracted period of hostilities may lead to global economic disturbances. If we are unable to successfully anticipate and respond to changing economic and market conditions, our business, results of operations and financial condition and prospects may be adversely affected.

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

Natural disasters (such as typhoons, cyclones, storms, tsunamis, fires, explosions, flooding, and/or earthquakes), epidemics, pandemics such as COVID-19, and man-made disasters, including acts of war, military actions, terrorist attacks, and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, and results of operations.

Our operations may be adversely affected by fires, natural disasters, and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.

India has experienced instances of social, religious and civil unrest and hostilities between neighbouring countries from time to time. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy negatively. Any terrorist attacks or civil unrest as well as other adverse social, economic, and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1, and H1N1 strains of influenza in birds and swine and more recently, the SARS-CoV-2 virus. Any future outbreaks of SARS-CoV-2 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our expansions; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like application of GST; political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India or its financial services sectors. Any slowdown or perceived slowdown in the economic growth of the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, financial condition and results of operations, and the price of the Equity Shares. Our performance and the growth of our business depend on the overall performance of the Indian economy as well as the economies of the regional markets in which we operate.

4. ***If inflation were to rise in India, we might not be able to increase the prices of our products and services at a proportional rate in order to pass costs on to our customers thereby reducing our margins.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase the price of our products and services to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.
Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

5. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition, cash flows and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

For instance, GoI has announced the Union Budget for the Financial Year 2024-25 pursuant to which the Finance Act, 2024 has introduced several amendments to taxation laws in India. Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

Further, the GoI introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 ("**Social Security Code**"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations, were to take effect from April 1, 2021 (collectively, the "Labour Codes"). The GoI has deferred the effective date of implementation of the respective Labour Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been finalized, as an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our profitability. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund.

Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects. Uncertainty in the application, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future

6. ***Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition.***

The Restated Consolidated Financial Information included in this Draft Red Herring Prospectus are derived from the audited consolidated financial statements as of and for the Fiscals 2022, 2023 and 2024 and six month period ended September 30, 2024 prepared in accordance with Ind AS, the provisions of the Companies Act, 2013 and other accounting principles generally accepted in India and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs from accounting principles with which you may be familiar, such as Indian GAAP, IFRS and US GAAP.

We have not attempted to explain in a qualitative manner the impact of the IFRS or US GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP, which may differ from accounting principles with which you may be familiar in other countries. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus, which is restated as per the SEBI ICDR Regulations, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. You should review the accounting policies applied in the preparation of the Restated Consolidated Financial Information and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

7. ***We may be affected by competition laws in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.***

The Competition Act, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition ("**AAEC**"). Under the Competition Act, any arrangement, understanding or action in concert, whether formal or informal, which causes or is likely to cause an AAEC is deemed void and attracts substantial monetary penalties.

Further, any agreement among competitors which directly or indirectly (i) involves determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services; (ii) or shares the market or source of production or provision of services by way of geographical area, type of goods or services or number of customers in the relevant market; (iii) directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void.

Further, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act which came into effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, certain agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. The impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

The Competition Act was amended on April 11, 2023, the Competition (Amendment) Act, 2023 has been enacted to increase the ease of doing business in India and enhance transparency. The Act requires notification of transactions that exceed a global deal value of ₹ 2,000 crores, subject to the target having "substantial business operations" in India, formalizes a lower threshold of 'control', i.e., the ability to exercise material influence, in any manner, over the management or affairs or strategic commercial decisions, to exempt combinations from the standstill obligations under Section 6(2A) of the Act, if the combinations involve: (a) an open offer; or (b) an acquisition of shares or securities, through a series of transactions on a regulated stock exchange etc.

8. ***We may be impacted by an adverse change in India's sovereign credit rating by a domestic or international rating agency.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for reasons beyond our control such as, upon a change of government tax or fiscal policy or a decline in India's foreign exchange reserves. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

9. ***Investors may not be able to immediately sell any of the Equity Shares they subscribe to in this Offer on an Indian stock exchange.***

The Equity Shares will be listed on the Stock Exchanges. Pursuant to the applicable Indian laws and practice, permission for listing of the Equity Shares will not be granted till the Equity Shares in this Offer have been issued and allotted and all relevant documents are submitted to the Stock Exchanges. Further, certain actions must be completed prior to the commencement of listing and trading of the Equity Shares such as the Investor's book entry or 'demat' accounts with the depository participants in India, the Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with the depository participant. Any failure or delay in obtaining the approval or otherwise commence trading in Equity Shares would restrict your ability to dispose of your Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts or that trading in the Equity Shares will commence in a timely manner (as specified herein) or at all. We could also be required to pay interest at the applicable rates if the allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

10. ***There is no assurance that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all or that once listed, will remain listed on the Stock Exchange.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the Stock Exchanges within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

Although it is currently intended that the Equity Shares will remain listed on the Stock Exchanges, there is no assurance of the continued listing of the Equity Shares. Among other factors, we may not continue to satisfy the listing requirements of the Stock Exchanges. Accordingly, Shareholders will not be able to sell their Equity Shares through trading on the Stock Exchanges if the Equity Shares are no longer listed on the Stock Exchange.

11. ***Pursuant to listing of the Equity shares, we may be subject to pre-emptive surveillance measures like additional Surveillance Measures ("ASM") and Graded surveillance Measures ("GSM") by the Stock Exchanges in the order to enhance market integrity and safeguard the interest of the investors.***

On and post the listing of equity shares, we may be subject to ASM and GSM by the Stock Exchange(s) and the Securities and Exchange Board of India. These measures have been introduced in order to enhance market integrity and safeguard the interest of investors and to alert and advise investors to be extra cautious and carry out necessary due diligence while dealing in such securities.

The criteria for shortlisting any scrip trading on the Stock Exchange(s) under the ASM is based on an objective criterion as jointly decided by SEBI and the Stock Exchange(s) which include market based dynamic parameters such as high low variations, client concentration, close to close price variation, market capitalization, volume variation, delivery percentage, number of unique PAN's and price to equity ratio. A scrip is typically subjected GSM measures where there is an abnormal price rise that is not commensurate with the financial heath and fundamentals of a company which inter alia includes factors like earnings, book value, fixed assets and net worth to the equity ratio etc. The price of our equity shares may also fluctuate after the offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, the performance of our competitors, change in the estimates of our performance or any other political or economic factor. The occurrence of any of the above-mentioned factors may trigger the parameters identified by SEBI and the Stock Exchange(s) for the placing securities under the GSM and ASM framework. In the event of our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchange(s), we may be subject to certain additional restrictions in the relation to trading of our Equity Shares such as limiting trading frequency (for example trading either allowed in a week or a month) higher margin requirements of settlement on a trade for trade basis without netting off requirement of settlement on gross basis or freezing price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

For further details in relation to the ASM and GSM Surveillance Measures, including criteria for shortlisting and review of Listed Securities, exemptions from shortlisting and frequently asked questions (FAQs), among other details, refer to the websites of the NSE and the BSE.

12. ***The Offer Price, market capitalisation to revenue multiple and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Equity Shares on listing.***

Our revenue, EBITDA, and profit after tax for Fiscal 2024 was ₹ 10,857.35 million, ₹ 216.95 million and ₹ 108.48 million, respectively derived from our Restated Consolidated Financials Statement. Our market capitalisation (based on the Offer Price) to revenue (Fiscal 2024) multiple is [●] times; our market capitalisation (based on the Offer Price) to price to earnings ratio (based on profit after tax for Fiscal 2024) is [●] at the upper end of the Price Bank; and our enterprise value to EBITDA ratio (based on EBITDA for Fiscal 2024) is [●]. The Offer Price will be determined by our Company in consultation with BRLMs based on various factors and assumptions. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with Book Running Lead Manager through the Book Building Process, and will be based on numerous factors, including factors as described under "*Basis for the Offer Price*" on page 142 and may not be indicative of the market price for the Equity Shares after the Offer. Accordingly, the Offer Price, multiples and ratio may not be indicative of the market price of the Equity Shares on listing or thereafter. The factors that could affect the market price of the Equity Shares include, among other, broad market trends, our financial performance and results post-listing, and other factors beyond our Company's control. Our Company cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

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

On listing, the Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Indian Rupees and subsequently converted into appropriate foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any capital gain realized on the sale of listed equity shares on a recognised stock exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognised stock exchanges, the quantum of gains, and any available treaty relief.

The Finance (No. 2) Bill, 2024 ("**Finance Bill**"), which has received the President's assent on August 16, 2024, seeks to amend certain sections of the Income Tax Act, 1961, with effect from July 23, 2024. Accordingly, long term capital gains exceeding the exempted limit of ₹125,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.5% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018 continue to be tax-exempted in such cases. Further, STT will be levied and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. With respect to capital gains arising in anoff market sale, long term capital gains are subject to tax at the rate of 10% (plus applicable surcharge and cess) without the exemption of ₹100,000.

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15% (plus applicable surcharge and cess) for transfers taking place before July 23, 2024.

However, per the amendment sought by the Finance Bill, short-term capital gains will be taxed at 20% for transfers taking place after July 23, 2024. The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020. It clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, is specified at 0.015% (on a delivery basis) and 0.003% (on a non-delivery basis) of the consideration amount. As such, there is no certainty on the effect that the Finance Act, 2019 may have on our business and operations.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provide dunder a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. 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.

Additionally, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Further, our Company is required to withhold tax on such dividends distributed at the applicable rate. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action, including dividends.

Any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the bid amount on submission of the bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. RIIs can revise or withdraw their Bids during the Bid/Offer Period and until the Bid/Offer Closing Date, but not thereafter. While our Company is required to complete Allotment pursuant to the Offer within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, financial condition and results of operations may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or cause the trading price of our Equity Shares to decline on listing. QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise, between the dates of submission of their Bids and Allotment.

16. ***The determination of the Price Band is based on various factors and assumptions and the Offer Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Offer.***

The determination of Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the Book Running Lead Managers. Furthermore, the Offer Price of the Equity Shares will be determined by our Company, in consultation with the Book Running Lead Managers through the book building process prescribed under the SEBI ICDR Regulations.

The Offer Price will be based on numerous factors, as described under "*Basis for Offer Price*" page 142 may not be indicative of the market price for our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. As a result of these factors, we cannot assure you that investors will be able to resell their Equity Shares at or above the Offer Price.

17. ***Our Equity Shares have never been publicly traded, and, after the Offer, our Equity Shares may experience price and volume fluctuations, and an active trading market for our Equity Shares may not develop.***

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market for our Equity Shares may not develop or be sustained after the Offer. Listing does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for our Equity Shares. Investors might not be able to rapidly sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares. The Offer Price of our Equity Shares is proposed to be determined through a book-building process and shall be based on numerous factors, as described in the section "*Basis for Offer Price*" on page 142 and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter. You may not be able to re-sell your Equity Shares at or above the Offer Price and may as a result lose all or part of your investment.

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

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer may be subject to significant fluctuations as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors:

- our financial condition, results of operations and cash flows;
- prospects for our business;
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of research analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- conditions in financial markets, including those outside India;
- announcements by us or our competitors of new services, significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or government entities of significant claims or proceedings against us;
- new laws and government regulations or changes in laws and government regulations applicable to our industry;
- developments relating to our peer companies in our industry;
- change in interest rates;
- additions or departures of Key Managerial Personnel or Senior Management Personnel; and
- general economic and stock market conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in our Equity Shares may experience a decrease in the value of our Equity Shares regardless of our financial performance or prospects. Changes in relation to any of the factors listed above could adversely affect the price of our Equity Shares. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all, and may as a result lose all or a part of your investment.

18. ***Any future issuance of Equity Shares or convertible securities or other equity linked instruments by us may dilute your shareholding, and significant sales of Equity Shares by our major shareholders, may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering and grants of stock options under our employee stock option plan, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares or the disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur after the completion of this Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations), may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

19. ***Foreign investors are subject to foreign investment restrictions under Indian law, which may adversely affect the market price of the Equity Shares.***

Our Company is a limited liability company incorporated under the laws of India. Majority of our directors and executive officers are residents of India. All of our assets and the majority assets of our Directors and executive officers resident in India are located in India. As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA and the rules thereunder. Under the foreign exchange control regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the exceptions specified by the RBI, then the approval of the RBI will be required for such transaction to be valid. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all.

Furthermore, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the GoI, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Restrictions on foreign investment activities and impact on our ability to attract foreign investors may cause uncertainty and delays in our future investment plans and initiatives. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular term or at all.

Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 449. Our ability to raise any foreign capital under the FDI route is therefore constrained by Indian law, which may adversely affect our business, cash flows, results of operations, financial condition and prospects.

20. ***Foreign investors may have difficulty enforcing judgments against us or our management.***

The enforcement of civil liabilities by overseas investors in our Equity Shares, including the ability to effect service of process and to enforce judgments obtained in courts outside of India may be adversely affected by the fact that we are incorporated under the laws of the Republic of India and all of our executive officers and Directors reside in India. As a result, it may be difficult to enforce the service of process upon us and any of these persons outside of India or to enforce outside of India, judgments obtained against us and these persons in courts outside of India.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Civil Procedure Code ("**Civil Code**") on a statutory basis. Section 44A of the Civil Code provides that where a foreign judgment has been rendered by a superior court, within the meaning of that section, in any country or territory outside India which the Government has by notification declared to be in reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being in the same nature of amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties.

The United Kingdom, Singapore and Hong Kong, among other countries, have been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the Civil Procedure Code, and not by proceedings in execution. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Procedure Code, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. The suit must be brought in India within three years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

Further, there are considerable delays in the disposal of suits by Indian courts. It may be unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it may be unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy in India. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI under FEMA to repatriate any amount recovered pursuant to execution and any such amount may be subject to income tax in accordance with applicable laws. Any judgment or award in a foreign currency would be converted into Indian Rupees on the date of the judgment or award and not on the date of the payment.

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

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

22. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in has concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

23. Our ability to raise foreign capital may be constrained by Indian law.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

24. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

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

25. The insolvency laws of India may differ from those of other jurisdictions with which investors are familiar.

As we are established in India under the Companies Act, any insolvency proceedings relating to us is likely to involve Indian insolvency laws (including the Insolvency and Bankruptcy Code, 2016 of India), the procedural and substantive provisions of which may differ from comparable provisions of the local insolvency laws of jurisdictions with which investors are familiar.

SECTION III: INTRODUCTION

THE OFFER

The details of the Offer are summarised below:

Equity Shares Offered	
Offer of Equity Shares of face value of ₹ 2 each	Up to [●] Equity Shares of ₹ 2 each aggregating up to ₹[●] million
of which	
Fresh Issue(1)(2)	Up to [●] Equity Shares of ₹ 2 each aggregating up to ₹ 3,350.00 million
Offer for Sale(3)	Up to 4,739,336 Equity Shares of ₹ 2 each aggregating up to ₹ [●] million
which includes	
QIB Portion (4)(5)	Not less than [●] Equity Shares of ₹ 2 each
of which	
- Anchor Investor Portion(4)	Up to [●] Equity Shares of ₹ 2 each
- Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of ₹ 2 each
of which	
- Allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of ₹ 2 each
- Balance of the Net QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of ₹ 2 each
Non-Institutional Portion(5)(6)(7)	Not more than [●] Equity Shares of ₹ 2 each
Of which	
One-third of the Non-Institutional Portion, available for allocation to Bidders with an application more than ₹200,000 and up to ₹1,000,000	[●] Equity Shares of ₹ 2 each
Two-thirds of the Non-Institutional Portion, available for allocation to Bidders with an application size of more than ₹1,000,000	[●] Equity Shares of ₹ 2 each
Retail Portion(5)(6)(7)	Not more than [●] Equity Shares of ₹ 2 each
Pre- and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer as on the date of this Draft Red Herring Prospectus	85,005,010 Equity Shares of ₹ 2 each
Equity Shares outstanding after the Offer	[●] Equity Shares of ₹ 2 each
Use of Net Proceeds by our Company	For details of the use of proceeds from the Fresh Issue, see "*Objects of the Offer*" on page 116. Our Company will not receive any proceeds from the Offer for Sale.

(1) Our Board has authorised the Offer, pursuant to a resolution dated October 3, 2024 and our Board has taken on record the participation of the Selling Shareholders in the Offer for Sale pursuant to a resolution dated November 19, 2024. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated October 8, 2024.

The details of authorization by the Selling Shareholders approving its participation in the Offer for Sale are as set out below.

S. No.	*Name*	*Date of Board Resolution*	*Date of consent letter*	*Number of Offered Shares*	*Aggregate proceeds from the Offered Shares (up to) (in ₹million)**
1.	*Kuruppasamy Pandiarajan*	*NA*	*November 15, 2024*	*Up to 2,544,181 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
2.	*Hemalatha Rajan*	*NA*	*November 15, 2024*	*Up to 629,357 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
3.	*Aditya Narayan Mishra*	*NA*	*November 15, 2024*	*Up to 629,357 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
4.	*Santhosh Kumar Nair*	*NA*	*November 15, 2024*	*Up to 594,540 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
5.	*Doraiswamy Rajiv Krishnan*	*NA*	*November 15, 2024*	*Up to 118,537 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
6.	*Ganesh S Padmanabhan*	*NA*	*November 15, 2024*	*Up to 47,391 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
7.	*Soby Mathew*	*NA*	*November 15, 2024*	*Up to 47,391 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
8.	*Anup Narendran Menon*	*NA*	*November 15, 2024*	*Up to 47,391 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
9.	*Mohit Gundecha*	*NA*	*November 15, 2024*	*Up to 8,727 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
10.	*Suruchi Wagh*	*NA*	*November 15, 2024*	*Up to 8,727 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
11.	*Cavinkare Private Limited*	*October 18, 2024*	*November 15, 2024*	*Up to 10,778 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*

S. No.	Name	Date of Board Resolution	Date of consent letter	Number of Offered Shares	Aggregate proceeds from the Offered Shares (up to) (in ₹million)*
12.	*Piyush Jain*	*NA*	*November 15, 2024*	*Up to 9,358 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
13.	*Rajan Chellamani Nadar*	*NA*	*November 15, 2024*	*Up to 8,085 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
14.	*Muhil Nesi Vivekanandah*	*NA*	*November 15, 2024*	*Up to 6,737 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
15.	*Sambasivan Viswanathan and Vidya Viswanathan*	*NA*	*November 15, 2024*	*Up to 26,188 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*
16.	*Tamilmani Muthusamy*	*NA*	*November 15, 2024*	*Up to 2,591 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million*	*[●]*

**To be updated at Prospectus Stage*

(2) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

(3) The Selling Shareholders have confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations. In accordance with Regulation 8 and 8A of the SEBI ICDR Regulations; (i) the Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-issue shareholding of the Company (on a fully-diluted basis), shall not exceed more than 50% of their respective pre-issue shareholding (on a fully-diluted basis). The Selling Shareholders has authorized the inclusion of the Offered Shares in the Offer for Sale. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures- Authority for the Offer" on page 411.

(4) Our Company, in consultation with the BRLMs and the Selling Shareholders, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. In case of under-subscription or non- Allotment in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. See "Offer Procedure" on page 430.

(5) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB portion would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company, the BRLMs and the Designated Stock Exchange. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. For further details, see "Offer Structure" on page 427.

(6) SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use the UPI Mechanism. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 and up to ₹500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(7) Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Non-Institutional Bidder and Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Non-Institutional Portion and the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. Further, (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with application size of more than ₹ 200,000 and up to ₹ 1,000,000 and (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with application size of more than ₹ 1,000,000. Provided that the undersubscribed portion in either (a) and (b) may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

For further details, see "*Offer Structure*", "*Terms of the Offer*" and "*Offer Procedure*" on pages 427, 421 and 430, respectively.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from the Restated Consolidated Financial Information as of and for the Fiscals 2022, 2023 and 2024 and three months ended June 30, 2024. The summary financial information presented below should be read in conjunction with "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 291 and 371, respectively.

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RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million, unless otherwise stated)

	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at three months ended June 30, 2024
ASSETS				
Non-current assets				
Property, plant and equipment	7.72	7.99	14.91	16.09
Right-of-use assets	39.60	34.67	21.89	29.75
Capital work-in-progress				
Investment properties				
Goodwill	-	132.83	343.06	343.06
Other intangible assets	14.84	100.86	187.70	201.07
Intangible assets under development	7.56	8.32	34.89	56.95
Financial assets				
(i) Investments	1.28	0.18	0.18	0.18
(ii) Other financial assets	77.19	82.71	101.91	50.38
Other non-current assets	49.74	71.76	96.61	106.53
Deferred Tax Asset (Net)	10.73	14.48	19.78	19.21
Total non-current assets	208.66	453.80	820.93	823.22
Current assets				
(i) Trade receivables	724.50	1,033.39	1,518.57	1,615.87
(ii) Cash and cash equivalents	49.05	19.24	52.06	31.40
(iii) Bank balances other than cash and cash equivalents	0.10	43.04	54.20	88.86
(iv) Loans	5.21	8.69	22.69	22.01
(v) Other financial assets	3.96	7.51	33.99	1.71
Other current assets	99.68	231.08	331.32	406.05
Total current assets	**882.50**	**1,342.95**	**2,012.83**	**2,165.90**
Total assets	**1,091.16**	**1,796.75**	**2,833.76**	**2,989.12**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	41.85	43.92	80.84	80.90
Other equity	(6.77)	265.01	692.67	722.29
Equity attributable to owners of the parent	35.08	308.93	773.51	803.19
Non-controlling interests	48.16	45.35	54.13	53.66
Total equity	83.24	354.28	827.64	856.85
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	110.66	122.29	55.47	50.18
(ii) Lease Liabilities	30.89	24.19	11.65	16.91
(iii) Other financial liabilities	0.50	86.94	152.95	156.39
Provisions	61.06	92.74	128.62	140.94
Deferred Tax Liabilities (Net)	-	-	-	-
Other non-current liabilities	-	-	-	-
Total non-current liabilities	203.11	326.16	348.69	364.42
Current liabilities				
Financial liabilities				
(i) Borrowings	179.58	372.86	531.35	563.18
(ii) Lease Liabilities	7.75	11.58	12.53	15.26
(iii) Trade payables				
- total outstanding dues of micro and small enterprises	-	1.16	3.45	2.16
- total outstanding dues of creditors other than micro and small enterprises	32.96	79.82	112.27	131.19
(iv) Other financial liabilities	452.77	408.20	665.01	757.34
Other current liabilities	126.39	220.90	282.98	238.15
Provisions	5.24	11.98	20.27	22.94
Contract Liabilities	-	-		
Current tax liabilities (net)	0.12	9.81	29.57	37.63
Total current liabilities	**804.81**	**1,116.31**	**1,657.43**	**1,767.85**

	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at three months ended June 30, 2024
Total liabilities	**1,007.92**	**1,442.47**	**2,006.12**	**2,132.27**
Total equity and liabilities	**1,091.16**	**1,796.75**	**2,833.76**	**2,989.12**

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(in ₹ million, unless otherwise stated)

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Income				
Revenue from operations	5,275.48	7,996.35	10,857.35	3,251.81
Other income	9.82	10.83	24.61	7.86
Total income (I)	**5,285.30**	**8,007.18**	**10,881.96**	**3,259.67**
Expenses				
Employee benefits expense	5,053.59	7,740.24	10,322.62	3,082.06
Finance costs	35.35	74.39	75.71	20.91
Depreciation and amortization expense	15.67	24.64	41.33	17.63
Other expenses	113.05	193.76	317.78	98.80
Total expenses (II)	**5,217.66**	**8,033.03**	**10,757.44**	**3,219.40**
Profit /(Loss) before exceptional items and tax (I-II)	67.64	(25.85)	124.52	40.27
Exceptional items	-	1.10	-	-
Profit /(Loss) before tax	67.64	(26.95)	124.52	40.27
Tax expense				
Current tax	0.12	3.12	20.72	8.08
Adjustments in respect of current income tax of previous year	-	0.36	0.75	-
Deferred tax	(1.23)	1.10	(5.43)	0.48
Total tax expense (V)	**(1.11)**	**4.58**	**16.04**	**8.56**
Profit/(loss) for the year (IV-V)	68.75	(31.53)	108.48	31.71
Other comprehensive income				
Items not to be reclassified to profit or loss				
Re-measurement gains/ (losses) on defined benefit plans	(0.02)	0.24	1.41	(0.43)
Income tax effect on these items	0.01	(0.11)	(0.35)	0.11
Other comprehensive income/(loss) for the year, net of tax	**(0.01)**	**0.13**	**1.06**	**(0.32)**
Total comprehensive income/(loss) for the year, net of tax (VI + VII)	**68.74**	**(31.40)**	**109.54**	**31.39**
Profit/(Loss) for the year attributable to				
Owners of the parent	68.05	(29.02)	99.82	32.30
Non-controlling interests	0.70	(2.51)	8.66	(0.59)
	68.75	**(31.53)**	**108.48**	**31.71**
Other comprehensive income for the year attributable to				
Owners of the parent	(0.07)	0.43	0.94	(0.44)
Non-controlling interests	0.06	(0.30)	0.12	0.12
	(0.01)	**0.13**	**1.06**	**(0.32)**
Total comprehensive income/(loss) for the year attributable to				
Owners of the parent	67.98	(28.59)	100.76	31.86
Non-controlling interests	0.76	(2.81)	8.78	(0.47)
	68.74	**(31.40)**	**109.54**	**31.39**

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(in ₹ million, unless otherwise stated)

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Cash flow from operating activities				
Profit/(Loss) before tax	67.64	(26.95)	124.52	40.27
Adjustments for:				
Depreciation and amortization expenses	15.67	24.64	41.33	17.63
Unrealized foreign exchange gain/loss	-	-	0.35	(0.23)
Employee stock option scheme compensation	-	58.75	22.62	1.61
Interest expense on borrowings	30.62	31.71	57.85	14.17
Interest expense on leases	2.55	3.18	2.67	0.75
Other finance costs	-	8.21	6.02	0.75
Interest income	(2.25)	(3.37)	(9.83)	(7.38)
Interest expense on financial liabilities	-	1.19	6.69	4.92
Provision for Gratuity & Compensated Absences	2.62	6.00	7.94	2.05
Gain on sale of Property, plant and equipment	-	-	(0.26)	-
Provision for credit impaired receivables	-	3.18	1.00	-
Bad debts written off	4.87	1.07	4.05	-
Amortised cost adjustments for financial instruments	-	(0.19)	(0.26)	-
Liabilities written back	(0.06)	(0.18)	(0.10)	(0.14)
Impairment of Investments	-	1.10	-	-
Operating profit before working capital changes	**121.66**	**108.34**	**264.59**	**74.40**
Changes in working capital				
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	8.07	33.60	28.13	18.00
Other current liabilities	(65.96)	75.95	35.78	(44.83)
Provisions	39.78	10.83	29.87	12.94
Other financial liabilities	448.60	40.68	175.83	90.85
Adjustments for (increase) / decrease in operating assets:				
Trade receivables	(448.90)	(284.57)	(441.79)	(97.30)
Other financial assets	(33.14)	(6.80)	(25.31)	83.81
Other assets	(133.60)	(153.42)	(117.84)	(84.65)
Cash generated from operations	**(63.48)**	**(175.39)**	**(50.74)**	**53.21**
Tax expense	(7.68)	3.83	(1.81)	0.18
Net cash flows/used in operating activities (A)	**(71.16)**	**(171.56)**	**(52.55)**	**53.39**
Cash flow from investing activities				
Payment for property, plant and equipment, intangible assets and intangibles under development	(21.60)	(67.87)	(116.55)	(62.10)
Payments for acquisition of subsidiaries, net of cash acquired	-	(104.63)	(60.02)	-
Purchase of Investments	-	40.15	-	-
Proceeds from sale/ disposal of Property, plant and equipment	-	-	0.50	-
Advance or loans made to employees/ other parties	-	8.69	-	-
Loan to related parties	-	(3.48)	(3.87)	-
Loan to others	(5.21)	36.54	0.54	0.68
Movement in bank deposits	(0.10)	(45.02)	(25.52)	(34.66)
Interest income received	2.25	3.37	5.23	7.38
Net cash used in investing activities (B)	**(24.66)**	**(132.25)**	**(199.69)**	**(88.70)**
Cash flow from financing activities				
Proceeds from issuance of equity share capital including share application money	4.09	240.61	269.97	7.11
Share issue transaction costs	-	(0.94)	(5.12)	-
Proceeds from Borrowings, net	77.11	30.32	45.06	17.37
Repayment of Debentures	-	(17.55)	(1.00)	(5.00)
Proceeds from Debentures	-	40.00	1.70	-
Dividend paid	-	(4.18)	(5.27)	(11.32)
Principal paid on lease liabilities	(6.77)	(2.87)	(11.59)	7.99
Interest paid on lease liabilities	(2.55)	(3.18)	(2.67)	(0.75)
Other finance costs	-	(8.21)	(6.02)	(0.75)
Net cash flows from financing activities (C)	**71.88**	**274.00**	**285.06**	**14.65**

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(23.95)	(29.81)	32.82	(20.66)
Cash and cash equivalents at the beginning of the year	73.00	49.05	19.24	52.06
Cash and cash equivalents at the end of the year	**49.05**	**19.24**	**52.06**	**31.40**
Reconciliation of cash and cash equivalents as per the cash flow statement				
Cash and cash equivalents comprise (Refer note 15)				
Balances with banks:				
On current accounts	48.54	18.81	51.64	31.13
Cash on hand	0.51	0.31	0.42	0.27
Total cash and cash equivalents at end of the year	**49.05**	**19.24**	**52.06**	**31.40**

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GENERAL INFORMATION

Our Company was originally incorporated as a private limited company with the name "Suhanila Management Consultants Private Limited" under the provisions of the Companies Act, 1956, at Chennai, India, pursuant to a certificate of incorporation dated August 23, 2010, issued by the RoC. Subsequently, pursuant to a Board resolution July 10, 2015 and a special resolution passed at an extraordinary general meeting dated July 13, 2015, the name of our Company was changed to "CIEL HR Services Private Limited" and a fresh certificate of incorporation dated July 24, 2015 was issued by the RoC. Upon the conversion of our Company into a public limited company, pursuant to a Board resolution dated October 9, 2023 and a special resolution dated October 19, 2023 passed by the shareholders of our Company at an EGM, the name of our Company was changed to "CIEL HR Services Limited" and a fresh certificate of incorporation dated November 30, 2023 was issued by the RoC.

Corporate Identity Number: U74140TN2010PLC077095

Company Registration Number: 077095

Registered Office of our Company

CIEL HR Services Limited
Plot No. 3726, Door No. 41,
'Ma Foi House' 6th Avenue,
Q Block, Anna Nagar,
Chennai 600 040, Tamil Nadu

Corporate Office of our Company

2802 (Broadway building)
2nd & 3rd Floor, 27th Main Road,
HSR Layout, Sector 1, Bengaluru,
560 102, Karnataka

For details of change in the registered office of our Company, see "*History and Certain Corporate Matters – Changes in the registered office of our Company*" on page 254.

Address of the Registrar of Companies

Our Company is registered with the RoC located at the following address:

Registrar of Companies, Tamil Nadu at Chennai

Plot No. 3726, Door No. 41,
'Ma Foi House' 6th Avenue, Q Block, Anna Nagar,
Chennai 600 040, Tamil Nadu

Board of Directors of our Company

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

Name and Designation	Designation	DIN	Address
Pandiarajan Karuppasamy	Chairman and Executive Director	00116011	C3, Golden Kings Court AK 61 TAS Enclave, Shanthi Colony, Anna Nagar, Chennai 600 040, Tamil Nadu
Hemalatha Rajan	Executive Director	00115674	C3, 3rd Floor, Golden Kings Court, AK 61, TAS Enclave, 10th Main Road Shanti Colony, Anna Nagar, Chennai 600 040, Tamil Nadu
Aditya Narayan Mishra	Managing Director and Chief Executive Officer	05303409	CA 1504, Salarpuria Greenage, Hosur Road, next to Oxford Institution, Bommanhalli, Bangalore South, Bengaluru 560 068, Karnataka, India
Doraiswamy Rajiv Krishnan	Executive Director	00221856	A-903, Linden Godrej Woodsman Estate, Bellary Road, Hebbala, Bangalore North, H.A. Farm, Bangalore 560 024, Karnataka
Santhosh Kumar Nair	Executive Director	07279988	No. 13, Sycamore B, 1st Floor, Tata Sherwood, Off Old Airport Road, Basavanagar, Bangalore North, Marathahalli Colony, Bengaluru 560 037, Karnataka

Name and Designation	Designation	DIN	Address
Arunkumar Nerur Thiagarajan	Non-Executive, Independent Director	02407722	R301, Atrium Apartments, 22 Kalakshetra Road, Behind S2 Thiagaraja Theatre, Thiruvanmiyur, Chennai 600 041, Tamil Nadu
Chandu Nair	Non-Executive, Independent Director	00259276	49 Ethiraj Salai Egmore, Chennai 600 008, Tamil Nadu
Ipsita Kathuria	Non-Executive, Independent Director	10643220	11122 Martha Way, Fulton, Maryland, 20759, United States of America
Roopa Satish	Non-Executive, Independent Director	07943586	Flat no-501, Raheja Regency, (Next to Sion Telephone Exchange) Sion East, Mumbai 400 022, Maharashtra
Lilian Jessie Paul	Non-Executive, Independent Director	02864506	Villa 1, Prestige Cedars, 7 Covenant Road, Richmond Town, Bengaluru 560 025, Karnataka, India

For further details and brief profiles of our Directors, see "*Our Management*" on page 267.

Filing of the Offer Documents

A copy of this Draft Red Herring Prospectus has been uploaded on the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular and will also be filed with the SEBI at the following address:

Securities and Exchange Board of India
Corporation Finance Department, Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex Bandra (E)
Mumbai 400 051
Maharashtra, India

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

Company Secretary and Compliance Officer

Lalita Pasari is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth below:

Lalita Pasari

2802 (Broadway building) 3rd Floor,
27th Main Road, HSR Layout, Sector 1,
Bengaluru, 560 102,
Karnataka
Tel: + 91 80 485 371 79
E-mail: companysecretary@cielhr.com

Investor Grievances

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

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

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

Book Running Lead Managers

Ambit Private Limited
Ambit House, 449, Senapati Bapat Marg,
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: + 91 22 6623 3030
E-mail: ciel.ipo@ambit.co
Investor Grievance ID: customerservicemb@ambit.co
Contact Person: Nikhil Bhiwapurkar / Devanshi Shah
Website: www.ambit.co
SEBI Registration Number: INM000010585

HDFC Bank Limited
Investment Banking Group
Unit No. 701, 702 and 702-A, 7th Floor
Tower 2 and 3, One International Centre
Senapati Bapat Marg, Prabhadevi
Mumbai 400 013, Maharashtra, India
Tel: +91 22 3395 8233
E-mail: cielhr.ipo@hdfcbank.com
Investor Grievance ID: Investor.redressal@hdfcbank.com
Contact Person: Bharti Ranga/ Sanjay Chudasama
Website: www.hdfcbank.com
SEBI Registration Number: INM000011252

Centrum Capital Limited
Level 9, Centrum House
C.S.T. Road, Vidyanagari Marg
Kalina, Santacruz (East)
Mumbai – 400 098
Maharashtra, India.
Tel: +91 22 4215 9000
E-mail: ciel.ipo@centrum.co.in
Investor Grievance ID: igmbd@centrum.co.in
Contact Person: Pooja Sanghvi/ Tarun Parmani
Website: www.centrum.co.in
SEBI Registration Number: INM000010445

Statement of inter-se allocation of responsibilities amongst the BRLMs

The responsibilities and coordination by the BRLMs for various activities in the Offer are as follows:

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

Sr. No.	Activity	Responsibility	Co-ordination
10.	Non-institutional and retail marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget including list of frequently asked questions at retail road shows; • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Arranging for selection of underwriters and underwriting agreement; • Finalising commission structure and co-ordinate with RTA for commission payouts • Follow-up on distribution of publicity and Offer material including form, RHP / Prospectus and deciding on the quantum of the Offer material	BRLMs	Centrum
11.	Coordination with Stock Exchanges for book building software, bidding terminals and mock trading, anchor coordination, anchor CAN and initiation of anchor allocation	BRLMs	Centrum
12.	Managing the book and finalization of pricing in consultation with Company	BRLMs	Centrum
13.	Post-Offer activities – finalisation of the basis of allotment, coordination with various agencies connected with the post-offer activity such as registrar to the offer, bankers to the offer, Self-Certified Syndicate Banks etc., including responsibility for underwriting arrangements, as applicable, listing of instruments, demat credit and refunds / unblocking of funds, payment of the applicable STT on behalf of the Selling Shareholder, coordination for investor complaints related to the Offer, submission of final post issue report.	BRLMs	HDFC

Syndicate Members

[●]

Legal Counsel to the Company

Trilegal
One World Centre
10th Floor, Tower 2A & 2B,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400 013

Registrar to the Offer

KFin Technologies Limited
Selenium Building, Tower-B, Plot No 31 & 32,
Financial District, Nanakramguda,
Serilingampally, Hyderabad,
Telangana, India 500 032
Tel: +91 4067162222
E-mail: cielhr.ipo @kfintech.com
Website: www.kfintech.com
Investor grievance ID: einward.ris@kfintech.com
Contact Person: M. Murali Krishna
SEBI registration number: INR000000221

Bankers to the Offer

Escrow Collection Bank

[●]

Public Offer Account Bank

[●]

Refund Bank

[●]

Sponsor Bank

[●]

Statutory Auditor to our Company

MSKA & Associates, Chartered Accountants
1101/B, Manjeera Trinity Corporate
JNTU- Hitech City Road, Kukatpally, Telangana State,
Hyderabad, 500072, India
Email: ananthakrishnangovindan@mska.in
Tel: 040 48524966
Peer Review Certificate Number: 016966
Firm Registration No.: 105047W

Changes in auditors

There has been no change in the statutory auditors of our Company during the last three years, except as mentioned below.

Particulars of statutory auditors	Date of the change	Reason for change
M S K A & Associates, Chartered Accountants 1101/B, Manjeera Trinity Corporate, JNTU-Hitech City Road, Kukatpally, Telangana State, Hyderabad 500 072, India **Tel.:** 040 48524966 **E-mail:** ananthakrishnangovindan@mska.in **ICAI Firm Registration Number:** 105047W **Peer Review Certificate Number:** 016966	Appointed on December 28, 2023	Appointment due to casual vacancy arising out of resignation of the previous auditors.
A. John Moris & Co., Chartered Accountants No. 5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy) Royapettah, Chennai, Tamil Nadu 600 014 **Tel.:** +91 44 2811 6003 **E-mail:** info@ajohnmorris.com **ICAI Firm Registration Number:** 007220S **Peer Review Number:** 014619	Resigned on November 30, 2023	Resignation due to pre-occupation

Bankers to our Company

The Federal Bank Limited
Akshaya Shanti, No. 27/44,
6th Floor, Anna Salai,
Chennai 600002
Tel: 044 47748512
Email: cib@federalbank.co.in
Website: www.federalbank.co.in
Contact Person: Mr. Varun S- AVP

HDFC Bank
HDFC Bank Corporate Banking
8th Floor – 'A' Wing, Spencer Plaza,
Anna Salai,
Chennai – 600 002
Tel: + 91 44 6903 9290
Email: haricheran.nr@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Haricheran N R

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Bidder (other than UPI Bidders using the UPI Mechanism), not bidding through Syndicate/ Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or at such other websites as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

Syndicate Self-Certified Syndicate Banks Branches

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

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Grading of the Offer

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

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of SEBI ICDR Regulations, for monitoring of the utilisation of the proceeds from the Fresh Issue. For details in relation to the proposed utilisation of the proceeds from the Fresh Issue, please see "*Objects of the Offer*" on page 116.

Expert

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

Our Company has received written consent dated November 19, 2024 from M S K A & Associates, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated November 13, 2024 relating to the Restated Consolidated Financial Information and (ii) the statement of special tax benefits dated November 19, 2024 included in this Draft Red Herring Prospectus and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated November 19, 2024 from Manian & Rao, Chartered Accountants, the independent chartered accounts, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received a written consent dated November 15, 2024 from NSVM & Associates holding a valid peer review certificate from ICAI, to include their name as required under Section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act in respect of their report dated November 13, 2024 on the statement of special tax benefits available to the Company's Material Subsidiary, Thomas Assessments Private Limited, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Book Building Process

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

All Investors (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs, or in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Allocation to Retail Individual Investors, Non-Institutional Investors and the Qualified Institutional Buyers will be on a proportionate basis, while Allocation to the Anchor Investors, will be on a discretionary basis. For further details on the Book Building Process and the method and process of Bidding, see *"Terms of the Offer"*, "*Offer Structure*" and *"Offer Procedure"* on pages 421, 427 and 430, respectively.

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

Bidders should note that the Offer is also subject to (i) filing of the Prospectus by our Company with the RoC; and (ii) our Company obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

For an illustration of the Book Building Process, price discovery process and allocation, see "*Offer Procedure*" on page 430.

Underwriting Agreement

After the determination of the Offer Price but prior to filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten by each BRLM shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

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

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

The abovementioned amounts are provided for indicative purposes only and will be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations. Based on representations made by the Underwriters, our Board of Directors are of the opinion that the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/ IPO Committee, at its meeting held on [●], has approved the execution of the Underwriting Agreement by our Company.

Allocation amongst the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to Investors procured by them in accordance with the Underwriting Agreement.

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and Allocation of Equity Shares, but prior to the filing of the prospectus for the Offer with the RoC.

CAPITAL STRUCTURE

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

(in ₹, except share data)

S. No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price*
A)	**AUTHORISED SHARE CAPITAL**(1)		
	75,000,000 Equity Shares of face value of ₹2 each	150,000,000	-
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	42,502,505 Equity Shares of face value of ₹2 each	85,005,010	-
C)	**PRESENT OFFER**		
	Offer of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million (2)(3)(4)	[●]	[●]
	Comprising:		
	Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 3,350.00 million (2)(4)	[●]	[●]
	Offer for Sale of up to 4,739,336 Equity Shares by the Selling Shareholders aggregating up to ₹ [●] million(3)	[●]	[●]
E)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER***		
	[●] Equity Shares of face value of ₹ 2 each	[●]	
F)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (*as on date of this Draft Red Herring Prospectus*)		999,065,817
	After the Offer*		[●]

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

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years preceding the date of this Draft Red Herring Prospectus, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 255.*

(2) *Our Board has authorised the Offer, pursuant to a resolution dated October 3, 2024 and our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated October 8, 2024.*

(3) *Our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated November 19, 2024. The Selling Shareholders have each severally and not jointly confirmed that the Offered Shares are eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. The Selling Shareholders have each severally and not jointly confirmed and authorized their participation in the Offer for Sale. For details on authorisation of the Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures" on page 411.*

(4) *Our Company, in consultation with the BRLMs may consider a private placement of Equity Shares to certain investors for an amount aggregating up to ₹ 670.00 million, as permitted under applicable laws on or prior to the date of filing of the Red Herring Prospectus with RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of SCRR.*

Notes to Capital Structure

1. **Equity share capital history of our Company**

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

Date of allotment	Nature of allotment	Names of allottees and details of equity shares allotted	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
August 23, 2010	Initial subscription to the Memorandum of Association	5,000 equity shares were allotted each to Hemalatha Rajan and Pandiarajan Karuppasamy	10,000	10.00	10.00	Cash	10,000
December 5, 2015	Rights issue	700,500 equity shares were allotted to Pandiarajan Karuppasamy, 157,500 equity shares were allotted to Hemalatha Rajan, 90,000 equity shares were allotted to Aditya Narayan Mishra, and 45,000 equity shares were allotted to Santhosh Kumar Nair	993,000	10.00	10.00	Cash	1,003,000
March 31, 2016	Rights issue	95,000 equity shares were allotted to Pandiarajan Karuppasamy, and 355,000 equity shares were allotted to Hemalatha Rajan	450,000	10.00	10.00	Cash	1,453,000
November 4, 2016	Rights issue	255,000 equity shares were allotted to Pandiarajan Karuppasamy, 15,000 equity shares were allotted to Hemalatha Rajan, 1,500 equity shares to Ganesh S. Padmanadhan, 1,500 equity shares to Soby Mathew, 1,500 equity shares to Anup Narendran Menon, and 1,500 equity shares to Nanda Kuamar M	276,000	10.00	10.00	Cash	1,729,000
January 15, 2018	Rights issue	1,570,000 equity shares were allotted to Hemalatha Rajan	1,570,000	10.00	10.00	Cash	3,299,000
March 31, 2018	Private placement	6,500 equity shares were allotted to Ganesh Padmanabhan, 6,500 equity shares were allotted to Soby Mathew, 6,500 equity shares were allotted to Anup Narendran Menon, 9,500 equity shares were allotted to Nandakumar, 1,500 equity shares were allotted to Piyush Jain, 1,500 equity shares were allotted to Pranav Brahmbhatt, 2,000 equity shares were allotted to Krishnendu Biswas	34,000	10.00	10.00	Cash	3,333,000
August 17, 2018	Private placement	14,705 equity shares were allotted to Pradeep Sukhani and 10,000 equity shares were allotted to Kiran Kumar Shetty	24,705	10.00	170.00	Cash	3,357,705
October 1, 2019	Rights issue	28,800 equity shares were allotted to Aditya Narayan Mishra, 19,200 equity shares were allotted to Santhosh Kumar Nair, 6,500 equity shares to Anup Narendran Menon, 4,000 equity shares to Nandakumar M, 6,500 equity shares to Soby Mathew, 6,500 equity shares to Ganesh Padmanabhan, 2,500 equity shares to Piyush Jain, 3,000 equity shares to Rupal Kanchan, 3,000 equity shares to Sheetal Rathore	80,000	10.00	10.00	Cash	3,437,705
March 16, 2021	Rights issue	27,300 equity shares were allotted to Aditya Narayan Mishra, 18,200 equity shares were allotted to Santhosh Kumar Nair, 8,000 equity shares were allotted to Anup Narendran Menon, 8,000 equity shares were allotted to Soby Mathew, 8,000 equity shares were allotted to Ganesh Padmanabhan, 2,500 equity shares	80,000	10.00	10.00	Cash	3,517,705

Date of allotment	Nature of allotment	Names of allottees and details of equity shares allotted	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
		were allotted to Piyush Jain, 4,500 equity shares were allotted to Rupal Kanchan, and 3,500 equity shares were allotted to Sheetal Rathore					
November 20, 2021	Bonus issue as on the record date i.e. November 10, 2021 in the ratio of one equity shares for every nine equity shares held	199,542 equity shares were allotted to Pandiarajan Karuppasamy, 71,131 equity shares were allotted to Hemalatha Rajan, 63,964 equity shares were allotted to Aditya Narayan Mishra, 43,031 equity shares were allotted to Santhosh Kumar Nair, 2,500 equity shares were allotted to Anup Narendran Menon, 2,500 equity shares were allotted to Soby Mathew, 2,500 equity shares were allotted to Ganesh Padmanabhan, 722 equity shares were allotted to Piyush Jain, 167 equity shares were allotted to Pranav Bhrambhatt, 222 equity shares were allotted to Krishendu Biswas, 1,634 equity shares were allotted to Pradeep Sukhani, 1,111 equity shares were allotted to Kiran Kumar Shetty, 1,111 equity shares were allotted to Banu S, 722 equity shares were allotted to Sheetal Rathore	390,857	10.00	N.A.	N.A.	3,908,562
March 9, 2022	Allotment pursuant to conversion of 0.01% optionally convertible preference shares into equity shares	153,460 equity shares were allotted to Pandiarajan Karuppasamy, and 106,000 equity shares were allotted to Hemalatha Rajan	259,460	10.00	N.A.	N.A.	4,168,022
March 30, 2022	Private placement	16,639 equity shares were allotted to V.V.V and Sons Edible Oils Limited	16,639	10.00	1,202	Cash	4,184,661
April 26, 2022	Private placement	4,159 equity shares were allotted to Chinnia Gounder Subramanian*, 8,307 equity shares were allotted to Celia C Kamath*, 4,159 equity shares were allotted to Sambasivan Viswanathan and Vidya Viswanathan, 4,159 equity shares were allotted to Stephen Francis Colaco, 1,000 equity shares were allotted to Rajaram Ramesh*, and 1,000 equity shares were allotted to Alwarsamy. A	22,784	10.00	1,202.00	Cash	4,207,445
May 2, 2022	Private placement	831 equity shares were allotted to S. Suresh Babu, 8,319 equity shares were allotted to Sri Kaliswari Fireworks Private Limited, 29,118 equity shares were allotted to Zoho Corporation Private Limited, 2,079 equity shares were allotted to Chandu Nair, 2,000 equity shares were allotted to Tamilmani Muthusamy, 832 equity shares were allotted to Hemachandran L, 167 equity shares were allotted to Sri Harikrishna Fireworks, 167 equity shares were allotted to Sri Krishna Fire Works Factory Private Limited, 167 equity shares were allotted to Sri Krishna Fire Works Industries and 749 equity shares were allotted to The Meenambal Match Factory	44,429	10.00	1,202.00	Cash	4,251,874
May 5, 2022	Private placement	831 equity shares were allotted to CK, Kumaravel	831	10.00	1,202.00	Cash	4,252,705
May 12, 2022	Private placement	2,080 equity shares were allotted to Ashok Matches and Timber Industries Private Limited, and 2,079 equity shares were allotted to G. Jawahar	4,159	10.00	1,202.00	Cash	4,256,864
May 21, 2022	Private placement	2,080 equity shares were allotted to Vidya Gerard, 2,100 equity shares were allotted to CK Airtech India Private Limited, 2,080 equity shares were allotted	23,186	10.00	1,202.00	Cash	4,280,050

Date of allotment	Nature of allotment	Names of allottees and details of equity shares allotted	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
		to Govindaswamy Mahesh Babu, 2,079 equity shares were allotted to Rajeswari Ramanan*, 1,500 equity shares were allotted to L.G Ramaswamy, 700 equity shares were allotted to P. Sivaraju, 1,663 equity shares were allotted to Sebi Chacko, 1 equity share was allotted to G. Jawahar, 2,080 equity shares were allotted to Cojudson Jebaraj and Anita Christobel Ratnasamy, 2,080 equity shares were allotted to Sunila Rajan, 832 equity shares were allotted to Suhaas Rajan, 2,080 equity shares were allotted to Hemalatha Rajan, 2,080 equity shares were allotted to Kelsa Management Solutions Private Limited, and 831 equity shares were allotted to Narasimhan S, 1,000 equity shares were allotted to Thamaraiselvi K					
June 16, 2022	Private placement	2,100 equity shares were allotted to Amudha K, 4,160 equity shares were allotted to Karthikeyan Dharmarajan*, 2,080 equity shares to Anurag Oberoi, and 1,248 equity shares to Shirley Vasantha Mohan	9,588	10.00	1,202.00	Cash	4,289,638
July 2, 2022	Private placement	2,098 equity shares were allotted to Ramesh Subramanian*, 9,723 equity shares were allotted to Bala Swaminathan Irrevocable Trust Deed (*represented by its trustee Gnanasekaran Swaminathan*)*, and 2,912 equity shares were allotted to Lakhshica Mohan and Vasanthamohan P	14,733	10.00	1,202.00	Cash	4,304,371
August 4, 2022	Private placement	2,080 equity shares were allotted to PV Subramanian, 1,664 equity shares were allotted to Meena Mohan, and 2,080 equity shares were allotted to Ramayee S	5,824	10.00	1,202.00	Cash	4,310,195
January 10, 2023	Private placement	15,716 equity shares were allotted to Mohit Gundecha and 15,716 equity shares were allotted to Suruchi Wagh	31,432	10.00	1,202.00	Other than cash(1)	4,341,627
February 1, 2023	Private placement	16,360 equity shares were allotted to Pandiarajan Karuppasamy, and 17,015 equity shares were allotted to Hemalatha Rajan	33,375	10.00	1,202.00	Other than cash(2)	4,375,002
March 6, 2023	Private placement	500 equity shares were allotted to R. Ravishankar, and 2,079 equity shares were allotted Murugavel Janakiraman	2,579	10.00	1,202.00	Cash	4,377,581
March 31, 2023	Private placement	8,319 equity shares were allotted to Cavinkare Private Limited, 4,159 equity shares were allotted to Srinivasa Raghavan S, 790 equity shares were allotted to Pandiarajan Karuppasamy, 790 equity shares were allotted to Hemalatha Rajan	14,058	10.00	1,202.00	Cash	4,391,639
June 12, 2023	Private placement	1,248 equity shares were allotted to Vasanthamohan P	1,248	10.00	1,202.00	Cash	4,392,887
November 15, 2023	Allotment pursuant to conversion of 9% compulsory convertible debentures into equity shares	20,799 equity shares were allotted to Arunkumar Nerur Thiagarajan, 6,240 equity shares were allotted to Rajan Chellamani Nadar, 2,600 equity shares were allotted to Parthasarathy Rangarajan, 10,399 equity shares were allotted to L.K.M Adhi, 1,300 equity shares were allotted to K Sekar, 1,300 equity shares were allotted to Bhaskaran V, 2,600 equity shares were allotted to Rahul Ravindran, 2,600 equity shares were allotted to Vishal Ravindran, 4,160 equity shares were allotted to Kunnath Girish Menon and Saraswathi Girish Menon, 5,200 equity shares were allotted to Muhil Nesi Vivekanandah, 2,600 equity	62,398	10.00	961.60	N.A.	4,455,285

Date of allotment	Nature of allotment	Names of allottees and details of equity shares allotted	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
		shares were allotted to Ashwini K.B, 2,600 equity shares were allotted to Rashmiprava Dash					
November 15, 2023	Bonus issue as on the record date i.e. November 15, 2023, in the ratio of three equity shares for every four equity shares held	1,602,454 equity shares were allotted to Pandiarajan Karuppasamy, 584,546 equity shares were allotted to Hemalatha Rajan, 511,575 equity shares were allotted to Aditya Narayan Mishra, 344,153 equity shares were allotted to Santhosh Kumar Nair, 18,750 equity shares were allotted to Ganesh Padmanabhan, 18,750 equity shares were allotted to Soby Mathew, 18,750 equity shares were allotted to Anup Narendran Menon, 11,250 equity shares were allotted to Doraiswamy Rajiv Krishnan, 12,254 equity shares were allotted to Pradeep Sukhani, 12,479 equity shares were allotted to V.V.V and Sons Edible Oils Limited, 8,333 equity shares were allotted to Kiran Kumar Shetty, 8,333 equity shares were allotted to Banu S, 5,417 equity shares were allotted to Piyush Jain, 5,417 equity shares were allotted to Sheetal Rathore, 1,667 equity shares were allotted to Krishnendu Biswas, 1,250 equity shares were allotted to Pranav Bhrambhatt, 750 equity shares were allotted to Hastha Sivaramakrishnan, 3,119 equity shares were allotted to Chinnia Gounder Subramanian*, 6,230 equity shares were allotted to Celia C Kamath*, 3,119 equity shares were allotted to Sambasivan Viswanathan and Vidya Viswanathan, 3,119 equity shares were allotted to Stephen Francis Colaco, 750 equity shares were allotted to Rajaram Ramesh*, 750 equity shares were allotted to Alwarsamy. A, 623 equity shares were allotted to S. Suresh Babu, 6,239 Equity Shares were allotted to Sri Kaliswari Fireworks Private Limited, 21,839 equity shares were allotted to Zoho Corporation Private Limited, 1,559 equity shares were allotted to Chandu Nair, 1,500 equity shares were allotted to Tamilmani Muthusamy, 624 equity shares were allotted to Hemachandran L, 125 equity shares were allotted to Sri Harikrishna Fireworks, 125 equity shares were allotted to Sri Krishna Fire Works Factory Private Limited, 125 equity shares were allotted to Sri Krishna Fire Works Industries, 562 equity shares were allotted to The Meenambal Match Factory, 623 equity shares were allotted to C K Kumaravel, 1,560 equity shares were allotted to Ashok Matches and Timber Industries Private Limited, 1,560 equity shares were allotted to Vidya Gerard, 1,575 equity shares were allotted to CK Airtech India Private Limited, 1,560 equity shares were allotted to Govindaswamy Mahesh Babu, 1,559 equity shares were allotted to Rajeswari Ramanan*, 1,125 equity shares were allotted to L.G Ramaswamy, 525 equity shares were allotted to P. Sivaraju, 1,247 equity shares were allotted to Sebi Chacko, 1,560 equity shares were allotted to G. Jawahar, 1,560 equity shares were allotted to Cojudson Jebaraj and Anita Christobel Ratnasamy, 1,560 equity shares were allotted to Sunila Rajan, 624 equity shares were allotted to Suhaas Rajan, 1,560 equity	3,341,460	10.00	N.A.	N.A.	7,796,745

Date of allotment	Nature of allotment	Names of allottees and details of equity shares allotted	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
		shares were allotted to Kelsa Management Solutions Private Limited, 623 equity shares were allotted to Narasimhan S, 750 equity shares were allotted to Thamaraiselvi K, 1,575 equity shares were allotted to Amudha K, 3,120 equity shares were allotted to Karthikeyan Dharmarajan*, 1,560 equity shares were allotted to Anurag Oberoi, 936 equity shares were allotted to Shirley Vasantha Mohan, 7,292 equity shares were allotted to Bala Swaminathan Irrevocable Trust Deed dated October 6, 2016 (*represented by its trustee Gnanasekaran Swaminathan*)*, 2,184 equity shares were allotted to Lakhshica Mohan and Vasantha Mohan P, 1,574 equity shares were allotted to Ramesh Subramanian*, 1,560 equity shares were allotted to PV Subramanian, 1,248 equity shares were allotted to Meena Mohan, 1,560 equity shares were allotted to Ramayee S, 11,787 equity shares were allotted to Mohit Gundecha, 11,787 equity shares were allotted to Suruchi Wagh, 375 equity shares were allotted to R Ravisankar, 1,559 equity shares were allotted to Murugavel Janakiraman, 6,239 equity shares were allotted to Cavinkare Private Limited, 3,119 equity shares were allotted to Srinivasa Raghavan S, 936 equity shares were allotted to Vasanthamohan P, 144 equity shares were allotted to Sunil Gandhi, 15,599 equity shares were allotted to Arunkumar Nerur Thiagarajan, 4,680 equity shares were allotted to Rajan Chellamani Nadar, 1,950 equity shares were allotted to Parthasarathy Rangarajan, 7,799 equity shares were allotted to L.K.M Adhi, 975 equity shares were allotted to K Sekar, 975 equity shares were allotted to Bhaskaran V, 1,950 equity shares were allotted to Rahul Ravindran, 1,950 equity shares were allotted to Vishal Ravindran, 3,120 equity shares were allotted to Kunnath Girish Menon and Saraswathi Girish Menon, 3,900 equity shares were allotted to Muhil Nesi Vivekanandah, 1,950 equity shares were allotted to Ashwini K.B and 1,950 equity shares were allotted to Rashmiprava Dash					
December 28, 2023	Private placement	1,230 equity shares were allotted to Meenakshisundaram Ramachandran	1,230	10.00	1,026.00	Other than cash(3)	7,797,975
December 28, 2023	Private placement	1,022 equity shares were allotted to Mohit Gundecha, 1,022 equity shares were allotted to Suruchi Wagh, 362 equity shares were allotted to Prashant Ravishankar Chaudhari, 386 equity shares were allotted to Munot Pratik Rajendra, 386 equity shares were allotted to Mansi Manoj Tolani	3,178	10.00	1,026.00	Other than cash(4)	7,801,153
January 22, 2024	Private placement	2,500 equity shares were allotted to Ganesan Ramasubbu, 2,436 equity shares were allotted to Somu Chockalingam, 2,436 equity shares were allotted to Sandhya Somu, 1,250 equity shares were allotted to Vignesh Shanker N, 1,250 equity shares were allotted to Roopashree B E, 1,000 equity shares were allotted to Celina Prashant Arya, 999 equity shares were allotted to Jeyaprathapan Sobanakumari Karunakaran, 4,873 equity shares were allotted	121,321	10.00	1,026.00	Cash	7,922,474

Date of allotment	Nature of allotment	Names of allottees and details of equity shares allotted	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
		to Ragupathi Govindaraj Srinivasan, 974 equity shares were allotted to Amutha Thayammal Sundaresan, 7,500 equity shares were allotted to T Vijayaraghavan, 7,500 equity shares were allotted to Lakhmi Vijayaraghavan, 5,000 equity shares were allotted to Kala Sundarvedha, 5,000 equity shares were allotted to Narayan Santhanam, 5,000 equity shares were allotted to Sridhar Sundararajan, 5,000 equity shares were allotted to Srinath Sridhar, 5,000 equity shares were allotted to Sundararajan Sridhar HUF, 5,000 equity shares were allotted to Daya Sridhar, 12,000 equity shares were allotted to Niddodi Subrao Rajan, 693 equity shares were allotted to Vinod Sivadas, 2,500 equity shares were allotted to R Sashi Kumar, 500 equity shares were allotted to Ashok Kumar Mimani, 2,500 equity shares were allotted to Shishir Varma, 2,436 equity shares were allotted to Gopalakrishnan Vellore Kalyanaraman, 974 equity shares were allotted to Nilima Subhash Gardi, 30,000 equity shares were allotted to Bhavana Govindbhai Desai, 2,000 equity shares were allotted to Parthiv Vijay Shah, 2,000 equity shares were allotted to Santosh Bharat Bagrecha and Bharatkumar Vardhichandji Bagrecha, 2,000 equity shares were allotted to Manish Kumar Jain, 500 equity shares were allotted to M Saravanan, and 500 equity shares were allotted to Lalitha Saravanan					
February 9, 2024	Private placement	2,400 equity shares were allotted to Vasanthamohan P, 1,000 equity shares were allotted to Sunayana Datta, 2,500 equity shares were allotted to Khivraj Motors Private Limited, 1,000 equity shares were allotted to Ramesh Kumar K T, 974 equity shares were allotted to Raja Pandian Edwin Samuel, 1,471 equity shares were allotted to Lagapriya R, 984 equity shares were allotted to Thirupathi Raja K, 1,000 equity shares were allotted to Vaishali Rahul Suradkar, 1,950 equity shares were allotted to Navaneel Kar, 2,437 equity shares were allotted to Stockhifi Advisory Services Private Limited, 500 equity shares were allotted to Vedant Jhaver, 975 equity shares were allotted to Chinnakulandhai Natarajan Viswanathan, 975 equity shares were allotted to B Dhamayanthi, 4,200 equity shares were allotted to Revathi Sapthasayee, 10,000 equity shares were allotted to Krishnakumar S Davey*, 3,000 equity shares were allotted to Cecil Manoaj Sunder, 1,949 equity shares were allotted to Natarajan Girish, 2,924 equity shares were allotted to Murugananth Subbiah, 2,000 equity shares were allotted to Ramakrishnan Jayabalasubramanian, 500 equity shares were allotted to Gandhimathi Thirugnanasambandam, 500 equity shares were allotted to Usha J., 4,873 equity shares were allotted to Kalyanasundaram Sathyanarayanan, 980 equity shares were allotted to Vishal Mehta, 500 equity shares were allotted to Nithya Abisha Ruth Jeyakumar, 500 equity shares were allotted to S. Jayasingh	50,092	10.00	1,026.00	Cash	7,972,566

Date of allotment	Nature of allotment	Names of allottees and details of equity shares allotted	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
March 16, 2024	Private placement	19,844 equity shares were allotted to Arjun Gupta	19,844	10.00	1,026.00	Other than cash(5)	7,992,410
March 30, 2024	Private placement	2,436 equity shares were allotted to Mrunal Chetan Mangalwedhe, 2,436 equity shares were allotted to Rahul Jagadish, 488 equity shares were allotted to N Chandrasekaran, 9,750 equity shares were allotted to Gayatri Krishnamurthy, 974 equity shares were allotted to Krishnamurthy Balasubramanian, 2,500 equity shares were allotted to Natarajan Chockalingam, 2,500 equity shares were allotted to Naveendra Kumar Reddy Kolathur, 2,500 equity shares were allotted to Ganeshan Suppiah, 974 equity shares were allotted to Jegadeesan Duraipandian, 975 equity shares were allotted to Manish Ramakrishnan, 975 equity shares were allotted to Navanitha Krishnan Perumal	26,508	10.00	1,026.00	Cash	8,018,918
March 31, 2024	Rights issue	455 equity shares were allotted to Rahul Ravindran, 110 equity shares were allotted to Rajan Chellamani Nadar, 800 equity shares were allotted to Rajaram Ramesh*, 123 equity shares were allotted to Meenakshisundaram Ramachandran, 243 equity shares were allotted to Stockhifi Advisory Services Pvt Ltd, 125 equity shares were allotted to Roopashree B E, 100 equity shares were allotted to Santhosh Kumar Nair, 200 equity shares were allotted to Gandhimathi Thirugnanasambandam, 130 equity shares were allotted to P . Sivaraju, 25 equity shares were allotted to Soby Mathew, 600 equity shares were allotted to Suhaas Rajan, 600 equity shares were allotted to Sunila Rajan, 125 equity shares were allotted to Vignesh Shanker N, 98 equity shares were allotted to Vishal Mehta, 455 equity shares were allotted to Vishal Ravindran, 5,435 equity shares were allotted to Zoho Corporation Private Limited, 500 equity shares were allotted to Arunkumar Nerur Thiagarajan, 50 equity shares were allotted to K. Kiran Kumar Shetty, 1,000 equity shares were allotted to Lakhshica Mohan, 4,136 equity shares were allotted to Vasanthamohan P, 364 equity shares were allotted to Ashok Matches and Timber Industries Private Limited, 1,000 equity shares were allotted to Chandu Nair, 1,000 equity shares were allotted to Shirley Vasanthamohan, 99 equity shares were allotted to Jeyaprathapan Sobanakumari Karunakaran, 50 equity shares were allotted to M Saravanan, 543 equity shares were allotted to Arjun Gupta, 500 equity shares were allotted to Padma Padmanabhan, 271 equity shares were allotted to Sumathi Rajamanickam, 1,819 equity shares were allotted to L.K. M Adhi, 2,700 equity shares were allotted to Cavinkare Private Limited, 243 equity shares were allotted to Gopalakrishnan Vellore Kalyanaraman, 200 equity shares were allotted to Parthiv Vijay Shah, 300 equity shares were allotted to Santosh Bharat Bagrecha, 147 equity shares were allotted to Lagapriya R, 5,000 equity shares were allotted to Pandiarajan Karuppasamy, 7,716 equity	65,223	10.00	920.00	Cash	8,084,141

Date of allotment	Nature of allotment	Names of allottees and details of equity shares allotted	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
		shares were allotted to Hemalatha Rajan, 825 equity shares were allotted to Amudha K, 110 equity shares were allotted to Banu S, 727 equity shares were allotted to Chinnia Gounder*, 100 equity shares were allotted to Celina Prashant Arya, 367 equity shares were allotted to CK Airtech India Private Limited, 97 equity shares were allotted to B Dhamayanthi, 97 equity shares were allotted to C. N Viswanathan, 1,000 equity shares were allotted to Krishnakumar S Davey*, 25 equity shares were allotted to Ganesh S Padmanabhan, 2,728 equity shares were allotted to Kunnath Girish Menon and Saraswathi Girish Menon, 175 equity shares were allotted to Hastha Sivaramakrishnan, 2,125 equity shares were allotted to Kalyani Krishnan, 364 equity shares were allotted to Kelsa Management Solutions Private Limited, 50 equity shares were allotted to Lalitha Saravanan, 363 equity shares were allotted to Murugavel Janakiraman, 1,086 equity shares were allotted to Natarajan Girish, 30 equity shares were allotted to Prashant Ravishankar Chaudhari, 455 equity shares were allotted to Parthasarathy Rangarajan, 100 equity shares were allotted to Aditya Narayan Mishra, 87 equity shares were allotted to Ramakrishnan Ravisankar, 727 equity shares were allotted to Sambasivan Viswanathan and Vidya Viswanathan, 12,324 equity shares were allotted to Sri Kaliswari Fireworks Private Limited, 1,086 equity shares were allotted to The Meenambal Match Factory, 543 equity shares were allotted to G Jawahar, 50 equity shares were allotted to Mohit Gundecha, 50 equity shares were allotted to Suruchi Wagh, 455 equity shares were allotted to Aswini K B, 487 equity shares were allotted to Kalyanasundaram Sathyanarayanan, 98 equity shares were allotted to K Thirupathi Raja, 1,200 equity shares were allotted to Niddodi Subrao Rajan, 30 equity shares were allotted to Munot Pratik Rajendra					
May 14, 2024	Private placement	2,437 equity shares were allotted to Bikramjit Maitra, 500 equity shares were allotted to Akshitha Jayakumar, 1,000 equity shares were allotted to Arjun Veeriah	3,937	10.00	1,026.00	Cash	8,088,078
Pursuant to resolutions passed by our Shareholders in their meeting June 10, 2024, respectively, the authorized share capital of our Company was sub-divided from 11,000,000 equity shares of face value of ₹ 10 each to 55,000,000 Equity Shares of face value of ₹ 2 each. Accordingly, the issued, subscribed, and paid-up equity share capital of our Company was sub-divided from 8,088,078 equity shares of face value of ₹ 10 per equity share to 40,440,390 equity shares of face value of ₹ 2 per equity share.							
June 10, 2024	Exercise of stock option pursuant to ESOP Plan 2022	9,625 Equity Shares were allotted to Sunder Jayakumar	9,625	2.00	2.00	Cash	40,450,015
July 10, 2024	Private placement	7,000 Equity Shares were allotted to N K Ranganathan, 5,000 Equity Shares were allotted to Sharran Ranganath, 5,000 Equity Shares were allotted to Arjun Ranganath, 7,500 Equity Shares were allotted to Sangeetha Ranganath	24,500	2.00	205.20	Cash	40,474,515

Date of allotment	Nature of allotment	Names of allottees and details of equity shares allotted	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
July 10, 2024	Private placement	168,838 Equity Shares were allotted to Pandiarajan Karuppasamy, 270,209 Equity Shares were allotted to Hemalatha Rajan, 320,163 Equity Shares were allotted to Doraiswamy Rajiv Krishnan, 10,176 Equity Shares were allotted to Sumathi Rajamanikam, 828 Equity Shares were allotted to Nirupama VG, 828 Equity Shares were allotted to Mustafa Moochhala, 808 Equity Shares were allotted to Vivekanandha R, 1,617 Equity Shares were allotted to Vasanthamohan, 808 Equity Shares were allotted to Kandaswamy M, 808 Equity Shares were allotted to Amudha Kandasamy, 808 Equity Shares were allotted to Rajadurai A, 1,617 Equity Shares were allotted to Shirley Vasanthamohan, 828 Equity Shares were allotted to Srinivasan Varadarajan, 5,081 Equity Shares were allotted to Rowena Scurville	783,417	2.00	205.20	Other than cash(6)	41,257,932
July 10, 2024	Private placement	7,766 Equity Shares were allotted to Aditya Narayan Mishra, and 6,212 Equity Shares were allotted to Santhosh Kumar Nair	13,978	2.00	205.20	Other than cash(7)	41,271,910
July 10, 2024	Private placement	24,366 Equity Shares were allotted to Kiran Kumar Shetty, 21,929 Equity Shares were allotted to V. Balaji, 21,929 Equity Shares were allotted to Sandeep Kishan Jampana	68,224	2.00	205.20	Other than cash(8)	41,340,134
July 10, 2024	Private placement	257,170 Equity Shares were allotted to Pandiarajan Karuppasamy, 185,463 Equity Shares were allotted to Hemalatha Rajan, 73,772 Equity Shares were allotted to Sunila Rajan, 221,317 Equity Shares were allotted to Doraiswamy Rajiv Krishnan	737,722	2.00	205.20	Other than cash(9)	42,077,856
September 21, 2024	Private placement	12,183 Equity Shares were allotted to Jyothi Vasudev Anandaram, 5,000 Equity Shares were allotted to Aarthy Navaneethan, 5,000 Equity Shares were allotted to Meena Murugappan, 5,000 Equity Shares were allotted to Muthunagalingam Amaranathan, 12,200 Equity Shares were allotted to Jannathul Alia, 4,875 Equity Shares were allotted to Jayasree Raghavan, 5,000 Equity Shares were allotted to Poonam Bhatia, 5,000 Equity Shares were allotted to A. Mahalakshmi, 5,000 Equity Shares were allotted to Sripriya Chari, 7,309 Equity Shares were allotted to Natarajan Girish.	66,567	2.00	205.20	Cash	42,144,423
October 16, 2024	Private placement	61,561 Equity Shares were allotted to Prahlad Rao, 30,780 Equity Shares were allotted to Rathna Sundara Rajan, 92,341 Equity Shares were allotted to Sundara Rajan Aravamuthan	184,682	2.00	205.20	Other than cash(10)	42,329,105
October 30, 2024	Private placement	4,900 Equity Shares were allotted to Varun Saxena, 12,500 Equity Shares were allotted to Raveendranath Madavana Venugopala Kamath, 12,200 Equity Shares were allotted to K S Kamalakannan, 6,100 Equity Shares were allotted to Lakshmi Vijayanand, 6,100 Equity Shares were allotted to M Jayalalitha, 12,200 Equity Shares were allotted to Mageshwari Kannan, 12,200 Equity Shares were allotted to Sounder Kannan, 100,000 Equity Shares were allotted to Yogesh Misra	166,200	2.00	205.20	Cash	42,495,305

Date of allotment	Nature of allotment	Names of allottees and details of equity shares allotted	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
October 30, 2024	Exercise of stock option pursuant to ESOP Plan 2022	7,200 Equity Shares were allotted to Subham Banerjee	7,200	2.00	2.00	Cash	42,502,505

See, "Risk Factors - There have been few instances of non-compliances, including with respect to certain regulatory filings for corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties for any such non-compliance and our business, financial condition and reputation may be adversely affected" on page [●].

(1) *31,432 equity shares of the Company were allotted to Mohit Gundecha and Suruchi Wagh, the shareholders of our Subsidiary, Next Leap Career Solutions Private Limited, towards payment of the non-cash portion of the total consideration payable for the acquisition of 85.18% of the equity share capital of Next Leap Career Solutions Private Limited pursuant to a share purchase agreement dated November 30, 2022 entered into amongst the Company, Next Leap Career Solutions Private Limited, Mohit Gundecha, Suruchi Wagh and the selling shareholders of Next Leap Career Solutions Private Limited. For further details see "History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Next Leap Career Solutions Private Limited" on page 257.*

(2) *33,375 equity shares of the Company were issued to Pandiarajan Karuppasamy and Hemalatha Rajan, the shareholders of Ma Foi Strategic Consultants Private Limited towards payment of the consideration payable for the acquisition of 51.00 % of the equity share capital of Ma Foi Strategic Consultants Private Limited pursuant to agreement dated January 11, 2023, between our Company and Ma Foi Strategic Consultants Private Limited. For further details see "History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Ma Foi Strategic Consultants Private Limited" on page 257.*

(3) *1,230 equity shares of the Company were allotted to Meenakshisundaram Ramachandran, shareholder of Aargee Staffing Services Private Limited towards payment of the non-cash portion of the total consideration payable for the acquisition of 100.00 % of the equity share capital held by her in Aargee Staffing Services Private Limited, pursuant to share purchase agreement dated November 23, 2023 entered into between our Company, Aargee Staffing Services Private Limited , Meenakshisundaram Ramachandran, Seshadari Badarinarayan and other shareholders of Aargee Staffing Services Private Limited. For further details see "History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Aargee Staffing Services Private Limited" on page 257.*

(4) *3,178 equity shares of the Company were allotted to the shareholders of our Subsidiary, Next Leap Career Solutions Private Limited, towards payment of the non-cash portion of the total consideration payable for the acquisition of 8.95 % of the equity share capital of Next Leap Career Solutions Private Limited pursuant to a share purchase agreement dated November 30, 2022 entered into amongst the Company, Next Leap Career Solutions Private Limited, promoters and the selling shareholders of Next Leap Career Solutions Private Limited. For further details see "History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Next Leap Career Solutions Private Limited" on page 257.*

(5) *19,844 Equity Shares of the Company were allotted to Arjun Gupta, shareholder of Firstventure Corporation Private Limited, towards payment of the consideration payable for the acquisition of 51.71 % of the equity share capital held by him in Firstventure Corporation Private Limited, pursuant to a share purchase agreement dated February 28, 2024 and shareholders' agreement dated February 29, 2024, entered into between our Company, Firstventure Corporation Private Limited, promoters and the selling shareholders of Firstventure Corporation Private Limited For further details see "History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Firstventure Corporation Private Limited" on page 258.*

(6) *783,417 equity shares of the Company, were allotted to Pandiarajan Karuppasamy, Hemalatha Rajan, Doraiswamy Krishnan Rajiv, Sumathi Rajamanikam, Nirupama VG, Mustafa Moochhala, Vivekanandha R, Vasanthamohan, Kandaswamy M, Amudha Kandasamy, Rajadurai A, Shirley Vasanthamohan, Srinivasan Varadarajan, Rowena Scurville, the shareholders of Ma Foi Strategic Consultants Private Limited towards payment of the consideration for the acquisition of 49.00% of the equity share capital of Ma Foi Strategic Consultants Private Limited pursuant to agreement dated July 10, 2024, between our Company and shareholders of Ma Foi Strategic Consultants Private Limited. For further details see "History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Ma Foi Strategic Consultants Private Limited" on page 257.*

(7) *13,978 Equity Shares of the Company, were allotted to Aditya Narayan Mishra and Santhosh Kumar Nair pursuant to the share-based reward program in lieu of their service contribution to the Company.*

(8) *68,224 Equity Shares of the Company were allotted to Kiran Kumar Shetty, V. Balaji, Sandeep Kishan Jampana, shareholders of Integrum Technologies Private Limited, towards payment of the non-cash portion of the total consideration payable for the acquisition of 14.00 % of the equity share capital held by them in Integrum Technologies Private Limited, pursuant to share purchase agreement dated April 25. 2024 entered into between our Company, Integrum Technologies Private Limited, Kiran Kumar Shetty, V. Balaji and Sandeep Kishan Jampana.*

(9) *737,722 Equity Shares of the Company were allotted to Pandiarajan Karuppasamy, Hemalatha Rajan, Sunila Rajan, and Doraiswamy Rajiv Krishnan, shareholders of CIEL Skills and Careers Private Limited, payable for the acquisition of 49.01% of the equity share capital of CIEL Skills and Careers Private Limited.*

(10) *184,682 Equity Shares of the Company were allotted to Prahlad Rao, Rathna Sundara Rajan, Sundara Rajan Aravamuthan, shareholders of Thomas Assessments Private Limited, towards payment of the non-cash portion of the total consideration payable for the acquisition of 51.00 % of the equity share capital held by them in Thomas Assessments Private Limited and People Metrics Private Limited, pursuant to share purchase agreement dated October 4. 2024 entered into between our Company, Thomas Assessments Private Limited, People Metrics Private Limited, promoters and other shareholders of Thomas Assessments Private Limited and Thomas Assessments Private Limited. For further details see "History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Thomas Assessments Private Limited and People Metrics Private Limited" on page 258.*

2. **Details of secondary transactions involving the Promoters, Promoter Group and the Selling Shareholders:**

Except as disclosed in – "*Build-up of the Promoters' shareholding in our Company*" on page 100, there has been no acquisition of securities through secondary transactions by our Promoters, members of the Promoter Group and the Selling Shareholders, as on the date of this Draft Red Herring Prospectus. Our Promoters, Promoter Group and Selling Shareholders have not entered into any secondary transactions of the Equity Shares of the Company.

3. **Preference share capital history of our Company**

Our Company does not have any outstanding preference shares, as on the date of this Draft Red Herring Prospectus.

4. **Shares issued for consideration other than cash and by way of bonus issuance**

Except as disclosed below, our Company has not issued any equity shares for consideration other than cash and by way of bonus issuance since its incorporation.

Date of allotment	Reason/Nature of allotment	Names of allottees	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Benefits accrued to our Company
November 20, 2021	Bonus issue as on the record date i.e. November 10, 2021 in the ratio of one equity share for every nine equity shares held	199,542 equity shares were allotted to Pandiarajan Karuppasamy, 71,131 equity shares were allotted to Hemalatha Rajan, 63,964 equity shares were allotted to Aditya Narayan Mishra, 43,031 equity shares were allotted to Santhosh Kumar Nair, 2,500 equity shares were allotted to Anup Narendran Menon, 2,500 equity shares were allotted to Soby Mathew, 2,500 equity shares were allotted to Ganesh Padmanabhan, 722 equity shares were allotted to Piyush Jain, 167 equity shares were allotted to Pranav Bhrambhatt, 222 equity shares were allotted to Krishendu Biswas, 1,634 equity shares were allotted to Pradeep Sukhani, 1,111 equity shares were allotted to Kiran Kumar Shetty, 1,111 equity shares were allotted to Banu S, 722 equity shares were allotted to Sheetal Rathore	390,857	10	N.A.	-
March 9, 2022	Allotment pursuant to conversion of 0.01 % optionally convertible preference shares into equity shares	153,460 equity shares were allotted to Pandiarajan Karuppasamy, and 106,000 equity shares were allotted to Hemalatha Rajan	259,460	10	N.A.	-
January 10, 2023	Private placement	15,716 equity shares were allotted to Mohit Gundecha and 15,716 equity shares were allotted to Suruchi Wagh	31,432	10	1,202.00	Issued by our Company as part consideration (other than cash component) for acquisition of 85.18 % of the equity share capital of our Subsidiary, Next Leap Career

Date of allotment	Reason/Nature of allotment	Names of allottees	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Benefits accrued to our Company
						Solutions Private Limited
February 1, 2023	Private placement	16,360 equity shares were allotted to Pandiarajan Karuppasamy, and 17,015 equity shares were allotted to Hemalatha Rajan	33,375	10	1,202.00	Issued by our Company as part consideration (other than cash component) for acquisition of 51.00% of the equity share capital of Ma Foi Strategic Consultants Private Limited
November 15, 2023	Allotment pursuant to conversion of 9.00 % compulsory convertible debentures into Equity Shares	20,799 equity shares were allotted to Arunkumar Nerur Thiagarajan, 6,240 equity shares were allotted to Rajan Chellamani Nadar, 2,600 equity shares were allotted to Parthasarathy Rangarajan, 10,399 equity shares were allotted to L.K.M Adhi, 1,300 equity shares were allotted to K Sekar, 1,300 equity shares were allotted to Bhaskaran V, 2,600 equity shares were allotted to Rahul Ravindran, 2,600 equity shares were allotted to Vishal Ravindran, 4,160 equity shares were allotted to Kunnath Girish Menon and Saraswathi Girish Menon, 5,200 equity shares were allotted to Muhil Nesi Vivekanandah, 2,600 equity shares were allotted to Ashwini K.B, 2,600 equity shares were allotted to Rashmiprava Dash	62,398	10	961.60	-
November 15, 2023	Bonus issue as on the record date i.e. November 15, 2023, in the ratio of three Equity Shares for every four Equity Shares held	1,602,454 equity shares were allotted to Pandiarajan Karuppasamy, 584,546 equity shares were allotted to Hemalatha Rajan, 511,575 equity shares were allotted to Aditya Narayan Mishra, 344,153 equity shares were allotted to Santhosh Kumar Nair, 18,750 equity shares were allotted to Ganesh Padmanabhan, 18,750 equity shares were allotted to Soby Mathew, 18,750 equity shares were allotted to Anup Narendran Menon, 11,250 equity shares were allotted to Doraiswamy Rajiv Krishnan, 12,254 equity shares were allotted to Pradeep Sukhani, 12,479 equity shares were allotted to V.V.V and Sons Edible Oils Limited, 8,333 equity shares were allotted to Kiran Kumar Shetty, 8,333 equity shares were allotted to Banu S, 5,417 equity shares were allotted to Piyush Jain, 5,417 equity shares were allotted to Sheetal Rathore, 1,667 equity shares were allotted to Krishnendu Biswas, 1,250 equity shares were allotted to Pranav Bhrambhatt, 750 equity shares were allotted to Hastha Sivaramakrishnan, 3,119 equity shares were allotted to Chinnia Gounder Subramanian,	3,341,460	10	N.A.	-

Date of allotment	Reason/Nature of allotment	Names of allottees	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Benefits accrued to our Company
		6,230 equity shares were allotted to Celia C Kamath, 3,119 equity shares were allotted to Sambasivan Viswanathan and Vidya Viswanathan, 3,119 equity shares were allotted to Stephen Francis Colaco, 750 equity shares were allotted to Rajaram Ramesh, 750 equity shares were allotted to Alwarsamy. A, 623 equity shares were allotted to S. Suresh Babu, 6,239 Equity Shares were allotted to Sri Kaliswari Fireworks Private Limited, 21,839 equity shares were allotted to Zoho Corporation Private Limited, 1,559 equity shares were allotted to Chandu Nair, 1,500 equity shares were allotted to Tamilmani Muthusamy, 624 equity shares were allotted to Hemachandran L, 125 equity shares were allotted to Sri Harikrishna Fireworks, 125 equity shares were allotted to Sri Krishna Fire Works Factory Private Limited, 125 equity shares were allotted to Sri Krishna Fire Works Industries, 562 equity shares were allotted to The Meenambal Match Factory, 623 equity shares were allotted to C K Kumaravel, 1,560 equity shares were allotted to Ashok Matches and Timber Industries Private Limited, 1,560 equity shares were allotted to Vidya Gerard, 1,575 equity shares were allotted to CK Airtech India Private Limited, 1,560 equity shares were allotted to Govindaswamy Mahesh Babu, 1,559 equity shares were allotted to Rajeswari Ramanan, 1,125 equity shares were allotted to L.G Ramaswamy, 525 equity shares were allotted to P. Sivaraju, 1,247 equity shares were allotted to Sebi Chacko, 1,560 equity shares were allotted to G. Jawahar, 1,560 equity shares were allotted to Cojudson Jebaraj and Anita Christobel Ratnasamy, 1,560 equity shares were allotted to Sunila Rajan, 624 equity shares were allotted to Suhaas Rajan, 1,560 equity shares were allotted to Kelsa Management Solutions Private Limited, 623 equity shares were allotted to Narasimhan S, 750 equity shares were allotted to Thamaraiselvi K, 1,575 equity shares were allotted to Amudha K, 3,120 equity shares were allotted to Karthikeyan Dharmarajan, 1,560 equity shares were allotted to Anurag Oberoi, 936 equity shares were allotted to Shirley Vasantha Mohan, 7,292 equity shares were allotted to Bala Swaminathan Irrevocable Trust Deed dated October 6, 2016 (represented by its trustee Gnanasekaran Swaminathan), 2,184 equity shares were allotted to Lakhshica Mohan and Vasantha Mohan P, 1,574 equity shares were allotted to Ramesh Subramanian, 1,560 equity shares were allotted to PV Subramanian, 1,248 equity shares were allotted to Meena Mohan, 1,560 equity shares were allotted to Ramayee S, 11,787 equity shares were allotted to Mohit Gundecha, 11,787 equity shares were allotted to Suruchi Wagh, 375 equity shares were allotted to R Ravisankar, 1,559 equity shares were allotted to Murugavel Janakiraman, 6,239 equity shares were allotted to Cavinkare				

Date of allotment	Reason/Nature of allotment	Names of allottees	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Benefits accrued to our Company
		Private Limited, 3,119 equity shares were allotted to Srinivasa Raghavan S, 936 equity shares were allotted to Vasanthamohan P, 144 equity shares were allotted to Sunil Gandhi, 15,599 equity shares were allotted to Arunkumar Nerur Thiagarajan, 4,680 equity shares were allotted to Rajan Chellamani Nadar, 1,950 equity shares were allotted to Parthasarathy Rangarajan, 7,799 equity shares were allotted to L.K.M Adhi, 975 equity shares were allotted to K Sekar, 975 equity shares were allotted to Bhaskaran V, 1,950 equity shares were allotted to Rahul Ravindran, 1,950 equity shares were allotted to Vishal Ravindran, 3,120 equity shares were allotted to Kunnath Girish Menon and Saraswathi Girish Menon, 3,900 equity shares were allotted to Muhil Nesi Vivekanandah, 1,950 equity shares were allotted to Ashwini K.B and 1,950 equity shares were allotted to Rashmiprava Dash				
December 28, 2023	Private placement	1,230 equity shares were allotted to Meenakshisundaram Ramachandran	1,230	10	1,026.00	Issued by our Company as part consideration (other than cash component) for acquisition of 100.00% of the equity share capital held by her in M/s. Aargee Staffing Services Private Limited
December 28, 2023	Private placement	1,022 equity shares were allotted to Mohit Gundecha, 1,022 equity shares were allotted to Suruchi Wagh, 362 equity shares were allotted to Prashant Ravishankar Chaudhari, 386 equity shares were allotted to Munot Pratik Rajendra, 386 equity shares were allotted to Mansi Manoj Tolani	3,178	10	1,026.00	Issued by our Company as part consideration (other than cash component) for acquisition of 8.95% of the equity share capital of our Subsidiary, Next Leap Career Solutions

Date of allotment	Reason/Nature of allotment	Names of allottees	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Benefits accrued to our Company
						Private Limited
March 16, 2024	Private placement	19,844 equity shares were allotted to Arjun Gupta	19,844	10	1,026.00	Issued by our Company as part consideration (other than cash component) for acquisition of 51.71% of the equity share capital of Firstventure Corporation Private Limited.
July 10, 2024	Private placement	168,838 Equity Shares were allotted to Pandiarajan Karuppasamy, 270,209 Equity Shares were allotted to Hemalatha Rajan, 320,163 Equity Shares were allotted to Doraiswamy Rajiv Krishnan, 10,176 Equity Shares were allotted to Sumathi Rajamanikam, 828 Equity Shares were allotted to Nirupama VG, 828 Equity Shares were allotted to Mustafa Moochhala, 808 Equity Shares were allotted to Vivekanandha R, 1,617 Equity Shares were allotted to Vasanthamohan, 808 Equity Shares were allotted to Kandaswamy M, 808 Equity Shares were allotted to Amudha Kandasamy, 808 Equity Shares were allotted to Rajadurai A, 1,617 Equity Shares were allotted to Shirley Vasanthamohan, 828 Equity Shares were allotted to Srinivasan Varadarajan, 5,081 Equity Shares were allotted to Rowena Scurville	783,417	2.00	205.20	Issued by our Company as part consideration (other than cash component) for acquisition of remaining 49.00% of the equity share capital of Ma Foi Strategic Consultants Private Limited pursuant to agreement dated July 10, 2024, between our Company and shareholders of Ma Foi Strategic Consultants Private Limited
July 10, 2024	Private placement	7,766 Equity Shares were allotted to Aditya Narayan Mishra, and 6,212 Equity Shares were allotted to Santhosh Kumar Nair	13,978	2.00	205.20	Issued by our Company as part consideration (other than cash

Date of allotment	Reason/Nature of allotment	Names of allottees	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Benefits accrued to our Company
						component) payable for the share-based reward program in lieu of their service contribution to the Company.
July 10, 2024	Private placement	24,366 Equity Shares were allotted to Kiran Kumar Shetty, 21,929 Equity Shares were allotted to V. Balaji, 21,929 Equity Shares were allotted to Sandeep Kishan Jampana	68,224	2.00	205.20	Issued by our Company as part consideration (other than cash component) for the acquisition of 14.00 % of the equity share capital of Integrum Technologies Private Limited
July 10, 2024	Private placement	257,170 Equity Shares were allotted to Pandiarajan Karuppasamy, 185,463 Equity Shares were allotted to Hemalatha Rajan, 73,772 Equity Shares were allotted to Sunila Rajan, 221,317 Equity Shares were allotted to Doraiswamy Rajiv Krishnan	737,722	2.00	205.20	Issued by our Company as part consideration (other than cash component) for acquisition of 49.01% of the equity share capital of CIEL Skills and Careers Private Limited.
October 16, 2024	Private placement	61,561 Equity Shares were allotted to Prahlad Rao, 30,780 Equity Shares were allotted to Rathna Sundara Rajan, 92,341 Equity Shares were allotted to Sundara Rajan Aravamuthan	184,682	2.00	205.20	Issued by our Company as part consideration (other than cash component) for acquisition of 51.00 % of the equity

Date of allotment	Reason/Nature of allotment	Names of allottees	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Benefits accrued to our Company
						share capital of Thomas Assessments Private Limited and People Metrics Private Limited.

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

Our Company has not issued any shares out of revaluation reserves since its incorporation. For further details see - " *Equity Share Capital history of our Company'*.

6. **Allotment of shares pursuant to schemes of arrangement**

As on date of this Draft Red Herring Prospectus, our Company has not issued or allotted any equity or preference shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013, as applicable.

7. **Issue of Equity Shares under employee stock option schemes**

For details of Equity Shares issued by our Company pursuant to the exercise of options which have been granted under the employee stock option schemes, see " - *Equity Share Capital history of our Company'* and *'–Employee Stock Options Scheme of our Company*" on pages 81 and 110, respectively.

8. **Issue of shares at a price lower than the Offer Price in the last year**

Except as disclosed below, our Company has not issued any specified securities at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus:

Date of allotment	Reason/Nature of allotment	Names of allottees	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)
November 15, 2023	Allotment pursuant to conversion of 9.00 % compulsory convertible debentures into Equity Shares	20,799 equity shares were allotted to Arunkumar Nerur Thiagarajan, 6,240 equity shares were allotted to Rajan Chellamani Nadar, 2,600 equity shares were allotted to Parthasarathy Rangarajan, 10,399 equity shares were allotted to L.K.M Adhi, 1,300 equity shares were allotted to K Sekar, 1,300 equity shares were allotted to Bhaskaran V, 2,600 equity shares were allotted to Rahul Ravindran, 2,600 equity shares were allotted to Vishal Ravindran, 4,160 equity shares were allotted to Kunnath Girish Menon and Saraswathi Girish Menon, 5,200 equity shares were allotted to Muhil Nesi Vivekanandah, 2,600 equity shares were allotted to Ashwini K.B, 2,600 equity shares were allotted to Rashmiprava Dash	62,398	10	961.60
November 15, 2023	Bonus issue as on the record date i.e. November 15, 2023, in the ratio of three Equity Shares for every four Equity Shares held	1,602,454 equity shares were allotted to Pandiarajan Karuppasamy, 584,546 equity shares were allotted to Hemalatha Rajan, 511,575 equity shares were allotted to Aditya Narayan Mishra, 344,153 equity shares were allotted to Santhosh Kumar Nair, 18,750 equity shares were allotted to Ganesh Padmanabhan, 18,750 equity shares were allotted to Soby Mathew, 18,750 equity shares were allotted to Anup Narendran Menon, 11,250 equity shares were allotted to Doraiswamy Rajiv Krishnan, 12,254 equity shares were allotted to Pradeep Sukhani, 12,479 equity shares were allotted to V.V.V and Sons Edible Oils Limited, 8,333 equity shares were allotted to Kiran	3,341,460	10	N.A.

Date of allotment	Reason/Nature of allotment	Names of allottees	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)
		Kumar Shetty, 8,333 equity shares were allotted to Banu S, 5,417 equity shares were allotted to Piyush Jain, 5,417 equity shares were allotted to Sheetal Rathore, 1,667 equity shares were allotted to Krishnendu Biswas, 1,250 equity shares were allotted to Pranav Bhrambhatt, 750 equity shares were allotted to Hastha Sivaramakrishnan, 3,119 equity shares were allotted to Chinnia Gounder Subramanian, 6,230 equity shares were allotted to Celia C Kamath, 3,119 equity shares were allotted to Sambasivan Viswanathan and Vidya Viswanathan, 3,119 equity shares were allotted to Stephen Francis Colaco, 750 equity shares were allotted to Rajaram Ramesh, 750 equity shares were allotted to Alwarsamy. A, 623 equity shares were allotted to S. Suresh Babu, 6,239 Equity Shares were allotted to Sri Kaliswari Fireworks Private Limited, 21,839 equity shares were allotted to Zoho Corporation Private Limited, 1,559 equity shares were allotted to Chandu Nair, 1,500 equity shares were allotted to Tamilmani Muthusamy, 624 equity shares were allotted to Hemachandran L, 125 equity shares were allotted to Sri Harikrishna Fireworks, 125 equity shares were allotted to Sri Krishna Fire Works Factory Private Limited, 125 equity shares were allotted to Sri Krishna Fire Works Industries, 562 equity shares were allotted to The Meenambal Match Factory, 623 equity shares were allotted to C K Kumaravel, 1,560 equity shares were allotted to Ashok Matches and Timber Industries Private Limited, 1,560 equity shares were allotted to Vidya Gerard, 1,575 equity shares were allotted to CK Airtech India Private Limited, 1,560 equity shares were allotted to Govindaswamy Mahesh Babu, 1,559 equity shares were allotted to Rajeswari Ramanan, 1,125 equity shares were allotted to L.G Ramaswamy, 525 equity shares were allotted to P. Sivaraju, 1,247 equity shares were allotted to Sebi Chacko, 1,560 equity shares were allotted to G. Jawahar, 1,560 equity shares were allotted to Cojudson Jebaraj and Anita Christobel Ratnasamy, 1,560 equity shares were allotted to Sunila Rajan, 624 equity shares were allotted to Suhaas Rajan, 1,560 equity shares were allotted to Kelsa Management Solutions Private Limited, 623 equity shares were allotted to Narasimhan S, 750 equity shares were allotted to Thamaraiselvi K, 1,575 equity shares were allotted to Amudha K, 3,120 equity shares were allotted to Karthikeyan Dharmarajan, 1,560 equity shares were allotted to Anurag Oberoi, 936 equity shares were allotted to Shirley Vasantha Mohan, 7,292 equity shares were allotted to Bala Swaminathan Irrevocable Trust Deed dated October 6, 2016 (represented by its trustee Gnanasekaran Swaminathan), 2,184 equity shares were allotted to Lakhshica Mohan and Vasantha Mohan P, 1,574 equity shares were allotted to Ramesh Subramanian, 1,560 equity shares were allotted to PV Subramanian, 1,248 equity shares were allotted to Meena Mohan, 1,560 equity shares were allotted to Ramayee S, 11,787 equity shares were allotted to Mohit Gundecha, 11,787 equity shares were allotted to Suruchi Wagh, 375 equity shares were allotted to R Ravisankar, 1,559 equity shares were allotted to Murugavel Janakiraman, 6,239 equity shares were allotted to Cavinkare Private Limited, 3,119 equity shares were allotted to Srinivasa Raghavan S, 936 equity shares were allotted to			

Date of allotment	Reason/Nature of allotment	Names of allottees	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)
		Vasanthamohan P, 144 equity shares were allotted to Sunil Gandhi, 15,599 equity shares were allotted to Arunkumar Nerur Thiagarajan, 4,680 equity shares were allotted to Rajan Chellamani Nadar, 1,950 equity shares were allotted to Parthasarathy Rangarajan, 7,799 equity shares were allotted to L.K.M Adhi, 975 equity shares were allotted to K Sekar, 975 equity shares were allotted to Bhaskaran V, 1,950 equity shares were allotted to Rahul Ravindran, 1,950 equity shares were allotted to Vishal Ravindran, 3,120 equity shares were allotted to Kunnath Girish Menon and Saraswathi Girish Menon, 3,900 equity shares were allotted to Muhil Nesi Vivekanandah, 1,950 equity shares were allotted to Ashwini K.B and 1,950 equity shares were allotted to Rashmiprava Dash			
December 28, 2023	Private placement	1,230 equity shares were allotted to Meenakshisundaram Ramachandran	1,230	10	1026.00
December 28, 2023	Private placement	1,022 equity shares were allotted to Mohit Gundecha, 1,022 equity shares were allotted to Suruchi Wagh, 362 equity shares were allotted to Prashant Ravishankar Chaudhari, 386 equity shares were allotted to Munot Pratik Rajendra, 386 equity shares were allotted to Mansi Manoj Tolani	3,178	10	1,026.00
March 16, 2024	Private placement	19,844 equity shares were allotted to Arjun Gupta	19,844	10	1,026.00
July 10, 2024	Private placement	168,838 Equity Shares were allotted to Pandiarajan Karuppasamy, 270,209 Equity Shares were allotted to Hemalatha Rajan, 320,163 Equity Shares were allotted to Doraiswamy Rajiv Krishnan, 10,176 Equity Shares were allotted to Sumathi Rajamanikam, 828 Equity Shares were allotted to Nirupama VG, 828 Equity Shares were allotted to Mustafa Moochhala, 808 Equity Shares were allotted to Vivekanandha R, 1,617 Equity Shares were allotted to Vasanthamohan, 808 Equity Shares were allotted to Kandaswamy M, 808 Equity Shares were allotted to Amudha Kandasamy, 808 Equity Shares were allotted to Rajadurai A, 1,617 Equity Shares were allotted to Shirley Vasanthamohan, 828 Equity Shares were allotted to Srinivasan Varadarajan, 5,081 Equity Shares were allotted to Rowena Scurville	783,417	2.00	205.20
July 10, 2024	Private placement	7,766 Equity Shares were allotted to Aditya Narayan Mishra, and 6,212 Equity Shares were allotted to Santhosh Kumar Nair	13,978	2.00	205.20
July 10, 2024	Private placement	24,366 Equity Shares were allotted to Kiran Kumar Shetty, 21,929 Equity Shares were allotted to V. Balaji, 21,929 Equity Shares were allotted to Sandeep Kishan Jampana	68,224	2.00	205.20
July 10, 2024	Private placement	257,170 Equity Shares were allotted to Pandiarajan Karuppasamy, 185,463 Equity Shares were allotted to Hemalatha Rajan, 73,772 Equity Shares were allotted to Sunila Rajan, 221,317 Equity Shares were allotted to Doraiswamy Rajiv Krishnan	737,722	2.00	205.20
October 16, 2024	Private placement	61,561 Equity Shares were allotted to Prahlad Rao, 30,780 Equity Shares were allotted to Rathna Sundara Rajan, 92,341 Equity Shares were allotted to Sundara Rajan Aravamuthan	184,682	2.00	205.20
October 30, 2024	Private placement	4,900 Equity Shares were allotted to Varun Saxena, 12,500 Equity Shares were allotted to Raveendranath Madavana Venugopala Kamath, 12,200 Equity Shares were allotted to K S Kamalakannan, 6,100 Equity Shares were allotted to Lakshmi Vijayanand, 6,100 Equity Shares were allotted to M Jayalalitha, 12,200 Equity Shares were allotted to Mageshwari Kannan, 12,200 Equity Shares were allotted to	166,200	2.00	205.20

Date of allotment	Reason/Nature of allotment	Names of allottees	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)
		Sounder Kannan, 100,000 Equity Shares were allotted to Yogesh Misra			
October 30, 2024	Exercise of stock option pursuant to ESOP Plan 2022	7,200 Equity Shares were allotted to Subham Banerjee	7,200	2.00	2.00

9. **History of the share capital held by the Promoters**

As on the date of this Draft Red Herring Prospectus, our Promoters hold, in the aggregate, 36,862,823 Equity Shares, which constitute 86.73% of the issued, subscribed and paid-up Equity Share capital of our Company. All the Equity Shares held by our Promoters are in dematerialised form. The details regarding our Promoters' shareholding are set forth below.

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

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

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	Nature of consideration	% of the pre-Offer Equity Share capital (%)	% of the post-Offer Equity Share capital (%)
Pandiarajan Karuppasamy							
August 23, 2010	Initial subscription to the Memorandum of Association	5,000	10.00	10.00	Cash	0.06	[●]
December 5, 2015	Rights issue	700,500	10.00	10.00	Cash	8.24	[●]
March 31, 2016	Rights issue	95,000	10.00	10.00	Cash	1.12	[●]
November 4, 2016	Rights issue	255,000	10.00	10.00	Cash	3.00	[●]
November 3, 2017	Transfer to Hemalatha Rajan by way of gift	(20,000)	10.00	N. A.	N.A.	0.24	[●]
March 22, 2018	Transfer to Hemalatha Rajan by way of gift	(20,000)	10.00	N. A.	N.A.	0.24	[●]
June 12, 2021	Transfer from Hemalatha Rajan by way of gift	778,499	10.00	N. A.	N.A.	9.16	[●]
November 9, 2021	Transfer from Rupal Kanchan	1,875	10.00	60.00	Cash	0.02	[●]
November 20, 2021	Bonus issue as on the record date i.e. November 10, 2021 in the ratio of one equity share for every nine equity shares held	199,542	10.00	N. A.	N. A.	2.35	[●]
March 16, 2022	Transfer to Santhosh Kumar Nair by way of gift	(19,421)	10.00	N.A.	N.A.	0.23	[●]
March 16, 2022	Transfer to Doraiswamy Rajiv Krishnan by way of gift	(10,000)	10.00	N. A.	N.A.	0.12	[●]
March 9, 2022	Allotment pursuant to conversion of 0.01 % optionally convertible preference shares into equity shares	153,460	10.00	N. A.	N. A.	1.81	[●]
February 1, 2023	Private placement	16,360	10.00	1,202.00	Other than cash(1)	0.19	[●]
March 31, 2023	Private placement	790	10.00	1,202.00	Cash	0.01	[●]
November 15, 2023	Bonus Issue on the record date i.e. November 15, 2023, in the ratio of three	1,602,454	10.00	N. A.	N. A.	18.85	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	Nature of consideration	% of the pre-Offer Equity Share capital (%)	% of the post-Offer Equity Share capital (%)
	Equity Shares for every four Equity Shares held						
March 31, 2024	Rights issue	5,000	10.00	920.00	Cash	0.06	[●]
April 24, 2024	Transferred to Suruchi Wagh	(40,000)	10.00	10.00	Cash	0.47	[●]
April 24, 2024	Transferred to Mohit Gundecha	(40,000)	10.00	10.00	Cash	0.47	[●]
Pursuant to resolutions passed by our Shareholders in their meeting June 10, 2024, respectively, the authorized share capital of our Company was sub-divided from 11,000,000 equity shares of face value of ₹ 10 each to 55,000,000 Equity Shares of face value of ₹ 2 each. Accordingly, the issued, subscribed, and paid-up equity share capital of our Company was sub-divided from 8,088,078 equity shares of face value of ₹ 10 per equity share to 40,440,390 equity shares of face value of ₹ 2 per equity share.							
July 10, 2024	Private placement	168,838	2.00	205.20	Other than cash(1)	0.40	[●]
July 10, 2024	Private placement	257,170	2.00	205.20	Other than cash(2)	0.61	[●]
November 8, 2024	Transferred from Mohit Gundecha	57,780	2.00	240.49	Cash	0.14	[●]
Total		**18,804,083**	2.00				
Hemalatha Rajan							
August 23, 2010	Initial subscription to the Memorandum of Association	5,000	10.00	10.00	Cash	0.06	**[●]**
December 5, 2015	Rights issue	157,500	10.00	10.00	Cash	1.85	[●]
March 31, 2016	Rights issue	355,000	10.00	10.00	Cash	4.18	[●]
November 4, 2016	Rights issue	15,000	10.00	10.00	Cash	0.18	[●]
March 27, 2017	Transfer to Aditya Narayan Mishra by way of gift	(121,000)	10.00	N. A.	N.A.	1.42	[●]
March 27, 2017	Transfer to Santhosh Kumar Nair by way of gift	(60,500)	10.00	N. A.	N.A.	0.71	[●]
November 3, 2017	Transfer from Pandiarajan Karuppasamy by way of gift	20,000	10.00	N. A.	N.A.	0.24	[●]
January 15, 2018	Rights issue	1,570,000	10.00	10.00	Cash	18.47	[●]
March 22, 2018	Transfer to Aditya Narayan Mishra by way of gift	(299,200)	10.00	N. A.	N.A.	3.52	[●]
March 22, 2018	Transfer to Santhosh Kumar Nair by way of gift	(235,000)	10.00	N. A.	N.A.	2.76	[●]
March 22, 2018	Transfer from Pandiarajan Karuppasamy by way of gift	20,000	10.00	N. A.	N.A.	0.24	[●]
June 12, 2021	Transfer to Pandiarajan Karuppasamy by way of gift	(778,499)	10.00	N. A.	N.A.	9.16	[●]
November 9, 2021	Transfer to S Banu by way of gift	(10,000)	10.00	N. A.	N.A.	0.12	[●]
November 9, 2021	Transfer from Rupal Kanchan	1,875	10.00	60.00	Cash	0.02	[●]
November 20, 2021	Bonus issue as on the record date i.e. November 10, 2021 in the ratio of one equity share for every nine equity shares held	71,131	10.00	N. A.	N. A.	0.84	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	Nature of consideration	% of the pre-Offer Equity Share capital (%)	% of the post-Offer Equity Share capital (%)
March 16, 2022	Transfer to Aditya Narayan Mishra by way of gift	(42,461)	10.00	N. A.	N.A.	0.50	[●]
March 16, 2022	Transfer to Santhosh Kumar Nair by way of gift	(9,144)	10.00	N. A.	N.A.	0.11	[●]
March 16, 2022	Transfer to Doraiswamy Rajiv Krishnan by way of gift	(5,000)	10.00	N. A.	N.A.	0.06	[●]
March 16, 2022	Transfer to Hasta Sivaramakrishnan by way of gift	(1,000)	10.00	N. A.	N.A.	0.01	[●]
March 9, 2022	Allotment pursuant to conversion of 0.01 % optionally convertible preference shares into equity shares	106,000	10.00	N. A.	N. A.	1.25	[●]
May 21, 2022	Private placement	2,080	10.00	1,202.00	Cash	0.02	[●]
February 1, 2023	Private placement	17,015	10.00	1,202.00	Other than cash(3)	0.20	[●]
March 31, 2023	Private placement	790	10.00	1,202.00	Cash	0.01	[●]
October 5, 2023	Transfer to Sunil Gandhi	(192)	10.00	(1,202.00)	Cash	Negligble	[●]
November 15, 2023	Bonus Issue on the record date i.e. November 15, 2023, in the ratio of three Equity Shares for every four Equity Shares held	584,546	10.00	N. A.	N. A.	6.88	[●]
March 31, 2024	Rights issue	7,716	10.00	920.00	Cash	0.09	[●]
April 24, 2024	Transfer to Doraiswamy Rajiv Krishnan by way of gift	(100,000)	10.00	N.A.	N.A.	1.18	[●]
Pursuant to resolutions passed by our Shareholders in their meeting June 10, 2024, respectively, the authorized share capital of our Company was sub-divided from 11,000,000 equity shares of face value of ₹ 10 each to 55,000,000 Equity Shares of face value of ₹ 2 each. Accordingly, the issued, subscribed, and paid-up equity share capital of our Company was sub-divided from 8,088,078 equity shares of face value of ₹ 10 per equity share to 40,440,390 equity shares of face value of ₹ 2 per equity share.							
July 10, 2024	Private placement	270,209	2.00	205.20	Other than cash(4)	0.64	[●]
July 10, 2024	Private placement	185,463	2.00	205.20	Other than cash(5)	0.44	[●]
November 8, 2024	Transferred from Suruchi Wagh	26,380	2.00	240.40	Cash	0.06	[●]
November 11, 2024	Transferred to Suhaas Rajan	(5,000)	2.00	100.00	Cash	0.01	[●]
Total		**6,835,337**	2.00				
Aditya Narayan Mishra							
December 12, 2015	Rights issue	90,000	10.00	10.00	Cash	1.06	[●]
March 27, 2017	Transfer from Hemalatha Rajan by way of gift	121,000	10.00	N.A.	N.A.	1.42	[●]
March 22, 2018	Transfer from Hemalatha Rajan by way of gift	299,200	10.00	N.A.	N.A.	3.52	[●]
October 1, 2019	Rights issue	28,800	10.00	10.00	Cash	0.34	[●]
March 16, 2021	Rights issue	27,300	10.00	10.00	Cash	0.32	[●]
July 14, 2021	Transfer from Nanda Kumar M	(7,500)	10.00	60.00	Cash	0.09	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	Nature of consideration	% of the pre-Offer Equity Share capital (%)	% of the post-Offer Equity Share capital (%)
November 9, 2021	Transfer from Rupal Kanchan	1,875	10.00	60.00	Cash	0.02	[●]
November 20, 2021	Bonus issue as on the record date i.e. November 10, 2021 in the ratio of one equity share for every nine equity shares held	63,964	10.00	N. A.	N. A.	0.75	[●]
March 16, 2022	Transfer from Hemalatha Rajan by way of gift	42,461	10.00	N.A.	N.A.	0.50	[●]
November 15, 2023	Bonus Issue on the record date i.e. November 15, 2023, in the ratio of three Equity Shares for every four Equity Shares held	511,575	10.00	N. A.	N. A.	6.02	[●]
March 31, 2024	Rights issue	100	10.00	920.00	Cash	Negligible	[●]
Pursuant to resolutions passed by our Shareholders in their meeting June 10, 2024, respectively, the authorized share capital of our Company was sub-divided from 11,000,000 equity shares of face value of ₹ 10 each to 55,000,000 Equity Shares of face value of ₹ 2 each. Accordingly, the issued, subscribed, and paid-up equity share capital of our Company was sub-divided from 8,088,078 equity shares of face value of ₹ 10 per equity share to 40,440,390 equity shares of face value of ₹ 2 per equity share.							
July 10, 2024	Private placement	7,766	2.00	205.20	Other than cash(2)	0.02	[●]
November 8, 2024	Transferred from Suruchi Wagh	5,600	2.00	240.40	Cash	0.01	[●]
Total		**5,982,241**	2.00				
Santhosh Kumar Nair							
December 5, 2015	Rights issue	45,000	10.00	10.00	Cash	0.53	[●]
March 27, 2017	Transfer from Hemalatha Rajan by way of gift	60,500	10.00	N.A.	N.A.	0.71	[●]
March 22, 2018	Transfer from Hemalatha Rajan by way of gift	235,000	10.00	N.A.	N.A.	2.76	[●]
October 1, 2019	Rights issue	19,200	10.00	10.00	Cash	0.23	[●]
March 16, 2021	Rights issue	18,200	10.00	10.00	Cash	0.21	[●]
July 14, 2021	Transfer from Nanda Kumar M	(7,500)	10.00	60.00	Cash	0.09	[●]
November 9, 2021	Transfer from Rupal Kanchan	1,875	10.00	60.00	Cash	0.02	[●]
November 20, 2021	Bonus issue as on the record date i.e. November 10, 2021 in the ratio of one equity share for every nine equity shares held	43,031	10.00	N. A.	N. A.	0.51	[●]
March 16, 2022	Transfer from Pandiarajan Karuppasamy by way of gift	19,421	10.00	N. A.	N. A.	0.23	[●]
March 16, 2022	Transfer from Hemalatha Rajan by way of gift	9,144	10.00	N. A.	N. A.	0.11	[●]
November 15, 2023	Bonus Issue on the record date i.e. November 15, 2023, in the ratio of three Equity Shares for	344,153	10.00	N. A.	N. A.	4.05	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	Nature of consideration	% of the pre-Offer Equity Share capital (%)	% of the post-Offer Equity Share capital (%)
	every four Equity Shares held						
March 31, 2024	Rights issue	100	10.00	920.00	Cash	Negligible	[●]
Pursuant to resolutions passed by our Shareholders in their meeting June 10, 2024, respectively, the authorized share capital of our Company was sub-divided from 11,000,000 equity shares of face value of ₹ 10 each to 55,000,000 Equity Shares of face value of ₹ 2 each. Accordingly, the issued, subscribed, and paid-up equity share capital of our Company was sub-divided from 8,088,078 equity shares of face value of ₹ 10 per equity share to 40,440,390 equity shares of face value of ₹ 2 per equity share.							
July 10, 2024	Private placement	6,212	2.00	205.20	Other than cash(7)	0.01	[●]
November 8, 2024	Transferred from Suruchi Wagh	5,000	2.00	240.40	Cash	0.01	[●]
Total		**4,026,832**	2.00				
Doraiswamy Rajiv Krishnan							
March 16, 2022	Transfer from Pandiarajan Karuppasamy by way of gift	10,000	10.00	N. A.	N. A.	0.12	[●]
March 16, 2022	Transfer from Hemalatha Rajan by way of gift	5,000	10.00	N. A.	N. A.	0.06	[●]
November 15, 2023	Bonus Issue on the record date i.e. November 15, 2023, in the ratio of three Equity Shares for every four Equity Shares held	11,250	10.00	N. A.	N. A.	0.13	[●]
April 24, 2024	Transfer from Hemalatha Rajan by way of gift	100,000	10.00	N. A.	N. A.	1.18	[●]
Pursuant to resolutions passed by our Shareholders in their meeting June 10, 2024, respectively, the authorized share capital of our Company was sub-divided from 11,000,000 equity shares of face value of ₹ 10 each to 55,000,000 Equity Shares of face value of ₹ 2 each. Accordingly, the issued, subscribed, and paid-up equity share capital of our Company was sub-divided from 8,088,078 equity shares of face value of ₹ 10 per equity share to 40,440,390 equity shares of face value of ₹ 2 per equity share.							
July 10, 2024	Private placement	320,163	2.00	205.20	Other than cash(8)	0.75	[●]
July 10, 2024	Private placement	221,317	2.00	205.20	Other than cash(9)	0.52	[●]
November 8, 2024	Transferred from Mohit Gundecha	20,800	2.00	240.40	Cash	0.05	[●]
November 8, 2024	Transferred from Suruchi Wagh	20,800	2.00	240.40	Cash	0.05	[●]
Total		**1,214,330**	2.00				

(1) 168,838 Equity Shares were allotted to Pandiarajan Karuppasamy shareholder of Ma Foi Strategic Consultants Private Limited payment of the consideration for the acquisition of 49.00% of the equity share capital of Ma Foi Strategic Consultants Private Limited pursuant to agreement dated July 10, 2024, between our Company and shareholders of Ma Foi Strategic Consultants Private Limited.

(2) 257,170 Equity Shares were allotted to Pandiarajan Karuppasamy, shareholder of CIEL Skills and Careers Private Limited, payable for the acquisition of 49.00% of the equity share capital of CIEL HR Services Limited pursuant to agreement dated July 10, 2024, between our Company and shareholders of CIEL HR Services Limited.

(3) 17,015 equity shares were allotted to Hemalatha Rajan, shareholder of Ma Foi Strategic Consultants Private Limited towards payment of the consideration payable for the acquisition of 51.00% of the equity share capital of Ma Foi Strategic Consultants Private Limited pursuant to agreement dated January 11, 2023, between our Company and Ma Foi Strategic Consultants Private Limited.

(4) 270,209 equity shares were allotted to Hemalatha Rajan, the shareholder of Ma Foi Strategic Consultants Private Limited towards payment of the consideration for the acquisition of 49.00% of the equity share capital of Ma Foi Strategic Consultants Private Limited pursuant to agreement dated July 10, 2024, between our Company and shareholders of Ma Foi Strategic Consultants Private Limited.

(5) 185,463 equity shares were allotted to Hemalatha Rajan, shareholder of CIEL Skills and Careers Private Limited, payable for the acquisition of 49.01% of the equity share capital of CIEL Skills and Careers Private Limited pursuant to agreement dated July 10, 2024, between our Company and shareholders of CIEL Skills and Careers Private Limited.

(6) 7,766 Equity Shares were allotted to Aditya Narayan Mishra pursuant to the share-based reward program in lieu of their service contribution to the Company.

(7) 6,212 Equity Shares were allotted to Santhosh Kumar Nair pursuant to the share-based reward program in lieu of their service contribution to the Company.

(8) 320,163 Equity Shares were allotted to Doraiswamy Rajiv Krishnan, the shareholder of Ma Foi Strategic Consultants Private Limited towards payment of the consideration for the acquisition of 49.00% of the equity share capital of Ma Foi Strategic Consultants Private Limited pursuant to agreement dated July 10, 2024, between our Company and shareholders of Ma Foi Strategic Consultants Private Limited.

(9) 221,317 Equity Shares were allotted to Doraiswamy Rajiv Krishnan, the shareholder of CIEL Skills and Careers Private Limited, payable for the acquisition of 49.00% of the equity share capital of CIEL HR Services Limited pursuant to agreement dated July 10, 2024, between our Company and shareholders of CIEL HR Services Limited.

b) All the Equity Shares held by our Promoters were fully paid-up on the respective date of allotment of such Equity Shares.

c) As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

d) ***Shareholding of our Promoters and member of our Promoter Group***

Set forth below is the equity shareholding of our Promoters and the members of the Promoter Group as on the date of this Draft Red Herring Prospectus:

Name	Pre-Offer		Post-Offer^	
	Number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)	Number of Equity Shares	Percentage of post-Offer Equity Share capital (%)
Promoters				
Pandiarajan Karuppasamy	18,804,083	44.24	[●]	[●]
Hemalatha Rajan	6,835,337	16.08	[●]	[●]
Aditya Narayan Mishra	5,982,241	14.08	[●]	[●]
Santhosh Kumar Nair	4,026,832	9.47	[●]	[●]
Doraiswamy Rajiv Krishnan	1,214,330	2.86	[●]	[●]
Total (A)	**36,862,823**	86.73	[●]	[●]
Promoter Group				
Sunila Rajan	94,972	0.22	[●]	[●]
Kalyani Krishnan	10,625	0.02	[●]	[●]
Suhaas Rajan	15,280	0.04	[●]	[●]
Padma Padmanabhan	2,500	0.01	[●]	[●]
Total (B)	**123,377**	**0.29**	[●]	[●]
Total (A+B)	**36,986,200**	**87.02**	[●]	[●]

^ Subject to basis of Allotment.

e) **Details of minimum Promoters' contribution and lock-in**

Pursuant to Regulations 14 and 16 (1)(a) of the SEBI ICDR Regulations, an aggregate of at least 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as the minimum Promoters' Contribution and is required to be locked-in for a period of eighteen months from the date of Allotment ("**Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% shall be locked in for a period of 18 months from the date of Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for minimum Promoters' Contribution for a period of three years, from the date of Allotment as Promoters' Contribution are set forth below:*

Name of the Promoter	Number of Equity Shares locked-in	Date up to which Equity Shares are subject to lock-in*	Date of Acquisition of Equity Shares and when made fully paid-up#	Nature of transaction	Face value (₹)	Issue/Acquisition price per Equity Share (₹)	Pre- Offer Equity Share capital (%)	Percentage of post- Offer Equity Share capital
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be completed prior to filing of the Prospectus with the RoC.
** Subject to finalisation of Basis of Allotment*
 # Equity Shares were fully paid-up on the date of allotment/acquisition.

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

Our Company undertakes that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "*-Build-up of Promoters' shareholding in our Company*" on page 100.

In this connection, we confirm the following:

(i) The Equity Shares offered towards minimum Promoters' Contribution have not been acquired during the three immediately preceding years (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets, or (b) arising from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or from a bonus issue against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution;

(ii) The Equity Shares offered towards minimum Promoters' Contribution have not been acquired by our Promoters during the year immediately preceding the date of this Draft Red Herring Prospectus at a price lower than the Offer Price;

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

(iv) The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge; and

(v) All Equity Shares held by our Promoters are in dematerialised form as on the date of this Draft Red Herring Prospectus.

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

In addition to the Equity Shares proposed to be locked-in as part of the minimum Promoters' Contribution as stated above and the Equity Shares proposed to be locked-in as a part of the Promoters' shareholding in excess of the minimum Promoters' Contribution, as prescribed under the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (including any unsubscribed portion of the Offered Shares) will be locked-in for a period of six months from the date of Allotment.

(b) Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors

50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment, and the remaining 50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

(c) Other requirements in respect of lock-in

In addition to Promoters' Contribution locked in for 18 months any Equity Shares held by our Promoters in excess of Promoter's Contribution shall be locked in for a period of six months. Pursuant to Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company will be locked in for a period of six months from the date of Allotment, except for Equity Shares Allotted pursuant to the Offer for Sale. Further, in terms of Regulation 17(1)(c) of the SEBI ICDR Regulations, Equity Shares held by a venture capital fund or alternative investment fund of category I or category II or a foreign venture capital investor shall not be locked in for a period of six months from the date of Allotment, provided that such Equity Shares shall be locked-in for a period of at least six months from the date of purchase by the venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor.

Pursuant to Regulation 20 of the SEBI ICDR Regulations, details of locked-in Equity Shares will be recorded by relevant depositories.

Pursuant to Regulation 21 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions or a Systemically Important NBFC or a housing finance company as collateral security for loans granted by such scheduled commercial bank or public financial institution or Systemically Important NBFC or housing company, provided that specified conditions under the SEBI ICDR Regulations are complied with.

However, the relevant lock-in period shall continue pursuant to the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in in accordance with Regulation 16 of the SEBI ICDR Regulations, may be transferred to any member of the Promoter Group, or to a new promoter of our Company and the Equity Shares held by any persons other than our Promoters, which are locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations, may be transferred to and among such other persons holding specified securities that are locked in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the SEBI Takeover Regulations, as applicable

f) Sales or purchases of Equity Shares or other specified securities of our Company by our Promoters, members of our Promoter Group and/or our Directors and their relatives during the six months immediately preceding the date of this Draft Red Herring Prospectus

None of our Promoters, members of our Promoter Group, our Directors or their relatives have sold or purchased any Equity Shares of our Company during the six months preceding the date of this Draft Red Herring Prospectus.

Date	Name of the transferor	Name of the transferee	Nature of transaction	Number of equity shares	Face value per equity shares (₹)	Transfer price per equity shares (₹)	Total consideration (₹)
November 8, 2024	Mohit Gundecha	Pandiarajan Karuppasamy	Transfer of equity shares	57,780	2.00	240.40	13,890,312
November 8, 2024	Suruchi Wagh	Hemalatha Rajan	Transfer of equity shares	26,380	2.00	240.40	6,341,752
November 8, 2024	Suruchi Wagh	Doraiswamy Rajiv Krishnan	Transfer of equity shares	20,800	2.00	240.40	5,000,320
November 8, 2024	Suruchi Wagh	Aditya Narayan Mishra	Transfer of equity shares	5,600	2.00	240.40	1,346,240
November 8, 2024	Suruchi Wagh	Santhosh Kumar Nair	Transfer of equity shares	5,000	2.00	240.40	1,202,000
November 8, 2024	Mohit Gundecha	Doraiswamy Rajiv Krishnan	Transfer of equity shares	20,800	2.00	240.40	5,000,320
November 11, 2024	Hemalatha Rajan	Suhaas Rajan	Transfer of equity shares	5,000	2.00	100.00	500,000

10. ***Our shareholding pattern***

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total number of shares (calculate as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding Convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialised form (XIV)
								Number of Voting Rights			Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	**Promoters and Promoter Group**	9	36,986,200	0	0	36,986,200	87.02	Equity Shares	-	36,986,200	87.02	0	0	0	0	0	9	36,986,200
(B)	**Public**	169	4,692,450	0	0	4,692,450	11.04	Equity Shares		4,692,450	11.04	0	0	0	0	0	169	4,583,755*
(C)	**Non-Promoter-Non Public**	13	823,855	0	0	823,855	1.94	Equity Shares	-	823,855	1.94	0	0	0	0	0	13	823,855
(C1)	**Shares underlying depository receipts**	0	0	0	0	0	0	0	-	0	0	0	0	0	0	0	0	0
(C2)	**Shares held by employee trusts**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	**191**	**42,502,505**	**0**	**0**	**42,502,505**	**100**	**Equity Shares**	**0**	**42,502,505**	**100**	**0**	**0**	**0**	**0**	**0**	**191**	**42,393,810***

**63,195 Equity Shares held by Piyush Jain and 45,500 Equity Shares held by Muhil Nesi Vivekanandah are not in dematerialised form as on the date of this Draft Red Herring Prospectus.*

11. As on the date of this Draft Red Herring Prospectus, our Company has 191 equity shareholders.

12. ***Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company***

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

Name	Pre-Offer		
	Number of Equity Shares	Percentage of Equity Share capital	Percentage of equity share capital on a fully diluted basis* (%)
Pandiarajan Karuppasamy	18,804,083	44.24	43.68
Hemalatha Rajan	6,835,337	16.08	15.88
Aditya Narayan Mishra	5,982,241	14.08	13.90
Santhosh Kumar Nair	4,026,832	9.47	9.35
Doraiswamy Rajiv Krishnan	1,214,330	2.86	2.82
Arunkumar Nerur Thiagarajan	184,490	0.43	0.43
Chandu Nair	23,190	0.05	0.05
Mohit Gundecha	264,295	0.62	0.61
Suruchi Gundecha	264,295	0.62	0.61
Kiran Kumar Shetty	121,836	0.29	0.28
Arjun Gupta	101,935	0.24	0.24
Sundara Rajan Aravamuthan	92,341	0.22	0.21
Total	**37,915,205**	**89.20**	**88.07**

** Based on the beneficiary statement dated November 14, 2024.*

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

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

S. No.	Name of Shareholder	Number of Equity Shares (face value ₹ 2) held	Percentage of the pre-Offer Equity Share capital (%)
1.	Pandiarajan Karuppasamy	18,804,083	44.24
2.	Hemalatha Rajan	6,835,337	16.08
3.	Aditya Narayan Mishra	5,982,241	14.08
4.	Santhosh Kumar Nair	4,026,832	9.47
5.	Doraiswamy Rajiv Krishnan	1,214,330	2.86
Total		**36,862,823**	**86.73**

** Based on the beneficiary statement dated November 14, 2024.*

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

S. No.	Name of Shareholder	Number of Equity Shares (face value ₹ 2) held	Percentage of the pre-Offer Equity Share capital (%)
1.	Pandiarajan Karuppasamy	18,320,295	44.55
2.	Hemalatha Rajan	6,358,285	16.19
3.	Aditya Narayan Mishra	5,968,875	14.20
4.	Santhosh Kumar Nair	4,015,620	9.56
5.	Doraiswamy Rajiv Krishnan	631,250	2.79
Total		**35,294,325**	**87.29**

** Based on the beneficiary statement dated November 5, 2024.*

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

S. No.	Name of Shareholder	Number of Equity Shares (face value ₹ 10) held	Percentage of the pre-Offer Equity Share capital (%)
1.	Pandiarajan Karuppasamy	3,739,059	47.96
2.	Hemalatha Rajan	1,363,941	17.49
3.	Aditya Narayan Mishra	1,193,675	15.31
4.	Santhosh Kumar Nair	803,024	10.30
Total		**7,099,699**	**91.06**

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

S. No.	Name of Shareholder	Number of Equity Shares (face value ₹ 10) held	Percentage of the pre-Offer Equity Share capital (%)
1.	Pandiarajan Karuppasamy	2,119,455	49.17
2.	Hemalatha Rajan	761,782	17.67
3.	Aditya Narayan Mishra	682,100	15.83
4.	Santhosh Kumar Nair	458,871	10.65
Total		**4,022,208**	**93.32**

14. **Employee Stock Options Scheme of our Company**

Ciel HR Services Private Limited Employee Stock Option Plan, 2022 *(“**ESOP Plan 2022**”)*

Our Company adopted the ESOP Plan 2022 pursuant to the resolution passed by our Board on January 12, 2022, and the resolution passed by the Shareholders on January 27, 2022 amended pursuant to a resolution passed by our Board on October 9, 2023 and resolution passed by the Shareholders on October 19, 2023 and further amended pursuant to the resolution passed by our Board on May 3, 2024 and resolution passed by the Shareholders on June 10, 2024. The ESOP Plan 2022 has been instituted to grant stock options exercisable into Equity Shares to eligible employees of our Company. The ESOP Plan 2022 is in compliance with the SEBI SBEB Regulations and all grants of options have been made in accordance with the Companies Act, 2013.

As on the date of this Draft Red Herring Prospectus, out of the total 75,300 options, all options have been granted, 62,487 options have vested and 1,923 options have been exercised. The details of the ESOP Plan 2022, as certified by Manian & Rao, Chartered Accountant, pursuant to their certificate dated November 19, 2024 are as follows:

Particulars	Details				
	Fiscal 2022	Fiscal 2023	Fiscal 2024	For a period of three months ended June 30, 2024	From July 1, 2024 until the date of this DRHP(1)
Total options (including vested and unvested options) outstanding as at the beginning of the period	-	65,300	66,900	68,110	65,810
Total options granted	65,300	5,000	5,000	-	-
Exercise price of options in ₹ (as on the date of grant options)	10.0	10.0	10.0	10.0	10.0
Options forfeited/lapsed/cancelled	-	3,400	3,790	1,200	-
Variation of terms of options	No	No	Yes	Yes	No
Money realized by exercise of options in ₹	-	-	-	19,250.0	14,400.0
Total number of options outstanding in force	65,300.0	66,900.0	68,110.0	65,810.0	63,887.0
Total options vested (excluding the options that have been exercised)	-	30,950.0	60,610.0	60,810.0	62,487.0
Options exercised	-	-	-	1,100.0	1,923.0
The total number of Equity Shares that would arise as a result of full exercise of granted options (including options that have been exercised)	571,375	585,375	595,963	585,463	575,838
Employee wise details of options granted to:					
Key Managerial Personnel					
- Saurabh Ashok More (CFO)-KMP	Nil	5,000	5,000	Nil	Nil
Senior Management	Nil	Nil	Nil	Nil	Nil
Any other employee who receives a grant in any one year of options amounting to	Nil	Nil	Nil	Nil	Nil

Particulars	Details				
	Fiscal 2022	**Fiscal 2023**	**Fiscal 2024**	**For a period of three months ended June 30, 2024**	**From July 1, 2024 until the date of this DRHP[(1)]**
5% or more of the options granted during the year					
- Ganesh S Padmanabhan	6,500	Nil	Nil	Nil	Nil
- Soby Mathew	6,500	Nil	Nil	Nil	Nil
- Anup Menon	6,500	Nil	Nil	Nil	Nil
- Subham Banerjee	5,000	Nil	Nil	Nil	Nil
- Sheetal Rathore	5,000	Nil	Nil	Nil	Nil
- Piyush Jain	5,000	Nil	Nil	Nil	Nil
Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	NA	NA	NA	NA	NA
Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with the applicable accounting standard on 'Earnings Per Share'	3.27	(1.32)	2.53	0.79	NA
Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of the Company	NA	NA	NA	NA	NA
Description of the pricing formula and the method and significant assumptions used to estimate the fair value of options granted during the year, including weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option	Black Scholes Model-Fair value				NA
Fair value of the underlying Equity Share at the time of grant of option (₹)*	1,193.3				NA
Exercise Price per Equity Share (₹)*	1,193.3				NA
Life of the options granted (vesting and exercise period (in years).	2 years vesting period and 2 years exercise period				NA
Expected Volatility (%)	39.07% to 44.26%				NA
Dividend yield (%)	0%				NA
Risk free rate (%)	4.97% to 5.67%				NA

Particulars	Details				
	Fiscal 2022	Fiscal 2023	Fiscal 2024	For a period of three months ended June 30, 2024	From July 1, 2024 until the date of this DRHP[(1)]
Impact on the profits and on the earnings per share of the last three years if the accounting policies specified in the SEBI SBEB SE Regulations had been followed, in respect of options granted in the last three years	NA				NA
Intention of key managerial personnel, senior management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	NA	NA	NA	NA	NA
Intention to sell Equity Shares arising out of the ESOP Plan 2022 within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of ESOP Plan 2022, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	NA	NA	NA	NA	NA

<u>CIEL Group Employee Stock Option Scheme, 2024</u> *("**CSOP 2024**")*

Our Company adopted the CSOP 2024 pursuant to the resolution passed by our Board on May 3, 2024, and the resolution passed by the Shareholders on June 10, 2024. The CSOP 2024 has been instituted to grant stock options exercisable into Equity Shares to eligible employees of our Company. The CSOP 2024 is in compliance with the SEBI SBEB Regulations and all grants of options have been made in accordance with the Companies Act, 2013.

As on the date of this Draft Red Herring Prospectus, out of the total 2,200,000 options, 532,404 options have been granted and, no options have vested or exercised. The details of the CSOP 2024, as certified by Manian & Rao, Chartered Accountant, pursuant to their certificate dated November 19, 2024 are as follows:

Particulars			Details		
	Fiscal 2022	Fiscal 2023	Fiscal 2024	For a period of three months ended June 30, 2024	From July 1, 2024 until the date of this DRHP[(1)]
Total options (including vested and unvested options) outstanding as at the beginning of the period	NA	NA	NA	NA	NA
Total options granted	NA	NA	NA	NA	532,404.0
Exercise price of options in ₹ (as on the date of grant options)	NA	NA	NA	NA	2.0
Options forfeited/lapsed/cancelled	NA	NA	NA	NA	-
Variation of terms of options	NA	NA	NA	NA	No
Money realized by exercise of options in ₹	NA	NA	NA	NA	-
Total number of options outstanding in force	NA	NA	NA	NA	532,404.0

Particulars	Details				
	Fiscal 2022	**Fiscal 2023**	**Fiscal 2024**	**For a period of three months ended June 30, 2024**	**From July 1, 2024 until the date of this DRHP[(1)]**
Total options vested (excluding the options that have been exercised)	NA	NA	NA	NA	-
Options exercised	NA	NA	NA	NA	-
The total number of Equity Shares that would arise as a result of full exercise of granted options (including options that have been exercised)	NA	NA	NA	NA	532,404.0
Employee wise details of options granted to:					
Key Managerial Personnel					
Lalitha Pasari	NA	NA	NA	NA	950.0
Senior Management					
Kiran Kumar Shetty	NA	NA	NA	NA	4,230.0
Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year					
Munot Prathik	NA	NA	NA	NA	49,500
Metha Mansi	NA	NA	NA	NA	49,500
Chaudhari Prashant	NA	NA	NA	NA	49,500
Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	NA	NA	NA	NA	Nil
Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with the IND AS 33 'Earnings Per Share'	NA	NA	NA	NA	NA
Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of the Company	NA	NA	NA	NA	NA
Description of the pricing formula and the method and significant assumptions used to estimate the fair value of options granted during the year, including weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option	NA	NA	NA	NA	NA

Particulars	Details				
	Fiscal 2022	Fiscal 2023	Fiscal 2024	For a period of three months ended June 30, 2024	From July 1, 2024 until the date of this DRHP(1)
Fair value of the underlying Equity Share at the time of grant of option (₹)*	NA	NA	NA	NA	NA
Exercise Price per Equity Share (₹)*	NA	NA	NA	NA	NA
Life of the options granted (vesting and exercise period (in years).	NA	NA	NA	NA	NA
Expected Volatility (%)	NA	NA	NA	NA	NA
Dividend yield (%)	NA	NA	NA	NA	NA
Risk free rate (%)	NA	NA	NA	NA	NA
Impact on the profits and on the earnings per share of the last three years if the accounting policies specified in the SEBI SBEB SE Regulations had been followed, in respect of options granted in the last three years	NA	NA	NA	NA	NA
Intention of key managerial personnel, senior management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	NA	NA	NA	NA	NA
Intention to sell Equity Shares arising out of the CSOP 2024 within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of CSOP 2024, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	NA	NA	NA	NA	NA

15. There have been no financing arrangements whereby the members of our Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company in six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

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

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

18. Our Company is in compliance with the provisions of the Companies Act, 2013 with respect to the issuance of securities since inception till the date of filing of Drat Red Herring Prospectus.

19. None of the BRLMs and their respective associates (as defined under the SEBI Merchant Bankers Regulations) hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

20. There are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments into Equity Shares or which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.

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

22. Except for the allotment of Equity Shares pursuant to the Fresh Issue, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with RoC until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc, as the case may be.

23. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares. However, if our Company enters acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as consideration for acquisitions or participation in such joint ventures or other arrangements.

24. The BRLMs, and any person related to the BRLMs or the Syndicate Members, cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLMs, or insurance companies promoted by entities which are associates of the BRLMs, or AIFs sponsored by entities which are associates of the BRLMs, or an FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs.

25. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

26. Our Promoters and members of the Promoter Group shall not participate in the Offer, except by way of participation as Promoter Selling Shareholders, in the Offer for Sale.

27. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

28. None of the BRLMs and their respective associates as defined under the SEBI Merchant Bankers Regulations hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus. The BRLMs and their respective associates and affiliates, in their capacity as principal or agents, may engage in transactions with, and perform services for, our Company, our Group Companies, the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

29. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions

OBJECTS OF THE OFFER

The Offer comprises Fresh Issue of [●] Equity Shares, aggregating up to ₹ 3,350.00 million by our Company and an Offer for Sale of up to 4,739,336 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders. For details, see "*Offer Document Summary*" and "*The Offer*" on pages 13 and 64, respectively.

Offer for Sale

Each of the Selling Shareholders will be entitled to its respective portion of the proceeds of the Offer for Sale after deducting its proportion of the Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. See "- *Offer Expenses*" on page 138. Further, none of the objects for which the Net Proceeds will be utilised have been appraised by any agency or financial institution.

The Fresh Issue

Requirement of funds

Our Company proposes to utilise the Net Proceeds towards funding of the following objects:

1. Acquisition of additional shareholding in the following Subsidiaries:

   (i) Firstventure Corporation Private Limited;
   (ii) Integrum Technologies Private Limited;
   (iii) Next Leap Career Solutions Private Limited; and
   (iv) People Metrics Private Limited and Thomas Assessments Private Limited

2. Investment in the following Subsidiaries:

   (i) CIEL Skills and Careers Private Limited, towards upgradation of its HR Tech Platform, **ProSculpt**;
   (ii) Firstventure Corporation Private Limited, towards upgradation of its learning experience platform, **Courseplay**;
   (iii) Integrum Technologies Private Limited, towards upgradation of its HR Tech Platform, **HfactoR**;
   (iv) Ma Foi Strategic Consultants Private Limited, towards upgradation of its HR Tech Platform, **EzyComp**; and
   (v) Next Leap Career Solutions Private Limited, towards upgradation of its HR Tech Platform, **Jombay**

3. Funding incremental working capital requirements of our Company

4. Unidentified inorganic acquisitions and general corporate purposes

(collectively, referred to herein as the "**Objects**").

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us (i) to undertake our existing business activities; and (ii) to undertake the activities proposed to be funded from the Net Proceeds. Further, our Company expects to receive benefits of listing of the Equity Shares, including to enhance our visibility and our brand image among our existing and potential customers.

Net Proceeds

The details of the proceeds from the Fresh Issue are summarised in the following table:

Particulars	Estimated amount (*₹ in million*)
Gross Proceeds of the Fresh Issue	3,350.00(1)
(Less) Offer related expenses in relation to the Fresh Issue(2)(3)	[●]
Net Proceeds(3)	[●]

(1) Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus to be filed with the RoC. Upon allotment of Equity Shares pursuant to the Pre-IPO Placement, we may utilize the proceeds from the Pre-IPO Placement towards the Objects as set out in this section. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

(2) For details, please see, "- Offer Expenses" on page 138,

(3) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC

Utilisation, proposed schedule of implementation and deployment of Net Proceeds

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

(in ₹ million)

	Particulars	Toal estimated amount to be funded from the Net Proceeds	Estimated amount to be deployed in Fiscal 2026	Estimated amount to be deployed in Fiscal 2027
1.	**Acquisition of additional shareholding in the following Subsidiaries:**	**407.32**	**180.62**	**226.69**
(i)	Firstventure Corporation Private Limited	116.10	21.40	94.70
(ii)	Integrum Technologies Private Limited	31.50	7.50	24.00
(iii)	Next Leap Career Solutions Private Limited	69.22	69.22	NA
(iv)	People Metrics Private Limited and Thomas Assessments Private Limited*	190.50*	82.50*	108.00*
2.	**Investment in the following Subsidiaries:**	**552.00**	**238.00**	**314.00**
(i)	CIEL Skills and Careers Private Limited, towards upgradation of its HR Tech Platform, **ProSculpt**;	26.00	10.00	16.00
(ii)	Firstventure Corporation Private Limited, towards upgradation of its learning experience platform, **Courseplay**	64.00	28.00	36.00
(iii)	Integrum Technologies Private Limited, towards upgradation of its HR Tech Platform, **HfactoR**	116.00	50.00	66.00
(iv)	Ma Foi Strategic Consultants Private Limited, towards upgradation of its HR Tech Platform, **EzyComp**	26.00	10.00	16.00
(v)	Next Leap Career Solutions Private Limited, towards upgradation of its HR Tech Platform, **Jombay**	320.00	140.00	180.00
3.	**Funding incremental working capital requirements of our Company**	1,000.00	600.00	400.00
4.	**Unidentified inorganic acquisitions and general corporate purposes (1)(2)**	[●]	[●]	[●]
Total		**[●]**	**[●]**	**[●]**

**PMPL and TAPL will receive 16.70% and 83.30%, respectively, of the total consideration on completion of acquisition First Tranche Shares and Second Tranche Shares*

(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for unidentified inorganic acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds in accordance with Regulation 7(3) of the ICDR Regulations out of which the amounts to utilised towards each of (i) general corporate purposes, or (ii) inorganic growth through acquisitions and strategic initiatives, will not exceed 25% of the Gross Proceeds of the Fresh Issue.

(2) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on (a) our current business plan, management estimates, other commercial and technical factors; (b) certificates provided by the independent chartered accountant, wherever applicable; and (c) reports issued by Techpearl Software Private Limited, third party IT consultant and quotations obtained from Delphic Jobs, HR consultants. However, such fund requirements and deployment of funds have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy, competition, variation in cost estimates on account of factors, including changes in design or configuration of the project, incremental pre-operative expenses and other external factors such as changes in the business environment, market conditions and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. Our historical expenditure may not be reflective of our future expenditure plans. For details on risks involved, please see "*Risk Factors - The objects of the Offer for which funds have been raised and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution. Further, we intend to utilize ₹ 552.00 million of the Net Proceeds to invest in certain subsidiaries towards upgradation of our HR Tech Platforms and have relied on reports and quotations received from third parties. The deployment of funds is entirely at the discretion of our management. Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings. Further, if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected*" on page 43.

The (i) total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds, in accordance with the SEBI ICDR Regulations; (ii) amount utilized towards our object of pursuing inorganic initiatives shall not exceed 25% of the Gross Proceeds; and (iii) cumulative amount to be utilized towards general corporate purposes and our object of pursuing inorganic initiatives shall not exceed 35% of the Gross Proceeds.

In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for Objects, our Company may explore a range of options including utilizing our internal accruals, additional equity and/or debt arrangements, as required. In case the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used for funding other existing Objects, if necessary and/or towards general corporate purpose.

Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. However, in the event that estimated utilization out of the Net Proceeds in a scheduled Financial Year being not undertaken in its entirety, the remaining Net Proceeds shall be utilized in Financial Years, immediately subsequent to the respective Financial Years as disclosed above, in accordance with applicable laws. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds, in accordance with applicable laws.

Means of finance

The Objects set out above are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals, as prescribed under the SEBI ICDR Regulations.

Details of the Objects

I. <u>Acquisition of additional shareholding in certain Subsidiaries:</u>

A. Firstventure Corporation Private Limited ("FCPL") - Courseplay

As on the date of this Draft Red Herring Prospectus, our Company holds 51.71% of the equity share capital of FCPL. Our Subsidiary, FCPL operates Courseplay, a learning experience platform with a repository of employee learning material that facilitates personalized learning journeys and tracks progress throughout these journeys. For details, see "*Our Subsidiaries, Associates and Joint Ventures - Firstventure Corporation Private Limited*" on pags 262.

Pursuant to share purchase agreement entered between our Company, FCPL, Arjun Gupta and Nishita Gupta (collectively, the "**FCPL Erstwhile Promoters**") and certain erstwhile shareholders of FCPL and the securities subscription and securities holders' agreement entered between our Company, FCPL and the FCPL Erstwhile Promoters ("**FCPL SSSHA**") each dated February 29, 2024, our Company acquired a total of 309,031 equity shares of FCPL amounting to 51.71% of the equity share capital of FCPL. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years –Next Leap Career Solutions Private Limited*" on page 257.

Rationale and details of the proposed acquisition

As on date of this Draft Red Herring Prospectus, the shareholding pattern of FCPL is as set out below:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	Company	309,031	51.71
2.	Arjun Gupta	288,564	48.29
3.	Nishita Gupta	1	Negligible
	Total	**597,596**	**100.00**

Note: Out of a total pool of 10,647 options in the Employee Stock Option Plan 2021- Firstventure ESOP, 6,747 options have been granted to employees of FCPL and nil are vested as on date pf this Draft Red Herring Prospectus.

Pursuant to the FCPL SSSHA, our Company has the right to exercise the:

(a) first call option ("**First Call Option**") to acquire at least 30% but not more than 50% of the remaining equity shares of FCPL held by the FCPL Erstwhile Promoters and shares held by employees of FCPL i.e. between 86,570 to 144,283 equity shares ("**First Call Option Shares**") of FCPL by September 30, 2025 or within 90 days after the adoption of the audited financial statements for the Fiscal 2025 by FCPL, whichever is later for a consideration linked to the audited EBITDA of FCPL for Fiscal 2025.

(b) second call option ("**Second Call Option**") to acquire the remaining equity shares of FCPL held by the FCPL Erstwhile Promoters post completion of First Call Option Shares i.e. 144,283 to 288,565 in the period commencing from April 1, 2026 and ending on September 30, 2026 or within 90 days after the adoption of the audited financial statements for the Fiscal 2026 by FCPL, whichever is later for a consideration linked to the audited EBITDA of FCPL for Fiscal 2026.

Furthermore, set out below are details of the audited revenue from operations, EBITDA, EBITDA margin and profit after tax of FCPL on a standalone basis for Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024:

Particulars	Fiscal 2022*	Fiscal 2023*	Fiscal 2024**	Three month period ended June 30, 2024
Revenue of operations (₹ in million)	NA	NA	5.42	9.76
EBITDA (*₹ in million*)	NA	NA	3.11	1.58
EBITDA margin (%)	NA	NA	57.38	16.19
Profit after tax	NA	NA	1.69	(2.74)

**FCPL was not a subsidiary of our Company in Fiscal 2022 and 2023*

***FCPL was acquired and classified as a subsidiary of our Company on February 29, 2024 and accordingly, information provided is from February 29, 2024 to March 31, 2024.*

FCPL contributed to 0.30% of our revenue from operations in the three month period ended June 30, 2024. The Board of Directors, pursuant to their resolution dated November 19, 2024 have approved the intention of the Company to exercise the First Call Option and Second Call Option in accordance with the FCPL SSSHA. On completion of the proposed acquisition, FCPL will be our Company's wholly owned subsidiary.

Consideration

The FCPL SSSHA sets out the consideration payable at various EBITDA parameters. Our Company proposes to utilize ₹116.10 million towards acquisition of 288,565 equity shares aggregating to 48.29% of the equity share capital of FCPL. However, as the consideration payable by our Company is linked to the audited EBITDA of FCPL for Fiscals 2025 and 2026, in the event that the actual consideration payable is higher, the balance consideration payable will be funded through our internal accruals and any additional equity and/or debt arrangements. If the actual consideration payable is lower, our Company will adjust the Net Proceeds set out for this particular object in accordance with the SEBI ICDR Regulations. The utilisation of proceeds will be in the following manner:

(in ₹ million)

Particulars	Total amount	Fiscal 2026 (Amount to be deployed)	Fiscal 2027 (Amount to be deployed)
Acquisition of equity shares of FCPL pursuant to exercise of the First Call Option	21.40	21.40	NA
Acquisition of equity shares of FCPL pursuant to exercise of the Second Call Option	94.70	NA	94.70

B. *Integrum Technologies Private Limited ("ITPL") - HfactoR*

As on the date of this Draft Red Herring Prospectus, our Company holds 76.50% of the equity share capital of ITPL. ITPL operates HfactoR, a SaaS based HR Tech Platform which helps organisations streamline core HR functions. For details, see "*Our Subsidiaries, Associates and Joint Ventures – Integrum Technologies Private Limited*" on page 263.

ITPL was incorporated on August 13, 2018 as a subsidiary of our Company.

Rationale and details of the proposed acquisition

As on date of this Draft Red Herring Prospectus, the shareholding pattern of ITPL is as set out below:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	Company	577,582	76.50
2.	Kiran Kumar Shetty	71,716	9.50
3.	V. Balaji	52,851	7.00
4.	Sandeep Kishan Jampana	52,851	7.00
5.	Hemalatha Rajan	10	Negligible

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
	Total	**755,010**	**100.00**

Pursuant to the share purchase agreement dated April 25, 2024 ("**ITPL SPA**") entered into between ITPL, our Company, Kiran Kumar Shetty, V. Balaji and Sandeep Kishan Jampana (collectively, "**ITPL Shareholders**"), our Company has the obligation to exercise:

(a) First call option ("**First Call Option**") to acquire at least 7.5% of the equity share capital of ITPL held by the ITPL Shareholders i.e. minimum of 56,625 and maximum of 177,418 equity shares of ITPL ("**First Call Option Shares**") by September 30, 2025 or 90 calendar days after the adoption of the audited financial statements for Fiscal 2025 by ITPL, whichever is later for a consideration linked to the audited EBITDA of ITPL for Fiscal 2025.

(b) second call option ("**Second Call Option**") to acquire the remaining equity shares of ITPL held by the ITPL Shareholders in ITPL post completion of First Call Option Shares i.e. a maximum of 120,792 equity shares of ITPL in the period commencing from April 1, 2026 and ending on September 30, 2026 or within 90 days after the adoption of the audited financial statements for the Fiscal 2026 by ITPL, whichever is later for a consideration linked to the audited EBITDA of ITPL for Fiscal 2026.

Furthermore, set out below are details of the audited revenue from operations, EBITDA, EBITDA margin and profit after tax of ITPL on a standalone basis for Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024:

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Revenue of operations (*₹ in million*)	11.42	16.36	25.12	8.07
EBITDA (*₹ in million*)	(0.99)	6.11	6.38	1.00
EBITDA margin (%)	(8.67)	37.35	25.40	12.39
Profit after tax	(1.02)	5.29	1.31	(2.47)

ITPL contributed to 0.22%, 0.20%, 0.23% and 0.25% of our revenue from operations in Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024, respectively. The Board of Directors, pursuant to their resolution dated November 19, 2024 have approved the intention of the Company to exercise the First Call Option and Second Call Option in accordance with the ITPL SPA. On completion of the proposed acquisition, ITPL will be our Company's wholly owned subsidiary.

Consideration

The ITPL SPA sets out the consideration payable at various EBITDA parameters. Our Company proposes to utilize ₹31.50 million towards acquisition of 177,428 equity shares aggregating to 23.50% of the equity share capital of ITPL. However, as the consideration payable by our Company is linked to the audited EBITDA of ITPL for Fiscals 2025 and 2026, in the event that the actual consideration payable is higher, the balance consideration payable will be funded through our internal accruals and any additional equity and/or debt arrangements. If the actual consideration payable is lower, our Company will adjust the Net Proceeds set out for this particular object in accordance with the SEBI ICDR Regulations. The utilisation of proceeds will be in the following manner:

(in ₹ million)

Particulars	Total amount	Fiscal 2026 (Amount to be deployed)	Fiscal 2027 (Amount to be deployed)
Acquisition of equity shares of ITPL pursuant to exercise of the First Call Option	7.50	7.50	NA
Acquisition of equity shares of ITPL pursuant to exercise of the Second Call Option	24.00	NA	24.00

C. *Next Leap Career Solutions Private Limited ("NLCSPL") - Jombay*

As on the date of this Draft Red Herring Prospectus, our Company holds 91.40% of the equity share capital of NLCSPL. NLCSPL is engaged in the business of, *inter alia*, providing online solutions, advisory services, for recruitment, hiring, staffing, human resource services, overseas education, global education, and assisting students to pursue education in overseas educational institutions. It runs the HR Tech Platform, Jombay. For details, see "*Our Subsidiaries, Associates and Joint Ventures – Next Leap Career Solutions Private Limited*" on page 264.

Pursuant to share purchase agreement between our Company, NLCSPL, Mohit Gundecha, Suruchi Wagh (collectively the "**NLCSPL Erstwhile Promoters**") and certain erstwhile shareholders of NLCSPL and shareholders agreement

(“**NLCSPL SHA**”) entered between our Company, NLCSPL and the NLCSPL Erstwhile Promoters each dated November 30, 2022, our Company acquired a total of 470,834 equity shares of NLSCPL. Subsequently, pursuant to the NLCSPL SHA, our Board passed a resolution dated December 18, 2023 to exercise tranche I call option in terms of the NLCSPL SHA and further acquired 51,125 from the NLCSPL Erstwhile Promoters on December 28, 2023 leading to our Company holding a total of 521,959 equity shares amounting to 91.40% of the equity share capital of NLCSPL . For details, see “*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years –Next Leap Career Solutions Private Limited*” on page 257.

Rationale and details of the proposed acquisition

As on date of this Draft Red Herring Prospectus, the shareholding pattern of NLCSPL is as set out below:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	Company	521,959	91.40
2.	Mohit Gundecha	24,567	4.30
3.	Suruchi Wagh	24,567	4.30
	Total	**571,093**	**100.00**

Pursuant to the NLCSPL SHA, our Company is obligated to exercise tranche II call option (“**Call Option**”) to acquire the remaining equity shares held by the NLCSPL Erstwhile Promoters (and any other shareholders) i.e. 49,134 equity shares of NLCSPL by December 31, 2024 or 90 calendar days after the adoption of the audited financial statements for Fiscal 2024 by NLCSPL, whichever is later for a consideration linked to the audited EBITDA of NLCSPL for Fiscal 2024. In the event our Company is not able to complete the Call Option, the NLCSPL Erstwhile Promoters have the right but not an obligation to exercise tranche II put option (“**Put Option**”) to require our Company to purchase the remaining shares held by the NLCSPL Erstwhile Promoters (and any other shareholders) i.e. 49,134 equity shares of NLCSPL. The Put Option maybe exercised in the period commencing January 1, 2025 or 91 calendar days after the adoption of the audited financial statements for Fiscal 2024 by NLCSPL, whichever is later and latest within June 30, 2025 for a consideration linked to the audited EBITDA of NLCSPL for Fiscal 2024.

Furthermore, set out below are details of the audited revenue from operations, EBITDA, EBITDA margin and profit after tax of NLCSPL on a standalone basis for Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024:

Particulars	Fiscal 2022*	Fiscal 2023**	Fiscal 2024	Three month period ended June 30, 2024
Revenue of operations (₹ in million)	NA	53.13	293.76	83.49
EBITDA	NA	1.34	63.99	22.67
EBITDA margin (%)	NA	2.52	21.78	27.15
Profit after tax	NA	16.08	43.04	14.20

**NLCSPL was not a subsidiary of our Company in Fiscal 2022*
***NLCSPL was acquired and classified as a subsidiary of our Company on January 9, 2023 and accordingly, information provided is from January 9, 2023 to March 31, 2023.*

NLCSPL contributed to 2.71% and 2.57% of our revenue from operations in 2024 and three month period ended June 30, 2024, respectively. The Board of Directors, pursuant to their resolution dated November 19, 2024 have approved the exercise of the Call Option. On completion of the proposed acquisition, NLCSPL will be our Company’s wholly owned subsidiary.

Consideration

In accordance with the NLCSPL SHA, our Company proposes to utilize ₹69.22 million towards acquisition of 49,134 equity shares aggregating to 8.60% of the equity share capital of NLCSPL in Fiscal 2025.

D. <u>People Metrics Private Limited (“PMPL”) and Thomas Assessments Private Limited (“TMPL” and collectively with PMPL, “Thomas Group”)</u>

As on the date of this Draft Red Herring Prospectus, our Company holds 51% of the equity share capital of PMPL and TAPL each. TAPL and PMPL offer standard psychometric tools developed by a global assessment company and tailor made solutions, respectively, for talent assessment solutions. For details, see “*Our Subsidiaries, Associates and Joint Ventures – People Metrics Private Limited*” and “*Our Subsidiaries, Associates and Joint Ventures - Thomas Assessments Private Limited*” on page 265.

Pursuant to the share purchase agreement entered between our Company, PMPL, TAPL, Sundara Rajan Aravamuthan, Prahlad Rao, Rathana Sundara Rajan and Surekha Prahlad ("**Thomas Group Shareholders**") dated October 4, 2024, our Company acquired 5,100 equity shares of face value ₹10 each in each of PMPL and TAPL amounting to 51.00% of the equity share capital of PMPL and TAPL, respectively. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years –Thomas Assessments Private Limited and People Metrics Private Limited*" on page 258.

Rationale and details of the proposed acquisition

PMPL and TAPL have common promoters. As on date of this Draft Red Herring Prospectus, the shareholding pattern of PMPL is as set out below:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	Company	5,100	51.00
2.	Rathna Sundara Rajan	3,144	31.44
3.	Surekha Prahlad Rao	1,568	15.68
4.	Sundara Rajan Aravamuthan	122	1.22
5.	G. Prahlad Rao	66	0.66
	Total	**10,000**	**100.00**

As on date of this Draft Red Herring Prospectus, the shareholding pattern of TAPL is as set out below:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	Company	5,100	51.00
2.	Sundara Rajan Aravamuthan	2,450	24.50
3.	G. Prahlad Rao	1,634	16.30
4.	Rathna Sundara Rajan	816	8.20
	Total	10,000	**100.00**

Pursuant to the shareholders' agreement entered between our Company, PMPL, TAPL and Thomas Group Shareholders dated October 4, 2024 ("**Thomas Group SHA**"), our Company is obligated to acquire:

(a) 2,500 equity shares of face value ₹10 each in each of PMPL and TAPL ("**First Tranche Shares**") from the period commencing from 30 calendar days after the adoption of the financial statements of both PMPL and TAPL for Fiscal 2025 by PMPL and TAPL, respectively, for a consideration linked to the audited EBITDA of the Thomas Group collectively (adjusted for the (i) difference between the actual net working capital and the prescribed net working capital; (ii) loss suffered by our Company, if any, in respect of any specific indemnity matters set out in the Thomas Group SHA; (iii) net income tax refund received by PMPL and TAPL, if any).

(b) 2,400 equity shares of face value ₹10 each in each of PMPL and TAPL ("**Second Tranche Shares**") from the period commencing from 30 calendar days after the adoption of the financial statements of both PMPL and TAPL for Fiscal 2026 by PMPL and TAPL, respectively, for a consideration linked to the audited EBITDA of the Thomas Group collectively (adjusted for the (i) difference between the actual net working capital and the prescribed net working capital; (ii) loss suffered by our Company, if any, in respect of any specific indemnity matters set out in the Thomas Group SHA; (iii) net income tax refund received by PMPL and TAPL, if any).

The Board of Directors, pursuant to their resolution dated November 19, 2024 have approved the intention of the Company to acquire the First Tranche Shares and the Second Tranche Shares. Pursuant to the proposed acquisition, PMPL and TAPL will be our Company's wholly owned subsidiary.

Consideration

The Thomas Group SSSHA sets out the consideration payable at various EBITDA parameters. Our Company proposes to utilize ₹190.50 million towards acquisition of 4,900 equity shares aggregating to 49% of the equity share capital of PMPL and 4,900 equity shares aggregating to 49% of the equity share capital of TAPL. However, as the consideration payable by our Company is linked to the audited EBITDA of the Thomas Group collectively for Fiscals 2025 and 2026, in the event that the actual consideration payable is higher, the balance consideration payable will be funded through our internal accruals and any additional equity and/or debt arrangements. If the actual consideration payable is lower, our Company will adjust the Net Proceeds set out for this particular object in accordance with the SEBI ICDR Regulations. The utilisation of proceeds will be in the following manner:

(in ₹ million)

Particulars	Total amount*	Fiscal 2026 (Amount to be deployed)*	Fiscal 2027 (Amount to be deployed)*
Acquisition of equity shares of PMPL and TAPL pursuant to exercise of the First Tranche Shares	82.50	82.50	NA
Acquisition of equity shares of PMPL and TAPL pursuant to exercise of the Second Tranche Shares	108.00	NA	108.00

* *PMPL and TAPL will receive 16.70% and 83.30%, respectively, of the total consideration on completion of acquisition First Tranche Shares and Second Tranche Shares*

II. Investment in the following Subsidiaries:

A. *CIEL Skills and Careers Private Limited ("CSCPL"), towards upgradation of its HR Tech Platform, ProSculpt;*

CSCPL was incorporated on December 30, 2011. On July 20, 2022, CSCPL issued 1,040,000 equity shares of face value ₹10 to our Company aggregating to 50.98% of the equity share capital of CSCPL, resulting in CSCPL being our subsidiary. Subsequently, on July 10, 2024, CSCPL became a wholly owned subsidiary of our Company.

Existing capabilities and operations

Our Subsidiary, CSCPL operates ProSculpt, an in-house HR Tech Platform that enhances skill development by aligning academics with practical industry needs. It supports educational institutions in evaluating and training students and facilitates placement of graduates. Using data-driven insights, it recommends industry-aligned curriculum and optimizes placement processes. During Fiscals 2022, 2023 and 2024, and the three month period ended June 30, 2024, ProSculpt has onboarded 7,000 students from 30 colleges, conducted offline trainings using LMS course content for 90,000 students across 400 colleges in Tamil Nadu and Karnataka. For details, see "*Our Business – Our Business Operations – HR Tech Platforms - Fresher Upskilling*" on page 244.

For the operations of ProSculpt, CSCPL regularly enter into agreements, issue purchase orders and obtain licenses with multiple vendors and service providers for the following:

- cloud infrastructure services which help us host and store data of our HR Tech Platform, including data pertaining to our customers;
- data centre services which help us in optimising our HR Tech Platform; and
- business applications and software license for usage of software to build our HR Tech Platform

CSCPL's expenditure on technology building, platform hosting, licenses, server management and platform support on a standalone basis for Fiscal 2022, 2023 and 2024 and the three month period ended June 30, 2024:

(in ₹ million)

Particulars	Fiscal 2022(1)	Fiscal 2023(2)	Fiscal 2024	Three month period ended June 30, 2024
Technology Platform (3)	NA	Nil	5.54	Nil
Technology Platform – under development (4)	NA	Nil	4.79	2.46

(1) *CSCPL was not a subsidiary of our Company in Fiscal 2022*
(2) *CSCPL was acquired and classified as a subsidiary of our Company on July 20, 2022 and accordingly, information provided is from July 20, 2022 to March 31, 2023.*
(3) *Includes cost of engineers, skilled professionals and technical staff who developed the platform, server hosting charges, cloud storage license, domain charges and licensing/ subscription of other software and tools required for development of the platform which has been launched and has gone live.*
(4) *This includes ongoing expenses on modules, updates and versions that are currently under development and are yet to go live on the technology platform*

As a part of the expenditure to build the technology platform, CSCPL has incurred the following employee cost for Fiscal 2022, 2023 and 2024 and the three month period ended June 30, 2024:

(in ₹ million)

Particulars	Fiscal 2022 (1)	Fiscal 2023 (2)	Fiscal 2024	Three month period ended June 30, 2024
Employee cost towards technology platform development	NA	4.08	2.55	1.58

(1) *CSCPL was not a subsidiary of our Company in Fiscal 2022*

(2) CSCPL was acquired and classified as a subsidiary of our Company on July 20, 2022 and accordingly, information provided is from July 20, 2022 to March 31, 2022.

Proposed upgradation

As on the date of this Draft Red Herring Prospectus, we have launched and are operating ProSculpt version 2.0. CSCPL aims to launch ProSculpt version 4.0 which would improve on existing features such as an enhanced, user-friendly and visually appealing dashboard featuring overall metrics, jobs, internships and campus placement, add analytical cards that offer key metrics for better decision making and better user controls to monitor tasks on real time basis. Additionally, we are proposing to add features to ProSculpt wherein the platform would collect and manage student and faculty data in the template required by National Institutional Ranking Framework to enable them to evaluate colleges and universities based on certain set parameters. NIRF would be able to download ready reports from the ProSculpt platform.

We believe that the updated and improved version will help increase revenue as it would offer tailored approach to both employers and institution. Employers would gain access to a fresh graduate database with metrics such as time-to-hire and cost to hire which would improve recruitment efficiency. We further believe that institutions would benefit from streamlined student data management, assessments, and NIRF reporting for operational efficiency. The updated version of ProSculpt would offer comprehensive solutions, attracting premium subscriptions and long-term partnerships.

Estimated employee cost for upgradation of technology platform

CSCPL's in-house technology team plays an integral role in designing, developing, maintaining, and upgrading its HR Tech Platform and CSCPL incurs substantial cost on skilled professional and technical staff for the development of Prosculpt. For the upgradation of Prosculpt, majority of the expense required to be spent will be towards skilled professional and technical staff. CSCPL proposes to utilize its existing team of professionals as well as hire new skilled professionals and technical staff to carry out the upgrading and enable us to achieve the desired outcome.

The details of the existing employees involved in technology platform development as on June 30, 2024 is set out below:

Roles	Number of employees	Total cost per annum (₹ in million)
Head- Business Growth	1	2.40
Business development manager	1	1.20
Managing consultant	1	1.60
Program manager	1	0.65
Senior Analyst	1	0.70
Business Head	1	2.50
Total	**6**	**9.05**

The table below sets forth details of the skilled professionals and technical staff proposed to be hired and the break-up of the total estimated cost for hiring such skilled professionals and technical staff by CSCPL for upgrading Prosculpt:

Description	Fiscal 2025*		Fiscal 2026		Fiscal 2027	
	No. of resources@	Total cost per annum *(₹ in million)^*	No. of resources@	Total cost per annum *(₹ in million)^*	No. of resources@	Total cost per annum *(₹ in million)^*
BI Specialist - Placement Module(1)	3	0.21	-	-	-	-
BI Specialist - Institution Module(2)	1	0.30	-	-	-	-
Content Developer(3)	-	-	1	0.48	1	0.32
Product Head (4)	1	0.45	-	-	-	-
Wordpress Developer(5)	-	-	1	0.72	1	0.72
LMS Support(6)	-	-	1	0.72	1	0.72
Product Developer - Front End (CSS, HTML, Reactjs) (7)	-	-	1	0.39	1	0.78
Product Developer - Back End (Python, Postgres Sql) (8)	-	-	1	0.48	1	0.96
Customer Success Manager (9)	-	-	1	0.48	1	0.32
Total	**5**	**0.96**	**6**	**3.27**	**6**	**3.82**
Existing employees	6	6.34	11	8.03	17	12.43
Grand total	**11**	**7.30**	**17**	**11.30**	**23**	**16.25**

@Basis report dated November 18, 2024 issued by Techpearl Software Private Limited, third party IT consultant.
^Basis quotation dated November 18, 2024 obtained by CSCPL from Delphic Jobs. The quotation is valid for a period of one year.

**Cost for hiring of skilled professionals and technical staff during Fiscal 2025 will be through internal accruals.*

(1) Manage the digital aspects of the campus placement process, including maintaining and updating student data and tracking placement statistics, digitally sharing job opportunities with colleges and students through appropriate platforms and communication channels, ensure accurate reporting of the number of students placed and maintaining an up-to-date database of placement activities, collaborate with institutions and corporate partners to digitally streamline the recruitment process, monitor and optimize digital engagement during campus drives to enhance outreach and placement success.

(2) Designing and implementing process workflows for institutional training, placement, and assessment activities, collaborate with academic and administrative teams to streamline processes and ensure alignment with organizational goals, assessing current systems, identifying improvements, and introducing effective solutions.

(3) Develop educational and informative content tailored to user needs and product goals, content strategy, search engine optimization, Technical skills required: Content management systems, search engine optimization tools, digital marketing

(4) Develop and manage a roadmap for long-term growth, market research, product development, user-centric design, product quality, and performance analysis. Technical skills: Ed-tech platforms, LMS, data-analytics tools.

(5) Design and implement new features and functionalities for both the back-end and front-end development, manage technical aspects of the content management system. Technical Skills: PHP, MySQL, HTML5, CSS3, convert comprehensive layout and wireframes into HTML pages.

(6) Manage product configuration, user roles, and settings, plugins installation, test and deployment, data management skills, integrations and software customization. Technical skills: Moodle, PHP, Database Management, Wordpress.

(7) Design intuitive and engaging user interfaces for landing page and user interfaces, combine user feedback and design principles. Technical skills: Graphic Design Software (Figma), Prototyping Tools, User Testing

(8) Develop robust applications and backend services using Python, Specialize in database design and interaction using PostgreSQL. Technical skills: Python, PostgreSQL, API Integration, Server-side Logic, CSS, HTML, ReactJS

(9) Address user queries and technical problems, ensuring resolution. Technical skills: Troubleshooting, helpdesk, Moodle

Accordingly, our Company shall deploy ₹26.00 million from the Net Proceeds in the form of debt investments in CSCPL. CSCPL proposes to utilise the investments made by our Company in the manner set out below:

(in ₹ million)

Particulars	Total amount*	Fiscal 2026 (Amount to be deployed)	Fiscal 2027 (Amount to be deployed)
Cost of existing employees and hiring new skilled professionals and technical staff for technology platform development	26.00	10.00	16.00

We intend to utilise ₹26.00 million from the Net Proceeds towards meeting employee costs for technology platform upgradation and the balance amount, if any, for technology platform upgradation shall be met from internal accruals, debt or equity infusion.

B. *Firstventure Corporation Private Limited, towards upgradation of its learning experience platform, Courseplay*

Existing capabilities and operations

Our Subsidiary, Firstventure Corporation Private Limited operates Courseplay, an in-house learning experience platform for enterprise employees. It functions as an employee's personal learning guide. Courseplay uses technology to tailor each employee's learning experience. It analyzes an employee's skills and knowledge, identifies any gaps, and then recommends the best learning programs and resources to help fill those gaps. During the last three Fiscals and the three month period ended June 30, 2024, Courseplay has coached 864,011 employees who have completed 6.74 million courses with a total of 7.37 million learning hours. For details, see "*Our Business – Our Business Operations – HR Tech Platform – Employee Learning*" on page 242. For the operations of Courseplay, FCPL enters into agreements, issue purchase orders and obtain licenses with multiple vendors and service providers for the following:

- Generating security testing reports;
- ISO and cybersecurity auditing;
- Performance and load testing;
- Server hosting;
- Consulting; and
- Software development

FCPL's expenditure on technology, licenses, IT infrastructure, software on a standalone basis for Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024 is set out below:

(in ₹ million)

Particulars	Fiscal 2022 (1)	Fiscal 2023 (2)	Fiscal 2024	Three month period ended June 30, 2024
Technology Platform(3)	NA	Nil	19.07	5.49

(1) FCPL was not a subsidiary of our Company in Fiscal 2022 and 2023

(2) FCPL was acquired and classified as a subsidiary of our Company on February 29, 2024 and accordingly, information provided is from February 29, 2024 to March 31, 2024.

(3) *Includes cost of engineers and product development personnel who developed the platform, server hosting charges, software license charges required for development of the platform which has been launched and has gone live.*

As a part of the expenditure to build the technology platform, FCPL has incurred the following employee cost for Fiscal 2022, 2023 and 2024 and the three month period ended June 30, 2024:

(in ₹ million)

Particulars	**Fiscal 2022 (1)**	**Fiscal 2023 (2)**	**Fiscal 2024**	**Three month period ended June 30, 2024**
Employee cost towards technology platform development	NA	12.58	16.67	5.13

(1) *FCPL was not a subsidiary of our Company in Fiscal 2022 and 2023*
(2) *FCPL was acquired and classified as a subsidiary of our Company on February 29, 2024 and accordingly, information provided is from February 29, 2024 to March 31, 2024.*

Proposed upgradation

As on the date of this Draft Red Herring Prospectus, we have launched and are operating Courseplay version 8.2.1. FCPL aims to launch Courseplay version 10.0.0 with enhanced generative AI capabilities, content authoring, gamification, learning path recommendation, succession planning and content curation. We believe that the updated and improved version will help improve operational efficiency, enhance customer satisfaction and retention and grow revenue through introduction of new services and additional EBITDA contribution.

Estimated employee cost for upgradation of technology platform

FCPL's in-house technology team plays an integral role in designing, developing, maintaining, and upgrading its HR Tech Platform and FCPL incurs substantial cost on skilled professional and technical staff for the development of Courseplay. For the upgradation of Courseplay, majority of the expense required to be spent will be towards skilled professional and technical staff. FCPL proposes to utilize its existing team of professionals as well as hire new skilled professionals and technical staff to carry out the upgrading and enable us to achieve the desired outcome.

The details of the existing employees involved in technology platform development as on June 30, 2024 is set out below:

Roles	**Number of employees**	**Total cost per annum** (₹ in million)
VP	1	5.42
Product Manager	1	2.12
Senior Tech	8	8.82
Junior Tech	4	4.14
Total	**14**	**20.50**

The table below sets forth details of the skilled professionals and technical staff proposed to be hired and the break-up of the total estimated cost for hiring such skilled professionals and technical staff by FCPL for upgrading Courseplay:

Description	**Fiscal 2025***		**Fiscal 2026**		**Fiscal 2027**	
	No. of resources@	**Total cost per annum** *(₹ in million)^*	**No. of resources@**	**Total cost per annum** *(₹ in million)^*	**No. of resources@**	**Total cost per annum** *(₹ in million)^*
Product Manager (1)	1	0.81	-	-	-	-
Junior Product Manager (2)	-	-	1	0.78	-	-
Team Lead (Tech) (3)	4	2.24	-	-	1	1.68
Senior Tech (4)	2	1.08	1	1.02	6	6.12
Junior Tech (5)	1	0.31	2	0.96	2	0.96
Senior QA (6)	1	0.46	-	-	-	-
Total	**9**	**4.90**	**4**	**2.76**	**9**	**8.76**
Existing employees	14	20.50	23	25.40	27	28.16
Grand total	**23**	**25.40**	**27**	**28.16**	**36**	**36.92**

@Basis report dated November 18,2024 issued by Techpearl Software Private Limited, third party IT consultant.
^Basis quotation dated November 18, 2024 obtained by FCPL from Delphic Jobs. The quotation is valid for a period of one year
**Cost for hiring of skilled professionals and technical staff during Fiscal 2025 will be through internal accruals.*
(1) *Experience in designing scalable systems, network architecture, cloud infrastructure monitoring, mentor and guide development teams from concept to deployment. Technical skills: PHP, MySQL, Cloud Architectures, Information Security Standards, Python, AWS*
(2) *Skilled in writing feature scope documents for internal product teams, market research, strategic planning and user-centered design. Technical skills: Project Management, MS Excel*
(3) *Skilled in writing feature scope documents for internal product teams, market research, strategic planning and user-centered design. Technical skills: Project Management, MS Excel*

(4) Experience in designing scalable systems, mentor and guide development teams from concept to deployment. Technical skills: PHP, React Native, JavaScript, MySQL
(5) Coding expertise, system design skills, problem-solving abilities, mentoring junior developers. Technical skills: PHP, React Native, JavaScript, MySQL
(6) Coding expertise, system design skills, problem-solving abilities, with a focus on delivering high-quality, scalable solutions. Technical skills: PHP, React Native, JavaScript, MySQL
(7) Testing expertise, automation testing skills, problem-solving abilities, with a focus on eye-for detail, process orientation and mentoring junior quality analysts. Technical skills: Manual testing, automation testing, Selenium, Appium, load testing, other testing frameworks

Accordingly, our Company shall deploy ₹64.00 million from the Net Proceeds in the form of debt investments in FCPL. FCPL proposes to utilise the investments made by our Company in the manner set out below:

(in ₹ million)

Particulars	Total amount*	Fiscal 2026 (Amount to be deployed)	Fiscal 2027 (Amount to be deployed)
Cost of existing employees and hiring new skilled professionals and technical staff for technology platform development	64.00	28.00	36.00

We intend to utilise ₹64.00 million from the Net Proceeds towards meeting employee costs for technology platform upgradation and the balance amount, if any, for technology platform upgradation shall be met from internal accruals, debt or equity infusion.

C. *Integrum Technologies Private Limited, towards upgradation of its HR Tech Platform, HfactoR*

Existing capabilities and operations

HfactoR, a SaaS based HR Tech Platform offered by our Subsidiary, Integrum Technologies Private Limited, helps organisations streamline core HR functions such as leave request management, attendance monitoring using geo-tagging, automated payroll calculations, expense management and employee lifecycle management, among others as well as strategic HR functions. This HR Tech Platform utilises AI to help organisations score resumes in their repository to recommend the ones matching best with job requirements. Further, depending on the needs of the organisation, this HR Tech Platform can be customised. During the last three Fiscals and the three month period ended June 30, 2024, 150,824 employees across 765 clients were payrolled, 12,255 appointment letters were generated. For details, see "*Our Business – Our Business Operations – HR Tech Platform - Human resource management system*" on page 243. For the operations of HfactoR, ITPL regularly enters into agreements, issue purchase orders and obtain licenses with multiple vendors and service providers for the following:

- server infrastructure;
- partnership agreement;
- software development; and
- marketing and brand promotion

ITPL's expenditure on technology building, platform hosting, licenses, server management, platform support and marketing and brand promotion on a standalone basis for Fiscal 2022, 2023 and 2024 and the three month period ended June 30, 2024:

(in ₹ million)

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Technology platform (1)	Nil	11.03	15.29	9.48

(1) Includes cost of engineers and product development personnel who developed the platform, server hosting charges and software license cost required for development of the platform which has been launched and has gone live.

As a part of the expenditure to build the technology platform, ITPL has incurred the following employee cost for Fiscal 2022, 2023 and 2024 and the three month period ended June 30, 2024:

(in ₹ million)

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three month period ended June 30, 2024
Employee cost towards technology platform development	Nil	9.06	14.85	7.03

Proposed upgradation

As on the date of this Draft Red Herring Prospectus, we have launched and are operating HfactoR version 30.2. ITPL aims to launch HfactoR version 32.0 which would increase our platform capability to process more payslips and enhance our AI based capabilities. We believe that improved capabilities would reduce payroll processing time, improve user experience, and help with real-time integration with biometric devices. Further we propose to add new modules like asset management, rewards and recognition, integration with learning management system and project management system applications and enhanced flexi benefit planner. In addition, we propose to introduce HfactoR Lite for MSMEs, increase our partner integrations to offer more employee centric programs on a marketplace and introduce a new mobile based sales tracking and monitoring app. Our AI initiatives will largely be in the recruitment module where recruiter efficiency will be improved and recruiters will be aided in talent screening and interview scheduling. An additional initiative would be improving talent discovery. We believe that the expansion and introduction of these additional capabilities will help position the platform in maintaining a competitive edge in the market and scale customer acquisition efforts.

Estimated employee cost for upgradation of technology platform

ITPL's in-house technology team plays an integral role in designing, developing, maintaining, and upgrading its HR Tech Platform and ITPL incurs substantial cost on skilled professional and technical staff for the development of HfactoR. For the upgradation of HfactoR, majority of the expense required to be spent will be towards skilled professional and technical staff. FCPL proposes to utilize its existing team of professionals as well as hire new skilled professionals and technical staff to carry out the upgrading and enable us to achieve the desired outcome.

The details of the existing employees involved in technology platform development as on June 30, 2024 is set out below:

Roles	**Number of employees**	**Total cost per annum** (₹ in million)
Chief - Innovation & Product Engineering	1	3.00
Chief - Technology & Product Management	1	3.00
Head - Integration Services	1	2.50
Head Architect UX	1	1.07
Product Validation Manager	1	1.22
Senior Software Engineer	5	3.79
Software Engineer	11	4.75
Technical Lead	2	3.55
Total	**23**	**22.89**

The table below sets forth details of the skilled professionals and technical staff proposed to be hired and the break-up of the total estimated cost for hiring such skilled professionals and technical staff by ITPL for upgrading HfactoR:

Description	**Fiscal 2025***		**Fiscal 2026**		**Fiscal 2027**	
	No. of resources@	**Total cost per annum** *(₹ in million)^*	**No. of resources@**	**Total cost per annum** *(₹ in million)^*	**No. of resources@**	**Total cost per annum** *(₹ in million)^*
Technical Lead/ architect (1)	2	1.20	1	2.52	1	2.64
Senior software engineer (2)	3	0.81	4	4.80	1	1.50
Software engineer (3)	3	0.45	8	7.20	5	5.00
Validation lead (4)	-	-	1	1.20	-	-
Validation Engineer (5)	3	0.38	4	2.78	-	-
Product Manager (5)	-	-	2	4.01	1	2.00
Total	**11**	**2.84**	**20**	**22.51**	**8**	**11.14**
Existing employees	23	22.89	34	28.30	54	55.89
Grand total	**34**	**25.72**	**54**	**50.81**	**62**	**67.03**

@Basis report dated November 19, 2024 issued by Techpearl Software Private Limited, third party IT consultant.

^Basis quotation dated November 18, 2024 obtained by ITPL from Delphic Jobs. The quotation is valid for a period of one year.

**Cost for hiring of skilled professionals and technical staff during Fiscal 2025 will be through internal accruals.*

(1) *Experience in designing scalable systems, mentor and guide development teams from concept to deployment. Technical skills: Angular/React JS, C#, .Net Core, SQL Server, MongoDB, Python, Microsoft TFS, AWS, MS Azure*

(2) *Coding expertise, system design skills, problem-solving abilities, mentor junior developers. Technical skills: Angular/React JS, C#, .Net Core, SQL Server, MongoDB, Python, Microsoft TFS, AWS, MS Azure*

(3) *Coding expertise, system design skills, problem-solving abilities, mentoring junior developers. Technical skills: Angular/React JS, C#, .Net Core, SQL Server, MongoDB, Python, Microsoft TFS, AWS, MS Azure*

(4) *Test case test planning, preparation and execution, product quality and compliance with industry standards throughout the development lifecycle, mentor and guide juniors. Technical skills: Microsoft TFS/JIRA, Microsoft Word/Excel, Selenium*

(5) *Test case test planning, preparation and execution, product quality and compliance with industry standards throughout the development lifecycle. Technical skills: Microsoft TFS/JIRA, Microsoft Word/Excel, Selenium*

(6) *Skilled in market research, strategic planning and user-centered design. Technical skills: Project Management, SQL Server*

Accordingly, our Company shall deploy ₹116.00 million from the Net Proceeds in the form of debt investments in ITPL. ITPL proposes to utilise the investments made by our Company in the manner set out below:

(in ₹ million)

Particulars	Total amount*	Fiscal 2026 (Amount to be deployed)	Fiscal 2027 (Amount to be deployed)
Cost of existing employees and hiring new skilled professionals and technical staff for technology platform development	116.00	50.00	66.00

We intend to utilise ₹116.00 million from the Net Proceeds towards meeting employee costs for technology platform upgradation and the balance amount, if any, for technology platform upgradation shall be met from internal accruals, debt or equity infusion.

D. Ma Foi Strategic Consultants Private Limited, towards upgradation of its EzyComp HR Tech Platform

MFSCPL was incorporated on January 6, 2011. On February 1, 2023, our Company acquired 4,011,675 equity shares aggregating to 51% of the equity share capital of MFSCPL, resulting in MFSCPL being our subsidiary. Subsequently, on July 10, 2024, MFSCPL became a wholly owned subsidiary of our Company.

Existing capabilities and operations

Our Subsidiary, MSCPL, by way of its in-house HR Tech Platform EzyComp enables organizations to ensure compliance with various central and state labour laws in India. Organisations have access to a compliance dashboard which plans the compliance calendar, automatically generates statutory documents such as wage, leave and accident registers basis the nature of establishment, place and nature of operations, audit the compliance activities, provides actionable insights to address compliance gaps, assign roles and responsibilities to address gaps, if any, to avoid risk of non-compliance. For details, see "*Our Business – Our Business Operations – HR Tech Platform – Statutory compliance management*" on page 245. For the operations of EzyComp, MFSCPL enters into agreements, issue purchase orders and obtain licenses with multiple vendors and service providers for the following:

- Software licenses, IT services;
- Cloud space; and
- Software development for product customization.

MFSCPL's expenditure on technology building, licenses, IT infrastructure, software and purchase of hardware on a standalone basis for Fiscal 2022, 2023 and 2024 and the three month period ended June 30, 2024:

(in ₹ million)

Particulars	Fiscal 2022(1)	Fiscal 2023(2)	Fiscal 2024	Three month period ended June 30, 2024
Technology platform(3)	NA	Nil	5.19	Nil
Technology platform – under development(4)	NA	Nil	4.17	1.37

(1) MFSCPL was not a subsidiary of our Company in Fiscal 2022

(2) MFSCPL was acquired and classified as a subsidiary of our Company on February 1, 2023 and accordingly, information provided is from February 1, 2023 to March 31, 2023.

(3) Includes cost of engineers and product development personnel who developed the platform, server hosting charges, cloud platform services, hardware infrastructure and software licenses required for development of the platform which has been launched and has gone live.

(4) This includes ongoing expenses on modules, updates and versions that are currently under development and are yet to go live on the technology platform

As a part of the expenditure to build the technology platform, MFSCPL has incurred the following employee cost for Fiscal 2022, 2023 and 2024 and the three month period ended June 30, 2024:

(in ₹ million)

Particulars	Fiscal 2022(1)	Fiscal 2023(2)	Fiscal 2024	Three month period ended June 30, 2024
Employee cost towards technology platform development	NA	Nil	7.31	1.29

(1) MFSCPL was not a subsidiary of our Company in Fiscal 2022

(2) MFSCPL was acquired and classified as a subsidiary of our Company on February 1, 2023 and accordingly, information provided is from February 1, 2023 to March 31, 2023.

Proposed upgradation

As on the date of this Draft Red Herring Prospectus, we have launched and are operating EzyComp version 2.0. MFSCPL aims to launch EzyComp version 3.0 which would improve existing user interface and user experience through adoption of AI and robotics process automation and developing features such as fully-automated system-driven compliance audit process, enhanced dashboard for customers and mobile application. We believe that the updated and improved version will help enhance productivity level for users.

Estimated employee cost for upgradation of technology platform

MFSCPL's in-house technology team plays an integral role in designing, developing, maintaining, and upgrading its HR Tech Platform and MFSCPL incurs substantial cost on skilled professional and technical staff for the development of EzyComp. For the upgradation of EzyComp, majority of the expense required to be spent will be towards skilled professional and technical staff. MFSCPL proposes to utilize its existing team of professionals as well as hire new skilled professionals and technical staff to carry out the upgrading and enable us to achieve the desired outcome.

The details of the existing employees involved in technology platform development as on June 30, 2024 is set out below:

Roles	**Number of employees**	**Total cost per annum** (₹ in million)
Assistant Manager	2	1.38
Product Head	1	3.50
Regional Operations Manager	2	2.40
Senior executive	1	0.49
Senior Manager	1	1.65
Senior Team Lead	2	1.67
Total	**9**	**11.09**

The table below sets forth details of the skilled professionals and technical staff proposed to be hired and the break-up of the total estimated cost for hiring such skilled professionals and technical staff by MFSCPL for upgrading EzyComp:

Description	**Fiscal 2025***		**Fiscal 2026**		**Fiscal 2027**	
	No. of resources@	**Total cost per annum** *(₹ in million)^*	**No. of resources@**	**Total cost per annum** *(₹ in million)^*	**No. of resources@**	**Total cost per annum** *(₹ in million)^*
Product manager (1)	-	-	1	1.20	-	-
Product admin (2)	1	0.17	-	-	-	-
Subject matter expert (3)	1	0.17	-	-	1	0.60
L1 Support application engineer (4)	1	0.13	1	0.24	1	0.48
L2 Support application engineer (5)	1	0.17	1	0.27	1	0.54
QA lead (6)	-	-	1	1.00	-	-
Content consultant (7)	-	-	1	0.50	-	-
UI/ UX designer (8)	-	-	-	-	1	1.00
Total	**4**	**0.64**	**5**	**3.20**	**4**	**2.62**
Existing employees	9	8.03	13	9.53	18	14.01
Grand total	**13**	**8.67**	**18**	**12.74**	**22**	**16.63**

@Basis report dated November 19, 2024 issued by Techpearl Software Private Limited, third party IT consultant.

^Basis quotation dated November 18, 2024 obtained by MFSCPL from Delphic Jobs. The quotation is valid for a period of one year.

**Cost for hiring of skilled professionals and technical staff during Fiscal 2025 will be through internal accruals.*

(1) Planning, executing, and overseeing software development projects, manage resources, track progress, handle risks, and communicate with stakeholders to ensure alignment with product roadmap. Technical Skills: PMP certification, PM tool, MS office

(2) Managing and maintaining the product throughout its lifecycle, configuring and customizing the product to meet user needs, managing user access and permissions, repsonsible for documentation, training users, and ensuring compliance with licensing and security requirements. Technical Skills: Software configuration & customization, OS understanding.

(3) Provides technical guidance, ensures the product meets business requirements, and acts as a bridge between developer, tester and project manager, reviewing software designs, contributing to strategic product roadmap, providing training and documentation. Technical Skills: Knowledge on respective laws, MS office tools

(4) Provides the first line of technical support to users or customers encountering issues with software, hardware, or IT systems, handle basic troubleshooting tasks, responding to user queries, and resolving common problems. Technical Skills: Basic technical knowledge of the product, usage of ticketing systems.

(5) Ability to handle more complex technical issues that have been escalated from L1 support by performing root cause analysis. Technical Skills: Deeper technical knowledge of the product, usage of ticketing systems, trouble shooting, OS understanding, network management

(6) Ability to handle more complex technical issues that have been escalated from Level 1 (L1) support by performing root cause analysis. Technical Skills: technical knowledge of the product, usage of ticketing systems, trouble shooting, OS understanding, network management

(7) Simplifies the legal language into common English, develop content for all user guidance and instructions in each page of product, ability to create snippets and reading materials of acts (new/amendment) for understanding of users as well as project team. Technical Skills: Knowledge in labour laws, MS office

(8) *Design the user interface and improving the overall user experience through research, wireframing, prototyping, and usability testing. Technical Skill: Design tools, prototyping, wireframing, basics of HTML/CSS*

Accordingly, our Company shall deploy the ₹26.00 million from the Net Proceeds in the form of debt investments in MFSCPL. MFSCPL proposes to utilise the investments made by our Company in the manner set out below:

(in ₹ million)

Particulars	Total amount*	Fiscal 2026 (Amount to be deployed)	Fiscal 2027 (Amount to be deployed)
Cost of existing employees and hiring new skilled professionals and technical staff for technology platform development	26.00	10.00	16.00

We intend to utilise ₹26.00 million from the Net Proceeds towards meeting employee costs for technology platform upgradation and the balance amount, if any, for technology platform upgradation shall be met from internal accruals, debt or equity infusion.

E. *Next Leap Career Solutions Private Limited, towards upgradation of its Jombay HR Tech Platform*

Existing capabilities and operations

Our Subsidiary, Next Leap Career Solutions Private Limited, offers a talent assessment and development HR Tech Platform, Jombay, which evaluates the leadership potential of employees using scientific assessment tools such as personality assessments, cognitive assessments, and behavioral assessments as well as identifies points of improvement and creates a development journey. Jombay works with organizations to help them source the right talent for the right roles and aims to foster future leaders internally. Jombay also has an employee engagement diagnostic platform, Workplace of Winners to gauge workforce satisfaction through an innovative method of gathering employee feedback through a series of open-ended questions. We deploy LLM (large language models), an AI system capable of understanding and generating human language by processing vast amounts of text data, to interpret the feedback, pinpoint areas for improvement and suggest action plans for the managers. During the previous three Fiscals and the three month period ended June 30, 2024, Jombay has completed 220,378 number of assessments and 115,824 number of learning journeys. For details, see "*Our Business – Our Business Operations – HR Tech Platform – Talent Assessment and Development*" and "*Our Business – Our Business Operations – HR Tech Platform – Talent Engagement*" on pages 241 and 242, respectively. For the operations of Jombay, NLCSPL enters into agreements, issue purchase orders and obtain licenses with multiple vendors and service providers for the following:

- product design and development;
- cloud services; and
- AI and machine learning

NLCSPL's expenditure on technology building, licenses, IT infrastructure and software on a standalone basis for Fiscal 2022, 2023 and 2024 and the three month period ended June 30, 2024:

(in ₹ million)

Particulars	Fiscal 2022[(1)]	Fiscal 2023[(2)]	Fiscal 2024	Three month period ended June 30, 2024
Technology Platform[(3)]	NA	24.13	47.98	Nil
Technology Platform – under development[(4)]	NA	Nil	17.65	26.50

(1) *NLCSPL was not a subsidiary of our Company in Fiscal 2022*

(2) *NLCSPL was acquired and classified as a subsidiary of our Company in January 2023 and accordingly, information provided is for January 9, 2023 to March 31, 2023.*

(3) *Includes cost of engineers and product development personnels who developed the platform, server hosting charges, product design and development tools, AI and machine learning software and tools required for development of the platform which has been launched and has gone live.*

(4) *This includes ongoing expenses on modules, updates and versions that are currently under development and are yet to go live on the technology platform*

As a part of the expenditure to build the technology platform, NLCSPL has incurred the following employee cost for Fiscal 2022, 2023 and 2024 and the three month period ended June 30, 2024:

(in ₹ million)

Particulars	Fiscal 2022 [(1)]	Fiscal 2023 [(2)]	Fiscal 2024	Three month period ended June 30, 2024
Employee cost towards technology platform development	NA	24.13	65.59	24.38

(1) NLCSPL was not a subsidiary of our Company in Fiscal 2022
(2) NLCSPL was acquired and classified as a subsidiary of our Company in January 2023 and accordingly, information provided is for January 9, 2023 to March 31, 2023.

Proposed upgradation

As on the date of this Draft Red Herring Prospectus, we have launched and are operating Jombay version 11. NLCSPL aims to launch Jombay version 12 which would improve on existing assessment taker experience and assessment scoring capabilities and add certain additional features including, *inter alia*, AI enabled scoring for behavioural assessments, cognitive assessments, personality assessment and AI driven inputs for development journeys. NLCSPL also aims to launch Workplace of Winners engagement solution version 3 to add features including audio responses to the engagement survey, industry benchmarking, AI enabled action plan tracking for managers and employer branding features. We believe that the updated and improved versions Jombay to increase new customer acquisition and provide more value to the existing customers.

Estimated employee cost for upgradation of technology platform

NLCSPL's in-house technology team plays an integral role in designing, developing, maintaining, and upgrading its HR Tech Platform and NLCSPL incurs substantial cost on skilled professional and technical staff for the development of Jombay. For the upgradation of Jombay, majority of the expense required to be spent will be towards skilled professional and technical staff. NLCSPL proposes to utilize its existing team of professionals as well as hire new skilled professionals and technical staff to carry out the upgrading and enable us to achieve the desired outcome.

The details of the existing employees involved in technology platform development as on June 30, 2024 is set out below:

Roles	Number of employees	**Total cost per annum** (₹ in million)
AI / ML Engineer	1	1.30
Chief Product Officer	1	8.00
Chief Technology Officer	1	7.50
Consultant - Content	11	7.57
Director of Engineering	1	5.19
Front End Engineer	1	1.45
Head - QA	1	2.34
Practice Director	1	3.00
Practice Leads	5	15.76
Product Operations	1	0.58
Program Manager	1	0.90
Quality Analyst	4	2.75
Senior Partner	1	7.50
Senior Product Manager	1	2.01
Senior Quality Analyst	3	2.80
Senior Software Engineer	4	10.41
Senior. Consultant - Content	6	6.38
Software Engineer	8	7.07
UI/UX Designer	1	0.59
UI/UX Lead	1	1.01
Total	**54**	**94.11**

The table below sets forth details of the skilled professionals and technical staff proposed to be hired and the break-up of the total estimated cost for hiring such skilled professionals and technical staff by NLCSPL for upgrading Jombay:

Description	Fiscal 2025*		Fiscal 2026		Fiscal 2027	
	No. of resources[@]	Total cost per annum *(₹ in million)*^	No. of resources[@]	Total cost per annum *(₹ in million)*^	No. of resources[@]	Total cost per annum *(₹ in million)*^
Director of Engineering[(1)]	1	1.50	-	-	1	4.95
Software Engineer[(2)]	3	1.35	3	7.20	3	5.40
AI/ML Engineer[(3)]	-	-	1	2.20	2	4.40
Front End Engineer[(4)]	2	0.75	1	1.38	2	3.00
Head - QA[(5)]	-	-	1	1.93	1	1.58

Description	Fiscal 2025*		Fiscal 2026		Fiscal 2027	
	No. of resources@	Total cost per annum (₹ in million)^	No. of resources@	Total cost per annum (₹ in million)^	No. of resources@	Total cost per annum (₹ in million)^
Quality Analyst (6)	-	-	1	0.68	1	0.90
Product Manager (7)	-	-	1	1.35	1	1.05
UI/UX Lead (8)	1	0.40	1	1.20	1	1.20
UI/UX Designer (9)	1	0.18	1	0.72	1	0.72
Practice Leads (10)	-	-	-	-	-	-
Practice Director (11)	-	-	1	1.20	-	-
Consultant – Content (12)	3	0.68	2	1.35	3	2.70
Total	**11**	**4.86**	**13**	**19.20**	**16**	**25.90**
Existing employees	54	94.11	65	122.60	78	155.76
Grand total	**65**	**98.97**	**78**	**141.80**	**94**	**181.66**

@Basis report dated November 19, 2024 issued by Techpearl Software Private Limited, third party IT consultant.
^Basis quotation dated November 18, 2024 obtained by NLCSPL from Delphic Jobs. The quotation is valid for a period of one year
**Cost for hiring of skilled professionals and technical staff during Fiscal 2025 will be through internal accruals.*
(1) Leads technology direction and engineering practices, overseeing full-stack development with Ruby on Rails, MongoDB, AWS, and React JS
(2) Develops and enhances core product features using Ruby on Rails and MongoDB, contributing to product architecture
(3) Applies machine learning models to drive intelligent product features, creating data-driven insights and predictive capabilities
(4) Designs and implements user-centered interfaces in React JS, creating seamless and responsive front-end experiences aligned with product goals
(5) Leads QA strategy and frameworks to ensure product quality, establishing automated and manual testing standards that support a reliable and effective user experience.
(6) Conducts detailed testing to validate product functionality, collaborating closely with development teams to uphold quality standards and enhance feature reliability.
(7) Defines and drives product roadmap, translating functional requirements into impactful features that address user needs
(8) Guides the design vision for product interfaces, developing user-centered, functional designs that enhance engagement and accessibility across HR applications.
(9) Creates intuitive interfaces and user flows that prioritize usability, designing visually appealing UI components
(10) Brings specialized expertise in talent advisory, learning, or engagement, working with product teams
(11) Oversees functional growth and strategy within the product suite, setting objectives and providing insights to align product offerings with evolving HR needs.
(12) Develops high-quality, functional content for product features, crafting resources that support user understanding and enhance the value of talent advisory and development tools.

Accordingly, our Company shall deploy the ₹320.00 million from the Net Proceeds in the form of debt investments in NLCSPL. NLCSPL proposes to utilise the investments made by our Company in the manner set out below:

(in ₹ million)

Particulars	Total amount*	Fiscal 2026 (Amount to be deployed)	Fiscal 2027 (Amount to be deployed)
Cost of existing employees and hiring new skilled professionals and technical staff for technology platform development	320.00	140.00	180.00

We intend to utilise ₹320.00 million from the Net Proceeds towards meeting employee costs for technology platform upgradation and the balance amount, if any, for technology platform upgradation shall be met from internal accruals, debt or equity infusion.

III. Funding incremental working capital requirements of our Company

Our business is working capital intensive and we fund a majority of our working capital requirements in the ordinary course of business from internal accruals and various borrowings from banks. The requirement is proportionate and variable in nature with the growth of our Company. As on August 31, 2024 our Company had an outstanding balance of ₹707.07 million under its fund based working capital facilities. For details, see "*Financial Indebtedness*" on page 369. Our Company requires additional working capital for funding its incremental working capital requirements in Fiscals 2026 and 2027. The funding of the incremental working capital requirements of our Company will help lead to a consequent increase in our profitability and in achieving the proposed targets as per our business plan.

Basis of estimation of incremental working capital requirement

Existing working capital:

The details of our Company's working capital (*on a standalone basis*) as at March 31, 2022, March 31, 2023 and March 31, 2024 for the Company are set out in the following table:

(in ₹million)

Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024
Current Assets			
- Trade Receivables	701.16	921.00	1,346.56
- Loans	17.69	75.15	137.43
- Other Financial Assets	1.70	1.40	32.40
- Other Current Assets	92.73	183.11	264.99
Total Current Assets (A)	**813.28**	**1,180.66**	**1,781.38**
Current Liabilities			
- Lease Liabilities	7.75	11.58	12.53
- Trade Payables	25.54	52.64	68.60
- Other Financial Liabilities - Staff payables	409.56	391.33	575.08
- Other Financial Liabilities - Interest accrued but not due on loan	1.37	2.53	2.03
- Other current liabilities - Statutory due and other dues payable	93.64	149.89	175.95
- Other current liabilities - Advance from customers	23.56	19.42	43.29
- Provisions	5.07	10.28	18.28
- Current tax liabilities (net)	-	1.70	7.71
Total Current Liabilities (B)	**566.49**	**639.37**	**903.47**
Net Working Capital Requirements* (C) = (A) - (B)	**246.79**	**541.29**	**877.91**
Funding Pattern			
Current Borrowings	156.47	359.00	487.36
Internal Accruals	90.32	182.29	390.55
Proceeds from Fresh Issue (on cumulative basis)	-	-	-
Total	**246.79**	**541.29**	**877.91**

As certified by Manian & Rao, Chartered Accountants pursuant to a certificate dated November 19, 2024
**Net working capital requirement = Current Assets (excluding cash and cash equivalents and bank balances other than cash and cash equivalents) – Current Liabilities (excluding current borrowings)*

Future working capital requirements

On the basis of the existing working capital requirements, management estimates and projected working capital requirements, our Board, pursuant to their resolution dated November 19, 2024, has approved the business plan and financial projections for Fiscals 2025, 2026 and 2027 and the estimated working capital requirements and funding pattern for the respective Fiscals as set out below (*on a standalone basis*):

(in ₹ million)

Particulars	As at March 31, 2025	As at March 31, 2026	As at March 31, 2027
Current Assets			
- Trade Receivables	1,849.37	2,469.76	2,884.18
- Loans	169.84	226.81	279.11
- Other Financial Assets	-	-	-
- Other Current Assets			
Balance with government authorities	283.07	378.02	465.19
Others	74.37	99.16	122.02
Total Current Assets (A)	**2,376.65**	**3,173.75**	**3,750.51**
Current Liabilities			
- Lease Liabilities	7.52	4.14	-
- Trade Payables	73.32	96.88	119.53
- Other Financial Liabilities - Staff payables	731.48	975.41	1,200.26
- Other Financial Liabilities - Interest accrued but not due on loan	2.55	3.40	4.19
- Other current liabilities - Statutory due and other dues payable	232.41	309.86	381.31
- Other current liabilities - Advance from customers	37.74	50.40	62.03

Particulars	As at March 31, 2025	As at March 31, 2026	As at March 31, 2027
- Provisions	18.29	24.39	30.01
- Current tax liabilities (net)	20.13	33.81	51.98
Total Current Liabilities (B)	**1,123.44**	**1,498.28**	**1,849.30**
Net Working Capital Requirements* (C) = (A) - (B)	**1,253.21**	**1,675.47**	**1,901.21**
Funding Pattern			
Current Borrowings	780.98	700.00	700.00
Internal Accruals	472.23	375.47	201.21
Proceeds from Fresh Issue (on cumulative basis)	-	600.00	1,000.00*
Total	**1,253.21**	**1,675.47**	**1,901.21**

Note: As certified by Manian & Rao, Chartered Accountants pursuant to a certificate dated November 19, 2024
**Net working capital requirement = Current Assets (excluding cash and cash equivalents and bank balances other than cash and cash equivalents) – Current Liabilities (excluding current borrowings)*
***Cumulative amount for Fiscals 2026 and 2027.*

Our Company proposes to utilize ₹ 1,000.00 million from the Net Proceeds towards funding our incremental working capital requirements. The balance portion of working capital requirement of our Company shall be met through internal accruals.

Key assumptions for working capital projections made by our Company

Holding levels

The details of the holding levels (with days rounded to the nearest whole number) for Fiscals 2022, 2023 and 2024 and the estimated holding levels (with days rounded to the nearest whole number) as projected for the Fiscals 2025, 2026 and 2027 are as under:

Particulars	Actuals			Estimated		
	Financial year ended			Financial year ended		
	March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025	March 31, 2026	March 31, 2027
Trade Receivable Days (1)	49	44	47	49	49	47
Loan Days (2)	1	4	5	5	5	5
Other Current Assets (3)	6	9	9	9	9	9
Trade Payables (4)	91	131	146	120	120	120
Other Financial Liabilities - Staff payables (5)	30	19	21	20	20	20
Other Financial Liabilities - Interest accrued but not due on loan (6)	15	13	11	16	18	21
Other current liabilities - Statutory due and other dues payable (7)	7	7	6	6	6	6
Other current liabilities - Advance from customers (8)	2	1	2	1	1	1

As certified by Manian & Rao, Chartered Accountants pursuant to a certificate dated November 19, 2024

(1) *Trade receivable days is calculated as trade receivables held as at the last day of the year divided by revenue from operations over 365 days.*
(2) *Loan days is calculated as loan as at the last day of the year divided by revenue from operations over 365 days.*
(3) *Other current assets days is calculated as other current assets as at the last day of the year divided by revenue from operations over 365 days.*
(4) *Trade payable days is calculated as trade payables at the last day of the year divided by total other expenses reduced by Loss allowance on financial over 365 days.*
(5) *Other Financial Liabilities - Staff payables days is calculated as Other Financial Liabilities - Staff payables at the last day of the year divided by employee benefit expenses over 365 days.*
(6) *Other Financial Liabilities - Interest accrued but not due days on loan days is calculated as Other Financial Liabilities - Interest accrued but not due at the last day of the year divided by Finance Cost over 365 days.*
(7) *Other current liabilities - Statutory due and other dues payable days is calculated as the current liabilities - Statutory due and other dues payable at the last day of the year divided by Revenue from Operations over 365 days.*
(8) *Other current liabilities - Advance from customers days is calculated as the Other current liabilities - Advance from customers at the last day of the year divided by Revenue from Operations over 365 days.*

Key assumptions and justification for holding levels

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

S. No.	Particulars	Description
1.	Trade receivables	The Company had trade receivables days of 49 days, 44 days and 47 days in Fiscals 2022, 2023, 2024, respectively. Based on the typical credit and terms extended to the customers, the Company expects trade receivable days level of 49 days, 49 days and 47 days of its revenue from operations for the Fiscals 2025, 2026 and 2027 respectively.
2.	Loan Days	The Company had loan days of 1 day, 4 days and 5 days in Fiscals 2022, 2023, 2024, respectively. Based on the past trend, the Company expects loan days level of 5 days, of its revenue from operations for each of the Fiscals 2025, 2026 and 2027 respectively.
3.	Other Current Assets	The Company had Other Current Assets days of 6 day, 9 days and 9 days in Fiscals 2022, 2023, 2024, respectively. Based on the past trend, the Company expects Other Current Assets days level of 9 days, of its revenue from operations for each of the Fiscals 2025, 2026 and 2027 respectively.
4.	Trade Payables	The Company had trade payable days of 91, 131 and 146 days in each of the Fiscals 2022 and 2023, 2024, respectively. Based on the historic trend, the Company expects trade payable days level of 120 days for each of the Fiscal 2025, 2026 and 2027, respectively.
5.	Other Financial Liabilities - Staff payables	The Company had Staff payables days of 30 days, 19 days and 21 days in each of the Fiscals 2022 and 2023, 2024, respectively. Based on the historic trend, the Company expects Staff payables days level of 20 days for each of the Fiscal 2025, 2026 and 2027, respectively.
6.	Other Financial Liabilities - Interest accrued but not due on loan	The Company had Interest accrued but not due on loan days of 15 days, 13 days and 11 days in the Fiscals 2022 and 2023, 2024, respectively. Based on the historic trend, the Company expects Interest accrued but not due on loan days level of 16 days, 18 days and 21 days for the Fiscal 2025, 2026 and 2027, respectively.
7.	Other current liabilities - Statutory due and other dues payable	The Company had Statutory due and other dues payable days of 7 days, 7 days and 6 days in the Fiscals 2022 and 2023, 2024, respectively. Based on the historic trend, the Company expects Statutory due and other dues payable days level of 6 days for each of the Fiscal 2025, 2026 and 2027, respectively.
8.	Other current liabilities - Advance from customers	The Company had Advance from customers days of 2 days, 1 day and 2 days in the Fiscals 2022 and 2023, 2024, respectively. Based on the historic trend, the Company expects Advance from customers days level of 1 day for each of the Fiscal 2025, 2026 and 2027, respectively.

IV. Unidentified inorganic acquisitions and general corporate purposes

We propose to deploy the balance Net Proceeds, aggregating to ₹ [●] million towards general corporate purposes and unidentified inorganic acquisition subject to such utilisation not exceeding 35% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. Further, the amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

A. Strategic acquisitions and investments towards inorganic growth

We believe that we have benefited significantly from the acquisitions undertaken by us in the past. The table below summarizes the key acquisitions that we have undertaken in the past. In the future as well, we may undertake acquisitions from our internal accruals, borrowings, Net Proceeds or any other method as may be permissible under applicable laws:

Year of acquisition	Name of target	Capabilities acquired	Rationale for acquisition	Growth in revenue of operations of the target post-acquisition	Contribution to the Company
January, 2023	Next Leap Career Solutions Private Limited (**Jombay**)	Talent assessment and development platform	To enhance technology capability and improve margins	55.20% in Fiscal 2024	Fiscal 2024: 29.55% to the consolidated EBITDA Three month period ended June 30, 2024: 31.99% to the consolidated EBITDA
December, 2023	Aargee Staffing Services Private Limited	Professional staffing services in IT/ ITeS	To strengthen the professional staffing services	NA	Fiscal 2024: 0.63% Three month period ended June 30, 2024: 1.76% to the consolidated EBITDA

Year of acquisition	Name of target	Capabilities acquired	Rationale for acquisition	Growth in revenue of operations of the target post-acquisition	Contribution to the Company
February, 2024	Firstventure Corporation Private Limited (**Courseplay**)	Learning experience platform, Learning management system, Recruitment automation	To expand digital offering in the learning management space	NA	Fiscal 2024: 1.44% Three month period ended June 30, 2024: 2.49% to the consolidated EBITDA
October 2024	Thomas Assessments Private Limited	Access to a psychometric tools of a global assessment company	Strengthen our talent assessment solutions	NA	NA
October 2024	People Metrics Private Limited	Access to tailored made talent assessment tools	To provide tailored talent assessment solutions	NA	NA
Acquisition of companies promoted by certain of our Promoters					
November, 2021	CIEL Technologies Private Limited	Managed services to optimise IT programmes	To enhance our market presence in managed services	498.05% in Fiscal 2023	Fiscal 2024: (3.10)% to the consolidated EBITDA Three month period ended June 30, 2024: **(**1.99)% to the consolidated EBITDA
July, 2022	CIEL Skills and Careers Private Limited	Skilling and placement/ fresher upskilling platform	For service category expansion	107.21% in Fiscal 2024	Fiscal 2024: 3.09% to the consolidated EBITDA Three month period ended June 30, 2024: **(**0.73)% to the consolidated EBITDA
February, 2023	Ma Foi Strategic Consultants Private Limited	HR advisory services, payroll, HR and compliance outsourcing services, regulatory technology platform	For service category expansion	NA	Fiscal 2024: 6.56% to the consolidated EBITDA Three month period ended June 30, 2024: 8.40% to the consolidated EBITDA

The amount of Net Proceeds proposed to be deployed for funding inorganic growth through potential acquisitions and strategic initiatives includes utilization of up to ₹ [●] million over Fiscals 2026 and 2027. This amount is based on our management's current estimates and budgets, and our Company's historical acquisitions and strategic investments and partnerships, and other relevant considerations. The actual deployment of funds and the timing of deployment will depend on a number of factors, including the timing, nature, size and number of acquisitions or strategic initiatives proposed, as well as general macro- or micro-economic factors affecting our results of operation, financial condition and access to capital.

As on the date of this Draft Red Herring Prospectus, we have not identified any specific targets with whom we have entered into any definitive agreements. We may identify and evaluate potential targets for strategic investments, acquisitions and partnerships, based on a number of factors, including: (i) domain expertise and operating experience in markets that we operate in or wish to expand into; (ii) strategic compatibility or synergy with our existing businesses; (iii) additional or enhanced HR solutions in order to expand, diversify and/or improve our offerings; (iv) strengthening our market share in existing markets or establishing presence in new markets (including additional geographical regions); and (v) access to technology infrastructure and capabilities, including ones which supplement or complement our existing infrastructure. Our acquisition strategy is primarily driven by our Board, and typically involves detailed due diligence being undertaken by us on the potential target, and subsequently negotiating and finalizing definitive agreements towards such acquisition. We typically engage external advisors and consultants to assist us in the process of such acquisition, with whom (and with the potential target) we enter into customary non-disclosure agreements.

The above factors will also determine the form of investment for these potential acquisitions or strategic initiatives, i.e., whether they will involve equity, debt or any other instrument or combination thereof. At this stage, our Company cannot determine whether the form of investment will be equity, debt or any other instrument or combination thereof. The portion of the Net Proceeds allocated towards this object of the Offer may not be the total value or cost of any such strategic initiatives but is expected to provide us with sufficient financial leverage to enter into binding agreements. In the event that there is a shortfall of funds required for such strategic initiatives, such shortfall shall be met out of the portion of the Net Proceeds allocated for general corporate purposes and/or through our internal accruals or debt financing or any combination thereof. See "*Risk Factors – We propose to utilize a portion of the Net Proceeds to undertake acquisitions for which targets have not been identified. Net Proceeds to be utilized towards inorganic growth initiatives may be insufficient for the cost of our proposed inorganic acquisition and the deployment of Net Proceeds towards our inorganic growth initiatives may not take place within the period currently intended, and may be reduced or delayed*" on page 32.

B. *General corporate purposes*

The Net Proceeds will first be utilized for the Objects as set out above. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, as approved by our management, from time to time, subject to (i) such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, and (ii) the cumulative amount to be utilized for general corporate purposes and our object of 'Funding inorganic growth through acquisitions and other strategic initiatives' shall not exceed 35% of the Gross Proceeds, in compliance with SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilize Net Proceeds include strategic initiatives, strengthening of support functions, office expansion, brand building, meeting ongoing general corporate exigencies and any other purpose, as may be approved by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law, including provisions of the Companies Act 2013.

The allocation or quantum of authorized of funds towards each of the above purposes will be determined by our Board, based on the business requirements of our Company and other relevant considerations, from time to time. Our Company's management shall have flexibility in authorize surplus amounts, if any.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The Offer related expenses primarily include fees payable to the BRLMs and legal counsels, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Banks' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than the listing fees, audit fees of the Statutory Auditor, and expenses for any corporate advertisements consistent with past practice of the Company, which shall be borne solely by our Company, all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer will be shared among our Company and each of the Selling Shareholders in proportion to the number of Equity Shares issued and Allotted by the Company through the Fresh Issue and sold by each of the Selling Shareholders through the Offer for Sale. The Selling Shareholders agrees that it shall reimburse our Company for all expenses undertaken by our Company on their behalf in relation to the Offer.

The break-down for the estimated Offer expenses are set forth below:

Activity	Estimated expenses[#] (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
BRLMs' fees and commissions (including underwriting commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage, underwriting commission and selling commission and bidding/uploading charges for members of the Syndicate, Registered Brokers, RTAs and CDPs	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others	[●]	[●]	[●]

Activity	Estimated expenses# (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
(i) Listing fees, SEBI filing fees, upload fees, Stock Exchanges processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
(ii) Printing and stationery expenses	[●]	[●]	[●]
(iii) Advertising and marketing expenses	[●]	[●]	[●]
(iv) Fees payable to legal counsel	[●]	[●]	[●]
(v) Fees payable to the Monitoring Agency	[●]	[●]	[●]
(vi) Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

\# *Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price.*

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

(2)

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

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

(3) *No processing fees shall be payable by our Company to the SCSBs on the Bid cum Applications Forms directly procured by them.*

Processing fees payable to the SCSBs on the portion for Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB (including 3-in-1 type accounts – linked online trading, demat and bank account) for blocking, would be as follows:

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

* *The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

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

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

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

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

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

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

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

The selling commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

Uploading charges payable to members of the Syndicate (including their Sub-Syndicate Members), RTAs and CDPs on the applications made by Retail Individual Bidders using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹ [●] plus applicable taxes, per valid application bid by the Syndicate (including their Sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹ [●] per valid Bid cum Application Form (plus applicable taxes). The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

The Offer expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

Interim use of Net Proceeds

Pending utilisation 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 included in the Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Appraising entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Bridge financing facilities

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

Monitoring of utilisation of funds

Our Company will appoint [●] as the monitoring agency in accordance with Regulation 41 of the SEBI ICDR Regulations.

Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds, and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulation, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose and continue to disclose, the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such fiscals as required under applicable law, clearly specifying the purposes for which the Net Proceeds have been utilised, till the time any part of the Net Proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our quarterly results. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects of the Offer

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot, video conferencing or other audio visual means in terms of General Circular 14/2020 dated April 8, 2020 issued by MCA read with amendments thereto. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**Notice**") shall specify the prescribed details, including justification for such variation and be published and placed on website of our Company, in accordance with the Companies Act, 2013, read with relevant rules.

The Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Pursuant to Section 13(8) of the Companies Act, 2013, our Promoters 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, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations.

Other confirmations

Except to the extent of the proceeds received pursuant to the Offer for Sale, none of our Promoters, Directors, KMPs, Senior Management, Promoter Group or Group Companies will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoters, Directors, KMPs, Senior Management, Promoter Group or Group Companies.

Further, pursuant to the Offer, the Net Proceeds received by our Company shall only be utilised for repayment/ prepayment of our borrowings, and for general corporate purposes and none of our Promoters, Promoter Group, Group Companies, or associate, as applicable, shall receive a part of or whole Net Proceeds directly or indirectly.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below and is justified in view of these parameters. The face value of the Equity Shares is ₹2 each and the Floor Price is [●] times the face value of the Equity Shares and the Cap Price is [●] times the face value of the Equity Shares.

Investors should also refer to "*Risk Factors*", "*Our Business*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 28, 222, 291 and 371, respectively, to have an informed view before making an investment decision.

Qualitative factors

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

- Only technology driven and integrated human resources solutions company in India covering all aspects of the human resource value chain
- Diversified business across multiple industries with long standing client relationships and growing wallet size
- Strong geographical presence in India enabled by asset-light business partner model
- Robust in-house capabilities to develop customizable HR Tech Platforms to maintain competitive edge
- Proven track record of inorganic growth, integration and augmented financial performance
- Promoted by seasoned entrepreneurs and driven by a qualified and experienced management team

For further details, see *"Risk Factors"* and *"Our Business"* on pages 28 and 222, respectively.

Quantitative factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Statements. For further details, see "*Restated Consolidated Financial Statements*" on page 291.

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

1. **Basic and diluted Earnings per Share ("EPS") at face value of ₹2 each, as adjusted for changes in capital:**

Fiscal	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Fiscal 2024	2.55	2.53	3
Fiscal 2023	(1.34)	(1.34)	2
Fiscal 2022	3.47	3.27	1
Weighted Average	**1.41**	**1.36**	
Three months period ended June 30, 2024	0.80	0.79	

Notes:

The above ratios have been computed as below:

(i) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/ total of weights.

(ii) Earnings per Share (₹) = Net profit after tax attributable to equity shareholders divided by weighted average number of equity shares outstanding during the period.

(iii) Basic and diluted earnings/ (loss) per equity share: Basic and diluted earnings/ (loss) per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).

(iv) As at, June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, there are potential equity shares, hence considered in the calculation of diluted earnings per share.

2. **Price/Earnings ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:**

Particulars	P/E at the Floor Price (no. of times)*	P/E at the Cap Price (no. of times)*
P/E ratio based on basic EPS for Fiscal Year 2024	[●]	[●]
P/E ratio based on diluted EPS for Fiscal Year 2024	[●]	[●]

* *To be populated after finalization of price band*

Industry P/ E ratio

Particulars	P/E ratio
Highest	[●]
Lowest	[●]
Average	[●]

3. **Average Return on Net Worth ("RoNW")**

Period ended	RoNW (%)	Weight
March 31, 2024	12.93	3
March 31, 2023	(9.40)	2
March 31, 2022	193.63	1
Weighted Average	35.60	
June 30, 2024	4.03	

Note: RoNW is calculated as net profit after taxation and minority interest attributable to the equity shareholders of our Company divided by the shareholders' funds for that year. Shareholders' funds = Share capital + reserves & surplus – revaluation reserves-capital reserve-other comprehensive income.

4. **Net Asset Value ("NAV") per Equity Share (face value of ₹ 2 each)**

Net Asset Value per Equity Share	(₹)
As at June 30, 2024	19.83
As at March 31, 2024	19.10
As at March 31, 2023	14.05
As at March 31, 2022	1.68
After the completion of the Offer	
- At the Floor Price	[●]
- At the Cap Price	[●]
- At the Offer Price	[●]

5. **Comparison of Accounting Ratios with listed industry peers**

Fiscal 2024	Standalone/ Consolidated	Face Value per equity share (₹)	EPS (₹)		NAV (per share) (₹)	P/E	RoNW (%)	Total Revenue (in ₹ millions)
			Basic	Diluted				
CIEL HR Services Limited	Consolidated	2	2.55	2.53	19.10	NA	12.93	10,857.35
Listed peers								
Quess Corp Limited	Consolidated	10	18.72	18.61	191.22	36.26	9.78	191,001.33
Team Lease Services Limited	Consolidated	10	67.00	67.00	475.74	41.96	14.06	93,215.30
Spectrum Talent Management Ltd	Consolidated	10	5.30	5.30	63.48	36.79	7.91	10,162.01

Notes:

(1) *All the financial information for listed industry peer mentioned above is on a consolidated basis, and is sourced from the annual reports as available of the respective company for the relevant year ended*

(2) *PE ratio is computed based on the closing market price of the equity shares as on 12th November 2024, divided by basic EPS for the fiscal ended March 31, 2024*

(3) *RoNW is calculated as net profit after taxation and minority interest attributable to the equity shareholders of the Company divided by net worth of the company for that fiscal year ended March 31, 2024.*

(4) *Net asset value (NAV) represents the Net worth dividend by the number of equity shares outstanding as on March 31, 2024*

The peer group above has been determined on the basis of listed public companies comparable in size to our Company or whose business portfolio is comparable with that of our business.

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

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

Equity Shares could decline, including due to the factors mentioned in "*Risk Factors*" on page 28, and you may lose all or part of your investments.

7. **Key Performance Indicators ("KPIs")**

The KPIs disclosed below have been used historically by our Company to understand and analyze its business performance, which in result, help us in analyzing the growth of business in comparison to our peers. The following table highlights our key performance indicators of our financial performance that have a bearing on arriving at the basis for Offer Price and disclosed to our investors during the three years preceding to the date of this Draft Red Herring Prospectus, as at the dates and for the period indicated:

The table below sets out some of our financial performance measures as at the dates and for the periods indicated below.

Particulars	**Fiscal**			**Three month period ended**
	2022	**2023**	**2024**	**June 30, 2024**
Revenue from operations [(1)] *(₹ million)*	5,275.48	7,996.35	10,857.35	3,251.81
Revenue growth rate YoY [(2)] (%)	NA	51.58	35.78	NA
Gross profit [(3)]	392.92	636.07	994.88	306.67
Gross margin[(4)] (%)	7.45	7.95	9.16	9.43
EBITDA[(5)] *(₹ million)*	108.84	62.35	216.95	70.95
EBITDA Margin[(6)] *(%)*	2.06	0.78	2.00	2.18
Adjusted EBITDA [(7)] (*₹ million*)	108.92	125.97	253.95	72.79
Adjusted EBITDA margin [(8)] (%)	2.06	1.58	2.34	2.24
Profit/(loss) for the period/year ended [(9)] *(₹ million)*	68.75	(31.53)	108.48	31.71
Profit/(loss) for the period/year ended margin[(10)] (%)	1.30	(0.39)	1.00	0.98
ROE[(11)] (%)	193.99	(9.39)	12.90	16.09
ROCE[(12)] (%)	25.67	4.58	13.18	15.43
Net cash flows/used in operating activities [(13)] (*₹ million*)	(71.16)	(171.56)	(52.55)	53.39
D/E [(14)]	9.38	1.72	0.79	0.80
WC Days [(15)]	8	10	14	13
DC [(16)]	19,842	25,831	34,516	36,145
Dividend [(17)] (%)	10.00	12.00	14.00	NA
Revenue from operations – HR Services [(18)] (*₹ million*)	5,278.30	7,996.00	10,625.25	3,181.36
Segmental GP Contribution - HR Services [(19)]	395.74	635.72	762.78	236.22
Segmental EBITDA Contribution - HR Services [(20)]	115.79	52.98	144.32	54.33
Revenue from operations – HR Tech Platform [(21)] (*₹ million*)	11.42	69.49	349.29	106.05
Segmental GP Contribution - HR Tech Platforms [(22)]	11.42	69.49	349.29	106.05
Segmental EBITDA Contribution – HR Tech Platforms [(23)]	(6.94)	9.37	110.18	29.94

As certified by Manian & Rao, Chartered Accountants, through their certificate dated November 19, 2024.

Notes:

(1) Revenue from operations is as per Restated Financial Information.

(2) Revenue from operations growth (%) refers to growth in the revenue from operations over the years

(3) Gross Profit : Revenue from operations as reduced by the Direct cost

(4) Gross Profit margin: Gross Profit/ revenue from operations

(5) EBITDA: Sum of Profit/(loss) for the year, Total tax expense, Finance costs, Depreciation and amortization expense & Exceptional items as reduced by other income.

(6) EBITDA margin (%): EBITDA for the relevant financial divided by Revenue from operations

(7) Adjusted EBITDA : Employee Stock Option Scheme Compensation + Performance Bonus(Next LeapCarrer Solution Private Limited) s-Corporate and HR Event(Next LeapCarrer Solution Private Limited)s-Exchange Gain

(8) Adjusted EBITDA margin (%): Adjusted EBITDA for the relevant financial divided by Revenue from operations

(9) Profit for the year/period year is as per Restated Consolidated Financial Information.

(10) Profit Margin is calculated by dividing profit for the period/year to revenue from operations for the year/period

(11) Return on Equity: Profit/(Loss) for the period/year attributable to Owners of the parent divided by Equity attributable to owners of the parent

(12) Return on Capital Employed : Earnings Before Interest and Tax divided by Capital Employed(Total Equity+ Non Current Borrowings+ Current Borrowings+ Non Current Lease Liabilities+ Current Lease Liabilities- Cash and Cash Equivalents- Bank balances other than cash and cash equivalents)

(13) Net cash flows/used in operating activities as per Restated Financial information

(14) Debt to Equity Ratio : Total debt/ Equity attributable to owners of the parent
*(15) Working Capital Days : = ((Total Current Assets – Total Current liabilities +Financial Liability payable to non-controlling shareholders)/Revenue from Operations)*365/90*
(16) Deputee Count
(17) Dividend % is calculated as = Amount of dividend paid for the respective year divided by the equity share capital as at the end of respective year.
(18) Revenue from Operations - H R Services as per Restated Financial Statements including inter segment revenue
(19) HR Services Segment Gross Profit Contribution= Revenue from operations of the HR Services including inter segment revenue – Direct expenses
(20) Sum of HR Services Segment profit, Depreciation and Amortization Expenses as reduced by Inter-segment revenues
(21) Revenue from Operations – HR Tech as per Restated Financial Statements including inter segment revenue
(22) HR Tech segment Gross Profit Contribution= Revenue from operations of the HR Tech including inter segment revenue – Direct expenses
(23) Sum of HR Tech Segment profit, Depreciation and Amortization Expenses as reduced by Inter-segment revenues.

Explanation for the Key Performance Indicators:

Key Performance Indicator	Procedures performed
Revenue from operations	Revenue from operations has been traced from the restated consolidated financial information.
Revenue from Operations (Growth)	The Revenue from Operations growth (%) is calculated as follows: Revenue from Operations during the relevant period or financial year minus Revenue from Operations during the preceding period or financial year divided by Revenue from Operations during the preceding period or financial year. For this purpose, the amount of Revenue from Operations has been traced from the Restated Consolidated Financial Information
Gross Profit	Obtained the calculations of Gross Profit from the Company prepared basis the restated consolidated financial statements and the underlying relevant ledgers. Gross Profit was calculated as follows: Revenue from Operations during the relevant period or financial year as reduced by Direct Costs as determined by the Company. For this purpose, the amount of Revenue from Operations has been traced from the Restated Consolidated Financial Information and direct costs have been traced from the relevant ledgers for the direct costs
Gross Profit (%)	We have verified the arithmetical accuracy of the calculation of Gross Profit margin using the following formula: Gross Profit Margin is calculated as Gross Profit for the relevant financial year by Revenue from operations for the relevant financial. Amounts of Revenue from operations for calculations have been traced from the restated consolidated financial information
EBITDA	We have verified the arithmetical accuracy of the calculation of EBITDA using the following formula: EBITDA is computed as sum of Profit/(loss) for the year, Total tax expense, Finance costs, Depreciation and amortization expense & Exceptional items as reduced by other income. Amounts for calculations have been traced from the restated consolidated financial information
EBITDA Margin	We have verified the arithmetical accuracy of the calculation of EBITDA margin using the following formula: EBITDA Margin is calculated as EBITDA for the relevant financial divided by Revenue from operations for the relevant financial. Amounts of Revenue from operations for calculations have been extracted from the restated consolidated financial information,
Adjusted EBITDA	We have verified the arithmetical accuracy for the calculation of adjusted EBITDA using the following formula: Adjusted EBITDA =EBITDA + Employee Stock Option Scheme Compensation + Performance Bonus of a Subsidiary (Next Leap Career Solutions Private Limited) - Corporate and HR Events (Next Leap Career Solutions Private Limited) + Exchange Gain

Key Performance Indicator	Procedures performed
	EBITDA is sum of Profit/(loss) for the year, Total tax expense, Finance costs, Depreciation and amortization expense & Exceptional items as reduced by other income 1. Employee Stock Option Scheme Compensation and Exchange Gain: These amounts are obtained from the notes to the restated consolidated financial information. 2. Performance Bonus and Corporate & HR Events These amounts are verified and traced from the relevant ledger accounts
Profit/(loss) for the year	Profit/(loss) for the year has been traced from the restated consolidated financial information.
Profit/(loss) for the year margin	We have verified the arithmetical accuracy of the calculation of Profit/(loss) for the year margin using the following formula: Profit/(loss) for the year margin is calculated as profit/(loss) for the fiscal divided by Revenue from operations for the relevant financial year. Amounts have been traced from the restated consolidated financial information.
Return on Equity	Obtained the calculation for return on equity for the specified periods as prepared by the Company basis the restated consolidated financial statements. Return on Equity is calculated as Profit/(Loss) for the period/year attributable to Owners of the parent for the specified period as percentage of Equity attributable to owners of the parent as at the last day of the specified period. We have traced the amounts from restated consolidated financial statements and verified the arithmetical accuracy of the calculations.
Return on Capital Employed	Obtained the calculation for return on capital employed for the specified periods as prepared by the Company basis the restated consolidated financial statements. Return on Capital employed is calculated as Earnings Before Interest and tax as percentage of Capital employed as at the last day of the specified period. EBIT is sum of Profit/(loss) for the year, Total tax expense, Finance costs, & Exceptional items as reduced by other income. Capital Employed is calculated by adding Total Equity, Non-current Borrowings, Current Borrowings, Non-current Lease Liability , Current Lease Liabilities and reduced by Cash and cash equivalent and Bank Balances other than cash and cash equivalents We have traced the amounts from restated consolidated financial statements and verified the arithmetical accuracy of the calculations.
Net cash flows/used in operating activities	Net cash flows/used in operating activities has been traced from the restated consolidated financial information.
Debt to Equity Ratio	Debt to Equity ratio has been calculated as follows: =Total Borrowings as at the end of specified period / Equity attributable to owners of the parent Total Borrowings as at the end of specified period is the sum of all the Borrowings as mentioned in the Restated Financial year
Working Capital days	Obtained and verified the arithmetical accuracy of the working capital days workings prepared by the Company basis the Restated Consolidated Financial Statements. Working capital days is computed as follows: = ((Total Current Assets – Total Current liabilities +Financial Liability payable to non-controlling shareholders)/Revenue from Operations)*365/90 We have traced the amounts used from the restated consolidated financial statements and verified the arithmetical accuracy.
Deputee Count	
Dividend	Obtained and verified arithmetical accuracy of the dividend % calculated by the company basis the Restated Consolidated Financial Statements. Dividend % is calculated as = Amount of dividend paid for the respective year divided by the equity share capital as at the end of respective year.
Revenue from Operations - H R Platforms	Revenue from Operations – HR Platform has been traced from the restated consolidated financial statements.

Key Performance Indicator	Procedures performed
HR Platforms Segment Gross Profit Contribution	Obtained the calculations from the company for the Gross Profit contribution from the HR Platform segment and as informed by the Company, there is no direct costs associated to this business. Revenue from Operations – HR Platform has been traced from the restated consolidated financial statements.
HR Platform Segment-EBITDA Contribution	Obtained the calculations from the company for the EBITDA from the HR Platform segment. HR Platforms EBITDA is calculated as follows: = Sum of HR Platform Segment profit, Depreciation and Amortization Expenses as reduced by Inter-segment revenues. We have traced the amounts from the restated consolidated financial statements and verified the arithmetical accuracy of the same.
Revenue from Operations - H R Services	Revenue from Operations – HR Services has been traced from the restated consolidated financial statements.
HR Services Segment Gross Profit Contribution	Obtained the calculations of Gross Profit from the Company prepared basis the restated consolidated financial statements and the underlying relevant ledgers. Gross Profit was calculated as follows: Revenue from Operations during the relevant period or financial year as reduced by Direct Costs as determined by the Company. For this purpose, the amount of Revenue from Operations has been traced from the Restated Consolidated Financial Information and direct costs have been traced from the relevant ledgers for the direct costs
HR Services Segment - EBITDA Contribution	Obtained the calculations from the company for the EBITDA from the HR Services segment. HR Services EBITDA is calculated as follows: = Sum of HR Services Segment profit, Depreciation and Amortization Expenses as reduced by Inter-segment revenues. We have traced the amounts from the restated consolidated financial statements and verified the arithmetical accuracy of the same.

The key performance indicators set forth above, have been approved by the Audit Committee pursuant to its resolution dated November 19, 2024. Further, the Audit Committee has on November 19, 2024 taken on record that other than the key performance indicators set forth above, our Company has not disclosed any other key performance indicators during the last three years preceding the date of this Draft Red Herring Prospectus to its investors. Further, the aforementioned KPIs have been certified by Manian & Rao, Chartered Accountants, by their certificate dated November 19, 2024. This certificate on KPIs shall form part of the material contracts for inspection and shall be accessible on the website of our Company.

Our Company shall continue to disclose the KPIs disclosed above, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilisation of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified as required under the SEBI ICDR Regulations.

For further details of our other operating metrics, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 222 and 371, respectively.

Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

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

Comparison of KPIs based on additions or dispositions to our business

Except as disclosed in "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., in the last 10 years*" on page 257, our Company has not undertaken any acquisitions or dispositions of assets/ business during Fiscal 2022, 2023 and 2024 and the three month period ended June 30, 2024. No comparison of KPIs over time based on additions or dispositions to the business are required to be provided.

8. **Comparison of our key performance indicators with listed industry peers**

The following tables provides a comparison of our KPI with our listed peers for the last three Fiscals, which have been determined on the basis of companies listed on the Indian stock exchanges of comparable size to our Company, operating in the same industry as our Company and whose business model is similar to our business model.

(in ₹ million, except percentages)

Particulars	Units	CIEL HR Services Limited			Quess Corp Limited			Team Lease Services Limited			Spectrum Talent Management Ltd		
		Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2022	Fiscal 2023	Fiscal 2024
Revenue from operations	₹ million	5,275.48	7,996.35	10,857.35	136,917.78	171,583.87	191,001.33	64,798.23	78,699.98	93,215.30	4,832.21	7,680.37	10,162.01
Revenue from Operations Growth	%	NA	51.58	35.78	NA	25.32	11.32	NA	21.45	18.44	NA	NA	32.31
Gross Profit	₹ million	392.92	636.07	994.88	NA	NA	NA	NA	NA	NA	NA	NA	NA
Gross Profit (%)	%	7.45	7.95	9.16	NA	NA	NA	NA	NA	NA	NA	NA	NA
EBITDA *(1)*	₹ million	108.84	62.35	216.95	6,362.46	6,927.52	6,391.23	1,423.69	1,222.66	1,308.00	159.27	235.73	93.81
EBITDA Margin *(2)*	%	2.06	0.78	2.00	4.65	4.04	3.35	2.20	1.55	1.40	3.30	3.07	0.92
Adjusted EBITDA	₹ million	108.92	125.97	253.95	NA	NA	NA	NA	NA	NA	NA	NA	NA
Adjusted EBITDA Margin	%	2.06	1.58	2.34	NA	NA	NA	NA	NA	NA	NA	NA	NA
Profit/(loss) for the period/year ended	₹ million	68.75	(31.53)	108.48	2,509.77	2,229.09	2,804.04	394.55	1,115.50	1,126.60	152.46	278.13	116.02
Profit/(loss) for the period/year ended Margin	%	1.30%	(0.39)	1.00	1.83	1.30	1.47	0.61	1.42	1.21	3.16	3.62	1.14
Return on Equity*(3)*	%	193.99	(9.39)	12.90	9.90	8.74	9.93	5.54	13.79	14.05	54.68	49.84	7.91
Return on Capital Employed*(4)*	%	25.67	4.58	13.18	14.28	13.17	10.93	21.49	11.76	15.82	45.90	41.35	10.55
Net cash flows/used in operating activities	₹ million	(71.16)	(171.56)	(52.55)	5,538.76	4,662.57	5,292.71	(61.48)	1,262.39	1,178.30	(73.08)	91.54	(48.06)
Debt to Equity Ratio*(5)*	(Times)	9.38	1.72	0.79	0.38	0.39	0.30	0.09	0.12	0.13	0.37	0.07	0.01
Working Capital Days*(6)*	Number of days	8	10	14	21	16	18	17	16	11	19	22	48
Deputee Count	Number	19,842	25,831	34,516	NA	NA	NA	NA	NA	NA	NA	NA	NA
Dividend *(7)*	%	10.00	12.00	14.00	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Revenue from Operations - H R Platforms	₹ million	11.42	69.49	349.29	NA	NA	NA	NA	NA	NA	NA	NA	NA
HR Platforms Segment Gross Profit Contribution	₹ million	11.42	69.49	349.29	NA	NA	NA	NA	NA	NA	NA	NA	NA

Particulars	Units	CIEL HR Services Limited			Quess Corp Limited			Team Lease Services Limited			Spectrum Talent Management Ltd		
		Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2022	Fiscal 2023	Fiscal 2024
HR Platform Segment - EBITDA Contribution	₹ million	(6.94)	9.37	110.18	NA	NA	NA	NA	NA	NA	NA	NA	NA
Revenue from Operations - H R Services	₹ million	5,278.30	7,996.00	10,625.25	NA	NA	NA	NA	NA	NA	NA	NA	NA
HR Services Segment Gross Profit Contribution	₹ million	395.74	635.72	762.78	NA	NA	NA	NA	NA	NA	NA	NA	NA
HR Services Segment - EBITDA Contribution	₹ million	115.79	52.98	144.32	NA	NA	NA	NA	NA	NA	NA	NA	NA

Notes:

(1) EBITDA is computed as sum of Profit/(loss) for the year, Total tax expense, Finance costs, Depreciation and amortization expense & Exceptional items as reduced by other income.

(2) EBITDA Margin is calculated as EBITDA for the relevant financial divided by Revenue from operations for the relevant financial.

(3) Return on Equity is calculated as Profit/(Loss) for the period/year attributable to Owners of the parent for the specified period as percentage of Equity attributable to owners of the parent as at the last day of the specified period.

(4) Return on Capital employed is calculated as Earnings Before Interest and tax as percentage of Capital employed as at the last day of the specified period.

(5) EBIT is sum of Profit/(loss) for the year, Total tax expense, Finance costs, & Exceptional items as reduced by other income.

(6) Capital Employed is calculated by adding Total Equity, Non-current Borrowings, Current Borrowings, Non-current Lease Liability , Current Lease Liabilities and reduced by Cash and cash equivalent and Bank Balances other than cash and cash equivalents

(7) Debt to Equity ratio has been calculated as Total Borrowings as at the end of specified period divided by Equity attributable to owners of the parent

*(8) Working capital days = ((Total Current Assets – Total Current liabilities +Financial Liability payable to non-controlling shareholders)/Revenue from Operations)*365/90*

(9) Dividend % is calculated as = Amount of dividend paid for the respective year divided by the equity share capital as at the end of respective year

9. **Past transfer(s)/ allotment(s)**

Our Company confirms that there has been no:

(a) primary/new issue of shares (Equity Shares/convertible securities), excluding grants of any options and issuance of bonus shares, equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction and excluding employee stock options granted but not vested), in a single transaction or multiple transactions (combined together over a span of rolling 30 days) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days; and

(b) secondary sale/acquisition of shares (Equity Share/convertible securities) by Promoters, Promoter Group entities, Selling Shareholders, Shareholders having the right to nominate directors to the Board, excluding gifts, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction and excluding employee stock options granted but not vested), in a single transaction or multiple transactions (combined together over a span of rolling 30 days) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Since there are no such transaction to report to under (a) and (b), the following are the details of the last five primary or secondary transactions (secondary transactions where Promoters or members of the Promoter Group or Selling Shareholders or Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of transactions:

S. No.	Name of Allottee	No. of Equity Shares allotted	Face value per equity share (in ₹)	Offer price per Equity Share (in ₹)*	Nature of allotment	Nature of consideration	Total Consideration (₹ million)
Primary Transactions							
1.	M Jayalalitha	6,100	2	205.20	Private Placement	Cash	1.25
2.	Mageshwari Kannan	12,200	2	205.20	Private Placement	Cash	2.50
3.	Sounder Kannan	12,200	2	205.20	Private Placement	Cash	2.50
4.	Yogesh Misra	100,000	2	205.20	Private Placement	Cash	20.52
5.	Varun Saxena	4,900	2	205.20	Private Placement	Cash	1.01
Secondary Transactions							
1.	Pandiarajan Karuppasamy	57,780.00	2	240.40	Transfer	Cash	13.89
2.	Doraiswamy Rajiv Krishnan	20,800.00	2	240.40	Transfer	Cash	5.00
3.	Hemalatha Rajan	26,380.00	2	240.40	Transfer	Cash	6.34
4.	Doraiswamy Rajiv Krishnan	20,800.00	2	240.40	Transfer	Cash	5.00
5.	Sambasivan Viswanathan	20,800.00	2	240.40	Transfer	Cash	5.00

* *Allotment price per Equity Share has been adjusted for corporate actions, namely, sub-division and issue of Equity Shares pursuant to bonus issue.*

10. **The Floor Price and Cap Price vis-à-vis Weighted Average Cost of Acquisition based on past allotment(s)/ secondary transaction(s)**

Floor Price and Cap Price as compared to the weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph 9 above, are set out below:

Past allotment/ secondary transactions	Weighted average cost of acquisition (in ₹)	Floor Price (*i.e.*, ₹ [●])#	Cap Price (*i.e.*, ₹ [●])#
Weighted average cost of acquisition of primary transactions in last three years	205.20	NA at this stage	NA at this stage
Weighted average cost of acquisition of secondary transactions in last three years*	240.40	NA at this stage	NA at this stage

* *Secondary transactions where Promoters, Promoter Group entities, Selling Shareholders or Shareholders having the right to nominate directors are a party to the transaction.*

\# *To be included at the Prospectus stage.*

Explanation for Offer Price/ Cap Price

Set forth below is an explanation for the Offer Price and Cap Price being (i) [●] times and [●] times, respectively, the weighted average cost of acquisition of primary transactions in last three years; and (ii) [●] times and [●] times, respectively, the weighted average cost of acquisition of secondary transactions in last three years; along with our Company's KPIs and financial ratios for Fiscals 2022, 2023 and 2024, and in view of the external factors which may have influenced the pricing of the Offer:

[●]*

* *To be included at the Prospectus stage*

The Offer Price will be [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs and the Selling Shareholders, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above information along with '*Risk Factors'*, '*Our Business*', '*Restated Consolidated Financial Statements*' and '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' on pages 28, 222, 291 and 371, respectively. The trading price of the Equity Shares could decline due to the factors mentioned in Risk Factors or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
CIEL HR Services Limited
(Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095
Plot No. 3726, Door No. 41, 'Ma Foi House',
6th Avenue, Q- Block, Anna Nagar
Chennai, Tamil Nadu, India, 600040.

Sub: Statement of possible special tax benefits available to CIEL HR Services Limited (formerly known as CIEL HR Services Private Limited), its shareholders and one of the Company's Material Subsidiaries, Next Leap Career Services Private Limited, under the direct and indirect tax laws, prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations").

1. We, M S K A & Associates ("**the Firm**"), Chartered Accountants, the statutory auditors of CIEL HR Services Limited (formerly known as CIEL HR Services Private Limited) ("**the Company**") hereby confirm the enclosed statement in the Annexure prepared and issued by the Company (the "**Statement**"), which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Income-tax Rules, 1962, the Central Goods and Services Tax Act, 2017 (CGST Act) , the Integrated Goods and Services Tax Act, 2017 (IGST Act) , the Union Territory Goods and Services Tax Act, 2017 (UTGST) , respective State Goods and Services Tax Act, 2017 (SGST Acts), Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, the Union Territory Goods and Services Tax Rules, 2017 (UTGST Acts), respective State Goods and Services Tax Rules, 2017 (Collectively called as 'GST Laws'), The Customs Act, 1962, The Customs Tariff Act, 1975 and the Foreign Trade Policy (collectively the "**Taxation Laws**"), the rules, regulations, circulars and notifications issued thereon, as amended by the Finance Act, 2024 & Finance (No.2) Act, 2024, and as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, available to the Company, its shareholders and to its material subsidiary identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended being Next Leap Career Solutions Private Limited and Thomas Assessments Private Limited ("**Material Subsidiaries**"). Several of these benefits are dependent on the Company, its shareholders and Material Subsidiaries, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company, its shareholders and Material Subsidiaries to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company, its shareholders and Material Subsidiaries face in the future. The Company, its shareholders and Material Subsidiaries may or may not choose to fulfil such conditions for availing special tax benefits.

2. This statement of possible special tax benefits is required as per paragraph (9)(L) of Part A of Schedule VI of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and Material Subsidiaries, the same would include those benefits as enumerated in the Statement. Any benefits under the Taxation Laws other than those specified in the Statement are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the Statement, have not been examined and covered by this Statement.

3. The benefits discussed in the enclosed Statement cover the possible special tax benefits available to the Company, its shareholders and Material Subsidiaries and do not cover any general tax benefits available to them.

4. The benefits stated in the enclosed Statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of the equity shares of the Company (the "Offer") and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of the Statement. Also, any tax information included in this written communication was not intended or written to be used and it cannot be used by the Company or the investor for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

6. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

7. We do not express any opinion or provide any assurance on whether:

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

8. The contents of the enclosed Statement are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and Material Subsidiaries. We have relied upon the information and documents of the Company being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law.

9. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

10. This Statement is addressed to the board of directors and has been issued at specific request of the Company. The enclosed Statement is intended solely for your information and for inclusion in the, draft red herring prospectus, red herring prospectus, the prospectus and any other material in connection with the Offer, and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in the Statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Jiger Kishor Saiya
Partner
Membership No: 116349
UDIN: 24116349BKFZJB2159
Place: Mumbai
Date: November 19, 2024
Enclosure: Annexure A

Statement of possible special tax benefits available to CIEL HR Services Limited (formerly known as CIEL HR Services Private Limited) ('the Company'), its Shareholders and the Company's Material Subsidiaries

Direct Taxation

This statement of possible special direct tax benefits available to the Company, its shareholders and its Material Subsidiaries under the direct tax laws in force in India. This statement is required as per paragraph (9)(L) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"). This statement is as per the Income-tax Act, 1961 as amended by the Finance Act, 20024 & Finance (No.2) Act, 2024 read with the relevant rules, circulars and notifications applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26, presently in force.

1. **Special Income tax benefits available to the CIEL HR Services Limited (formerly known as CIEL HR Services Private Limited) ('the Company') in India under the Income-tax Act, 1961 ('Act')**

- Section 115BAA of the Act, as inserted *vide* The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a corporate tax rate of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions/exemptions or set-off of losses and depreciation provided under clause (ii) and clause (iii) of sub-section (2) of section 115BAA of the Act and claiming depreciation determined in the prescribed manner. In case a company opts for paying tax as per section 115BAA, provisions of section 115JB, i.e., Minimum Alternate Tax ('MAT') would not be applicable on exercise of the option under section 115BAA, as specified under sub-section (5A) of Section 115JB of the Act, and unutilized MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

- The Company has evaluated and decided to opt for the lower corporate tax rate of 22 percent (plus applicable surcharge and cess) with effect from the Financial Year 2019-20 relevant to the Assessment Year 2020-21 under section 115BAA of the Act. Such option has been exercised by the Company while filing its return for the Financial Year 2021-22 relevant to the Assessment Year 2022-23 within the due date prescribed under sub-section (1) of section 139 of the Act. Since the Company has opted for lower corporate tax rate, MAT tax credit (if any) is no longer available for set-off or carry forward in future years.

- Subject to the fulfilment of prescribed conditions, for the year, the Company is entitled to claim deduction under section 80JJAA of the Act with respect to an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided. Further, where the Company wishes to claim possible tax benefit, it shall obtain necessary certification from Chartered Accountant on fulfilment of the conditions under the extant provisions of the Act.

- As per the provisions of Section 80M of the Act, dividend received by the Company from any other domestic company, or a foreign company shall be eligible for deduction while computing its total income for the relevant year. The amount of such deduction would be restricted to the amount of dividend distributed by the Company to its shareholders on or before one month prior to due date of filing of its Income-tax return for the relevant year. Since the Company has investments in domestic companies, it may avail the above-mentioned benefit under Section 80M of the Act.

2. **Special Income tax benefits available to the Next Leap Career Solutions Private Limited ('Material subsidiary') in India under the Income-tax Act, 1961 ('Act')**

<u>Section 115JB- Special provision for payment of tax by certain companies.</u>

- Notwithstanding anything contained in any other provision of this Act, where in the case of an assessee, being a company, the income-tax, payable on the total income as computed under the Act in respect of any previous year relevant to the assessment year commencing on or after the 1st day of April, 2012, is less than fifteen per cent of its book profit, such book profit shall be deemed to be the total income of the assessee and the tax payable by the assessee on such total income shall be the amount of income-tax at the rate of than fifteen per cent. The tax payable under MAT shall be increased by applicable surcharge and education cess.

- Book profit means the net profit as shown in the profit & loss account for the year as increased and decreased by some items as prescribed under the act. When any amount of tax is paid as MAT by the company, then it can claim the credit of such tax paid in accordance with the provision of section 115JAA ('MAT Credit')

- MAT Credit will be difference of Tax paid as per MAT calculation and Income tax payable under normal provision of Income-tax Act. Such MAT Credit shall be eligible to be carried forward and set off for 15 Assessment Years immediately succeeding the assessment year in which such credit has become allowable. Set off of MAT Credit shall be allowed for any assessment year to the extent of the difference between tax payable as per the normal provisions of the Act and MAT calculated as per section 115JB of the Act.

<u>Deductions from the Gross Total Income – Section 80JJAA of the Act – Deduction in respect of employment of new employees</u>

- Subject to the fulfilment of prescribed conditions, for the year, Material Subsidiary is entitled to claim deduction under section 80JJAA of the Act with respect to an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided. Further, where the Material Subsidiary wishes to claim possible tax benefit, it shall obtain necessary certification from Chartered Accountant on fulfilment of the conditions under the extant provisions of the Act.

3. Special direct tax benefits available to the Shareholders of Company under the Act

- Apart from the tax benefits available to each class of shareholders as such, there are no special tax benefits available to the shareholders of the Company under the Tax Laws identified supra

Indirect Taxation

This statement of possible special indirect tax benefits is required as per paragraph (9)(L) of Part A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Outlined below are the possible tax benefits available to the Company, its shareholders and its Material Subsidiary under the indirect tax laws in force in India. This Statement is as per the Central Goods and Services Tax Act, 2017 (CGST Act) / the Integrated Goods and Services Tax Act, 2017 (IGST Act) and applicable State Goods and Services Tax Act, 2017 (SGST Acts) / the respective Union Territory Goods and Services Tax Act, 2017 (UTGST Act) and the Goods and Services Tax (Compensation to States) Act, 2017 ("collectively referred as GST Laws"), and the respective Rules, the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Customs Tariff Act"), as amended by the Finance Act, 2024 & Finance (No.2) Act, 2024 read with the relevant rules, circulars and notifications applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26 including the relevant rules, notifications and circulars issued there under, applicable for the Financial Year 2024-25 and Foreign Trade Policy, 2023, presently in force in India.

UNDER THE INDIRECT TAX LAWS

BENEFITS TO THE COMPANY, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER VARIOUS INDIRECT TAX LAWS:

1. Special Indirect Tax Benefits available to the Company and its Material Subsidiary (Next Leap Career Solutions Private Limited) under the various Indirect Tax Laws.

   (i) The Company has four active GSTINs operating in the states of Telangana, Karnataka & Tamil Nadu and Maharashtra and its material subsidiary has one GSTIN operating in the state of Maharashtra.

   (ii) The Company and its material subsidiary are eligible to avail the benefit of Input Tax Credit (ITC) on the GST paid on certain procurements, subject to fulfilment of prescribed conditions under the GST Laws.

   (iii) We understand that the Company has earnings in foreign exchange. For cross border transactions that entail inward remittance of foreign currency, there are specific benefits which have been provided under Indirect tax laws/regulations subject to fulfillment of prescribed conditions.

   (iv) The Company and its material subsidiary have operations with respect to Export of Services and supplies to SEZ customers which are considered as Zero-rated supply as per Section 16 of IGST Act. The Company is eligible for the benefit of zero-rated supply without payment of tax under LUT and claim refund of unutilized ITC for making such supplies in accordance with Section 54 of CGST Act, subject to fulfilment of prescribed conditions under the GST Laws. Also, the company has an option to make zero rated supplies with payment of IGST and later claim refund of the tax paid, subject to fulfilment of prescribed conditions under the GST Laws.

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

   (i) The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company.

   Securities are excluded from the definition of Goods as defined u/s 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined u/s 2(102) of the Central Goods and Services Tax Act, 2017.

   (ii) Apart from above, the shareholders of the Company are not eligible for any other special tax benefits under the provisions of Customs Act, Customs Tariff Act, GST Laws, including the relevant rules, notifications and circulars issued there under.

Notes:

1. This Statement covers only certain relevant indirect tax law benefits and does not cover any other benefit under any other law.

2. These tax benefits are dependent on the Company fulfilling the conditions prescribed under the relevant provisions of the Indian indirect tax regulation. Hence, the ability of the Company to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil.

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

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

   i. the Company or its shareholders will continue to obtain these benefits in future;

   ii. the conditions prescribed for availing the benefits have been/ would be met with; and

   iii. the revenue authorities/courts will concur with the view expressed herein.

5. The above views are based on the existing provisions of laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

For **CIEL HR Services Limited**
(Formerly known as CIEL HR Services Private Limited)

Chief Financial Officer
Date: November 19, 2024
Place: Hyderabad

Date: November 13, 2024

The Board of Directors,
CIEL HR Services Limited
(Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095
Plot No. 3726, Door No. 41, 'Ma Foi House',
6th Avenue, Q- Block, Anna Nagar
Chennai, Tamil Nadu, India, 600040.

The Board of Directors,

Thomas Assessment Private Limited

CIN: U74140KA2005PTC036006

T 2, III Floor, TNT Tower, Infantry Road,

Bangalore, Kamataka, India, 560001

Sub: Statement of possible special tax benefit (the "Statement") available to Thomas Assessment Private Limited ("Material Subsidiary"), under the direct and indirect tax laws, prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board oflndia (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations").

We, NSVM & Associates, the statutory auditors of the Material Subsidiary, hereby confirm that the enclosed **Annexure A,** prepared by the Material Subsidiary and initialled by us for identification purpose **("Statement")** for the Offer, provides the possible special tax benefits available to the Material Subsidiary under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Income-tax Rules, 1962, the Central Goods and Services Tax Act, 2017 (CGST Act), the Integrated Goods and Services Tax Act, 2017 (IGST Act), the Union Territory Goods and Services Tax Acts, 2017 (UTGST), respective State Goods and Services Tax Act, 2017 (SGST Acts), Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, the Union Territory Goods and Services Tax Rules, 2017 (UTGST Acts), respective State Goods and Services Tax Rules, 2017 (Collectively called as 'GST Laws'), The Customs Act, 1962, The Customs Tariff Act, 1975 and the Foreign Trade Policy (collectively the "Taxation Laws"), the rules, regulations, circulars and notifications issued thereon, as amended by the Finance Act, 2024 & Finance (No.2) Act, 2024, and as applicable to the assessment year 2025-26 relevant to the financial year 2024-25. Several of these benefits are dependent on the Material Subsidiary fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Material Subsidiary identified as per the Securities and Exchange Board oflndia (Listing Obligations and Disclosure Requirement) Regulations, 2015, to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Material Subsidiary faces in the future, the Material Subsidiary may or may not choose to fulfil.

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Material Subsidiary, the same would include those benefits as enumerated in the **Annexure A**. Any benefits under the taxation laws other than those specified in **Annexure A** are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in the **Annexure A** have not been examined and covered by this statement.

The benefits discussed in the enclosed Statement are not exhaustive. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.
In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

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

1. the Material Subsidiary will continue to obtain these benefits in the future; or

2. the conditions prescribed for availing of the benefits, where applicable have been/would be met with.

3. The revenue authorities/courts will concur with the views expressed herein.

The contents of the enclosed Statement are based on information, explanations and representations obtained from the Material Subsidiary and on the basis of our understanding of the business activities and operations of the Company.
We have conducted our review in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("**ICAI**") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this statement we have complied with the Code of Ethics issued by the ICAI.

We hereby consent to be named an "expert" under the Companies Act, 2013, as amended, and our name may be disclosed as an expert to any applicable legal or regulatory authority insofar as may be required, in relation to the statements contained therein. We further confirm that we are not and have not been engaged or interested in the formation or promotion or management of the Company.

We have carried out our work on the basis of Restated Consolidated Financial Statements and other documents, public domain and information made available to us by the Company, which has formed substantial basis for this Statement.

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

We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this certificate as may be necessary, to any regulatory/ statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.

This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately communicate, in writing, any changes to the above information/ confirmations to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information/ confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours faithfully,

For NSVM & Associates
Chartered Accountants
Firm Registration Number: 0010072S

Name: B Manohar Babu
Designation: Partner
Membership No.: 221455
UDIN: 24221455BKGACC3212
Place: Bengaluru

ANNEXURE A

Statement of Tax Benefits

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIAIRY, THOMAS ASSESSMENTS ORIVATE LIMITED, AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS IN INDIA

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Material Subsidiary, the same would include those benefits as enumerated in this Annexure. Any benefits under the taxation laws other than those specified in this Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in this Annexure have not been reviewed and covered by this statement.

I. Special Direct tax benefits available to the Material Subsidiary

The Statement of possible tax benefits enumerated below is as per the Income Tax Act, 1961 as amended from time to time and as applicable for the Financial Year 2024-2025 relevant to the Assessment Year 2025-2026.

1. Lower Corporate Tax Rate under Section 115BAA oflncome Tax Act, 1961

Section I I 5BAA of Income Tax Act, 1961 provides an option for domestic company to pay corporate tax at a reduced rate of 22% (plus Surcharge of I0% and Health and Education Cess of 4%)

In case the company opts for the concessional corporate tax rate under section I 15BAA of Income Tax Act, the following deductions/exemptions are not available to the company:

(a) Deduction under the provisions of Section lOAA (deduction forunits in Special Economic Zone)
(b) Deduction under clause (iia) of sub-section (I) of Section 32 (Additional Depreciation)
(c) Deduction under section 32AD or Section 33AB or Section 33ABA (Investment allowance in backward areas, Investment Deposit Account, Site restoration fund)
(d) Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (I) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on Scientific Research)
(e) Deduction under section 35AD or Section 35CCC (Deduction for specified business, agricultural extension project)
(f) Deduction under section 35CCD (Expenditure on skill development)
(g) Deduction under any provisions of Chapter VIA other than the provisions of section 80JJAA (Deduction in respect of employment ofnew employees) and SOM (Deduction in respect of certain inter-corporate dividends)
(h) No set-off ofany loss carried forwarded or depreciation from any earliest assessment year, if such loss or depreciation is attributable to any of the deductions referred above
(i) No set-off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above.

The provisions of Section l 15JB regarding Minimum Alternate Tax ("MAT") are not applicable if the company opts for concessional income tax rate as prescribed under section I 15BAA of the Income Tax Act, 1961. Consequently, the company will not be entitled· to claim tax credit relating to MAT.

2. Deduction in respect of employment of new employees under Section 80JJAA of lncome Tax Act, 1961

As per Section S0JJAA of the Income Tax Act, 1961, an assessee subject to tax audit tmder. section 44AB of the Income Tax Act, I 961, is entitled to claim a deduction of an amount equal to thirty percent of additional employee cost incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which employment is provided, subject to fulfillment of prescribed conditions therein. The deduction under Section S0JJAA is available even if the company opts for concessional tax rate under section 115BAA of the Income Tax Act, 1961.

3. Deduction in respect of certain inter-corporate dividends under section SOM oflncome Tax Act, 1961

As per Section SOM of Income Tax Act, 1961, where domestic companies have declared dividend and also in receipt of dividend income from another domestic company or a foreign company or a business trust, deduction is allowed with respect to dividend received as long as the same is distributed as dividend one month prior to the due date of furnishing the return of income under section 139(1) of the Income Tax Act, 1961.

The deduction under section SOM is available even if the domestic company opts for concessional rate under section 115BAA ofincome Tax Act, 1961.

Though the company is eligible to avail Section SOM of the Income Tax Act, 1961, it does not own shares of any domestic company, foreign company or business trust as on 31st March 2024. Hence, the company has not availed any deduction under Section SOM of the Income Tax Act, 1961 for the Assessment year 2024-2025.

4. **Minimum Alternate Tax Credit Availment**

As the entity has opted for filing the income tax returns under old regime for the A Y 2024- 2025 and if it continues to pay taxes under the old regime of Income Tax Act, 1961, the provisions of Minimum Alternate Tax is available.

II. Special Indirect tax benefits available to the Material Subsidiary

1. Benefits under CGST Act, 2017; SGST Act, 2017 and IGST Act, 2017 (read with relevant rules prescribed)

Under the GST Regime, Supplies of goods and services which qualify as export of goods or services are zero-rated. On account of zero rating of supplies, the supplier is entitled to claim Input Tax Credit (ITC) in respect of input and input services used for such supplies and can seek refund of accumulated / unutilized ITC.

GST Law inter-alia allows export of services at zero rate on fulfillment of certain conditions, Exporters can export services under Letter of Undertaking (LUT) without payment ofIGST and claim refund of accumulated ITC. There is also an alternative available to export services with payment of IGST and subsequently claim refund thereof, as per the provisions of section 54 of CGST Act. We understand that the company is undertaking exports of services without payment of tax under the cover of LUT.

[**Notes**:

i. The above Statement of Tax benefits sets out the special tax benefits available to the Material Subsidiary under the tax laws mentioned above.
ii. The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law.
iii. This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/ her own tax advisor with respect to specific tax consequences of his/ her investment in the shares of the Company.
iv. 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.
v. This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The shareholders/ investors are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, the information in this section is derived from the industry report titled "Industry Report on Human Resources Management Services Market in India" dated November 19, 2024 (the "**F&S Report**"). A copy of the F&S Report is available on the website of our Company at https://cielhr.com/investors/industry-report. We have commissioned and paid for the F&S Report for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. We officially engaged F&S in connection with the preparation of the F&S Report pursuant to an engagement letter dated May 21, 2024. The F&S Report has been reproduced in full in this section. There are no parts, data or information (which may be relevant for the Offer) of the F&S Report, that have been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year, refers to such information for the relevant year.*

Any potential investor in the Equity Shares should pay particular attention to the fact that we are subject to extensive regulatory environments that may differ significantly from one jurisdiction to another. For further details and risks in relation to commissioned reports, see "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Frost & Sullivan exclusively commissioned and paid for by us for such purpose and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 51.

1. MACROECONOMIC OVERVIEW OF THE GLOBAL ECONOMY

1.1 Real GDP review and outlook

The global economy faced significant challenges in recent years, including extended trade conflicts, a slowdown in investments, and the COVID-19 pandemic, that led to a recession in CY2020. Although the economy rebounded in CY2021, new issues emerged in CY2022, such as the Russia-Ukraine war, inflation, and supply chain disruptions. By CY2023, these challenges eased, establishing global GDP growth at 3.3%. The global economy is projected to grow at 3.2% for the next two years, 3.3% in CY2026, back to 3.2% in CY2027 before moderating to 3.1% in CY2028. However, there are associated risks due to higher interest rates and reduced government spending. India has been the fastest-growing major economy since last three years, with 8.2% real GDP growth in CY2023. In contrast, the US grew by 2.9%, China by 5.2%, while Europe struggled with just 1.2% growth, affected by the ongoing war and high energy prices.

Exhibit 1.1: Real GDP Growth by Select Regions & Countries – Historic and Forecast, World, CY2018 – CY2028E

Country / Region	CY2018	CY2019	CY2020	CY2021	CY2022	CY2023	CY2024E	CY2025E	CY2026E	CY2027E	CY2028E
World	**3.6%**	**2.9%**	**-2.7%**	**6.6%**	**3.6%**	**3.3%**	**3.2%**	**3.2%**	**3.3%**	**3.2%**	**3.1%**
United States	3.0%	2.6%	-2.2%	6.1%	2.5%	2.9%	2.8%	2.2%	2.0%	2.1%	2.1%
China	6.7%	6.0%	2.2%	8.4%	3.0%	5.2%	4.8%	4.5%	4.1%	3.6%	3.4%
India	**6.5%**	**3.9%**	**-5.8%**	**9.7%**	**7.0%**	**8.2%**	**7.0%**	**6.5%**	**6.5%**	**6.5%**	**6.5%**
North America	2.8%	2.2%	-3.0%	6.0%	2.7%	2.8%	2.5%	2.1%	2.0%	2.1%	2.1%
Europe	2.3%	2.0%	-5.4%	6.4%	2.4%	1.2%	1.6%	1.6%	1.7%	1.6%	1.6%
Asia and Pacific	5.3%	4.2%	-0.8%	7.1%	4.1%	4.9%	4.5%	4.4%	4.3%	4.1%	4.0%
Middle East and Central Asia	2.7%	1.9%	-2.2%	4.4%	5.5%	2.1%	2.4%	3.9%	4.2%	3.9%	3.8%
Africa	3.4%	3.1%	-1.4%	4.7%	4.3%	3.3%	3.0%	4.2%	4.4%	4.3%	4.4%
Latin America and Caribbean	1.1%	0.2%	-6.9%	7.4%	4.2%	2.2%	2.1%	2.5%	2.7%	2.8%	2.7%
Country / Region	CY2018	CY2019	CY2020	CY2021	CY2022	CY2023	CY2024E	CY2025E	CY2026E	CY2027E	CY2028E

Source: IMF October 2024, World Economic Outlook, Frost & Sullivan Analysis

1.2 Inflationary pressure eased in CY2023 – acted as a catalyst for global growth

Global inflation, after peaking at 8.6% in CY2022, eased to 6.7% in CY2023 and is projected to decline to 5.8% in CY2024. This decline is driven by tighter monetary policies and lower international commodity prices.

Exhibit 1.2: Inflation rate, World, CY2018 – CY2028E

Country / Region	CY2018	CY2019	CY2020	CY2021	CY2022	CY2023	CY2024E	CY2025E	CY2026E	CY2027E	CY2028E
World	**3.6%**	**3.5%**	**3.3%**	**4.7%**	**8.6%**	**6.7%**	**5.8%**	**4.3%**	**3.6%**	**3.4%**	**3.3%**
United States	2.4%	1.8%	1.2%	4.7%	8.0%	4.1%	3.0%	1.9%	2.1%	2.1%	2.1%
China	2.1%	2.9%	2.5%	0.9%	2.0%	0.2%	0.4%	1.7%	2.0%	2.0%	2.0%
India	**3.4%**	**4.8%**	**6.2%**	**5.5%**	**6.7%**	**5.4%**	**4.4%**	**4.1%**	**4.1%**	**4.0%**	**4.0%**
North America	2.7%	2.0%	1.4%	4.7%	7.9%	4.2%	3.1%	2.0%	2.1%	2.2%	2.2%
Europe	2.2%	2.0%	1.2%	3.6%	10.0%	6.3%	3.5%	3.0%	2.5%	2.4%	2.4%
Asia and Pacific	3.1%	3.4%	3.2%	3.0%	6.3%	4.9%	4.4%	3.8%	3.4%	3.2%	3.2%
Middle East & Central Asia	9.6%	7.4%	10.3%	11.9%	13.4%	15.6%	14.6%	10.7%	8.5%	7.3%	6.6%
Africa	11.4%	9.4%	11.1%	12.3%	14.2%	18.2%	20.3%	13.9%	9.2%	8.0%	6.9%
Latin America and Caribbean	6.7%	7.6%	6.5%	9.9%	14.2%	14.8%	16.8%	8.5%	5.7%	4.4%	3.7%

Source: IMF, World Economic Outlook, Frost & Sullivan Analysis

Faster disinflation could ease financial conditions, while stronger reforms may boost productivity. However, new commodity price spikes or persistent inflation could prolong tight monetary policies.

2. MACROECONOMIC OVERVIEW OF THE INDIAN ECONOMY

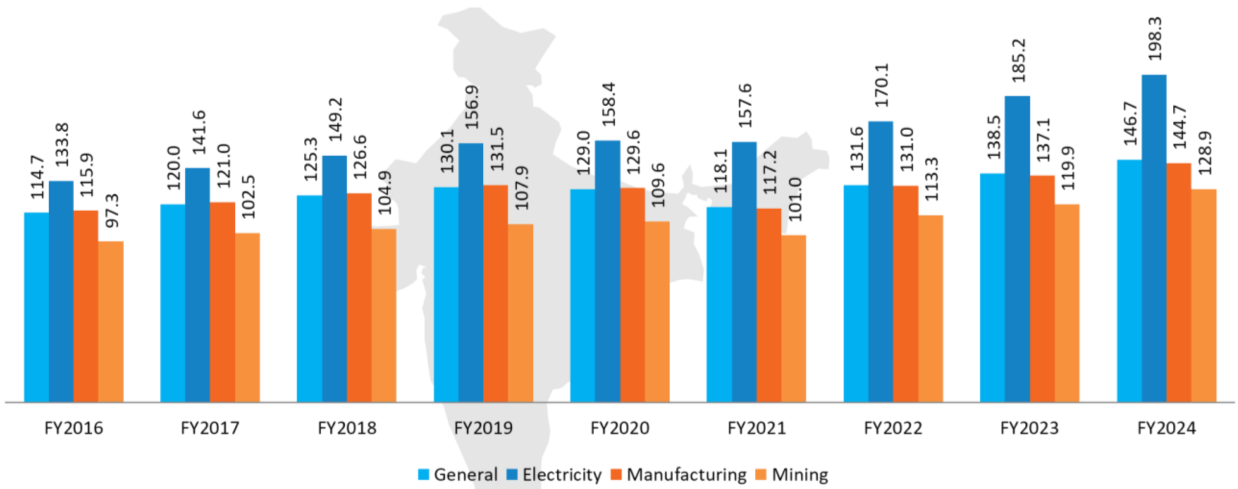
2.1 India emerged as the fastest-growing large economy in the last 3 years

India's economy recorded a solid 8.2% growth in FY2024, surpassing many major economies. The government is implementing reforms to establish India as a global manufacturing hub, with a 17% year-on-year increase in capital expenditure planned for FY2025 (INR 11.11 trillion). The "Saptarishi" development plan focuses on inclusive growth and infrastructure. Although the USD 5 trillion GDP target for FY2025 may be delayed by 18-24 months due to the pandemic, India is on track to exceed USD 4 trillion by FY2025 and reach USD 5 trillion by FY2027-FY2028, becoming the world's third-largest economy.

2.2 Index of Industrial Production (IIP)

Since June 2021, industrial activity in India has been on the rise, maintaining momentum from FY2022 to FY2024. Industrial output has shown significant growth across all four sectors for the past three years. Provisional FY2024 IIP data indicates a 5.5% growth in the manufacturing sector. The other three segments—Mining, Electricity, and General—grew by 7.5%, 7.1%, and 5.9%, respectively, in FY2024.

Exhibit 2.1: Index of Industrial Production (IIP) by sectors, India, FY2016 – FY2024



Source: MoSPI (Annual Estimates of GDP at constant price, 2011-12 series); RBI (Reserve Bank of India); Frost & Sullivan Analysis

2.3 Indian Manufacturing and Services PMI (Purchase Managers Index)

The Manufacturing PMI hit a record high of 58.7 in May 2023, marking the strongest factory activity since October 2020, driven by robust demand. Output growth reached a 28-month high, with new orders expanding for the 23rd consecutive month, the fastest increase since January 2021. Overseas orders and employment also saw the highest growth in six months.

However, the Manufacturing PMI fell to an 18-month low of 54.9 in December 2023 before rebounding to 59.2 in March 2024, the highest in three years, reflecting stronger new orders and job creation. March 2024 saw the quickest new order growth in nearly three-and-a-half years. In the services sector, March 2024 marked the 32nd consecutive month of expansion, with new orders rising substantially due to favourable economic conditions and effective advertising. New export orders reached their highest level since September 2014, driven by strong demand from Asia, Africa, Europe, the Middle East, and the US.

Exhibit 2.2: Manufacturing PMI, India, April 2021 – March 2024

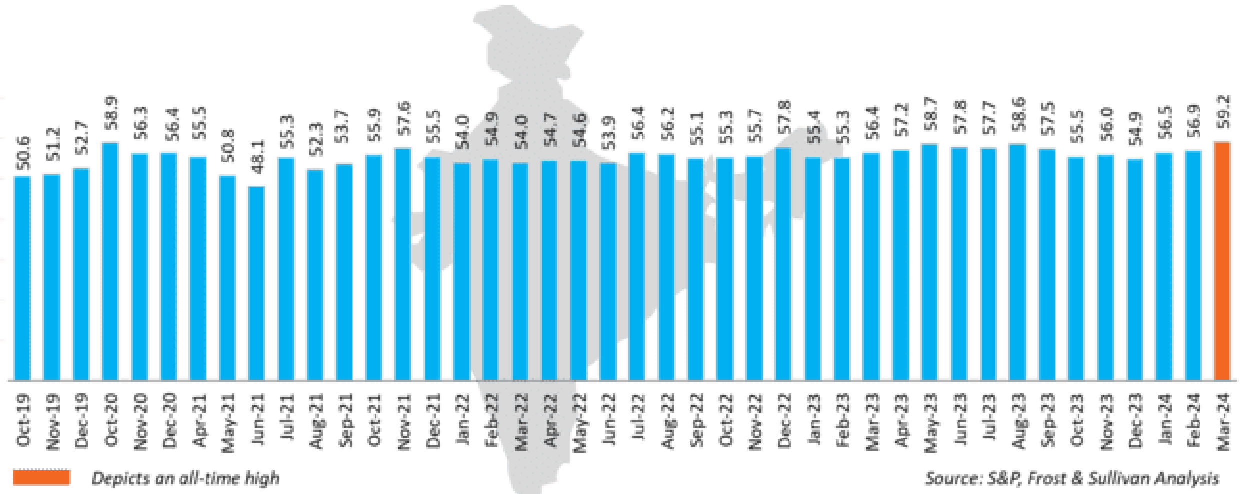
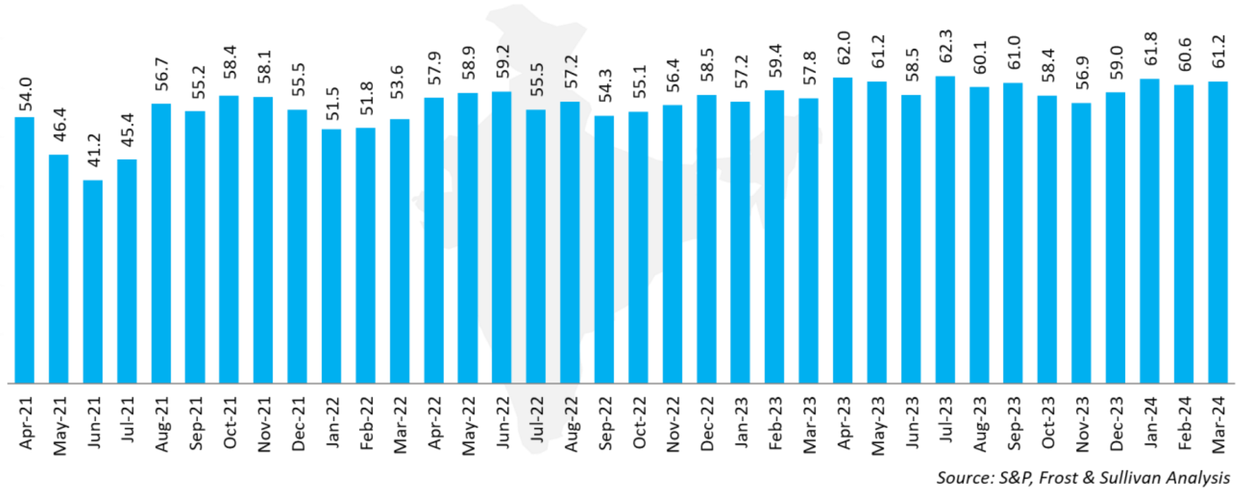


Exhibit 2.3: Services PMI, India, April 2021 – March 2024



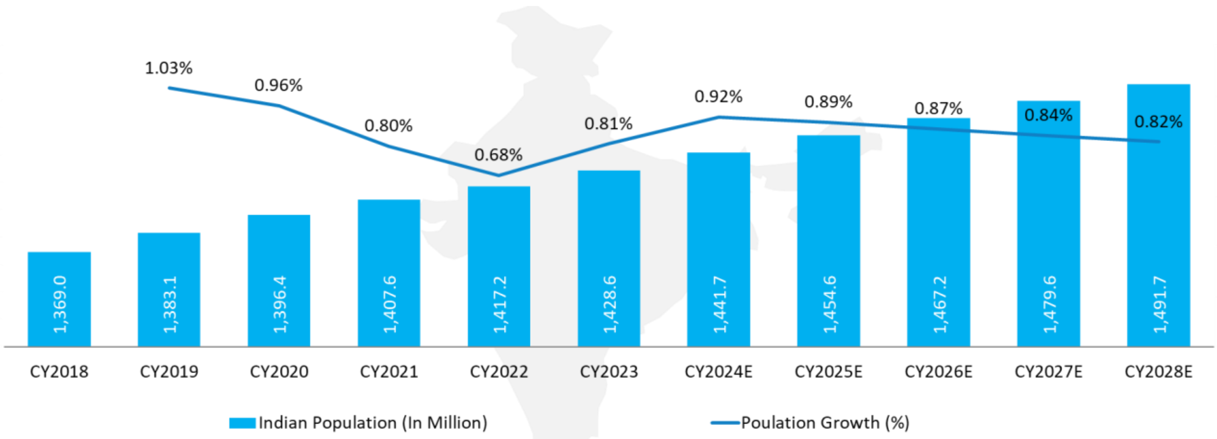
On the pricing front, cost pressures intensified, with notable increases in the prices of materials and labour. Finally, business sentiment soared to a six-month high, buoyed by effective marketing strategies, enhanced customer engagement, strong demand, and positive economic conditions.

2.4 Demographic overview – Population and Labour force growth

India, with over 1.4 billion people, is the world's most populous country, accounting for one-seventh of the global population. India has a relatively small, aged population, which contributes to lower death rates, higher retention of the population, and a large, young workforce. The Indian labour force grew from 515 million in CY2018 to 594 million by the end of CY2023, according to World Bank data.

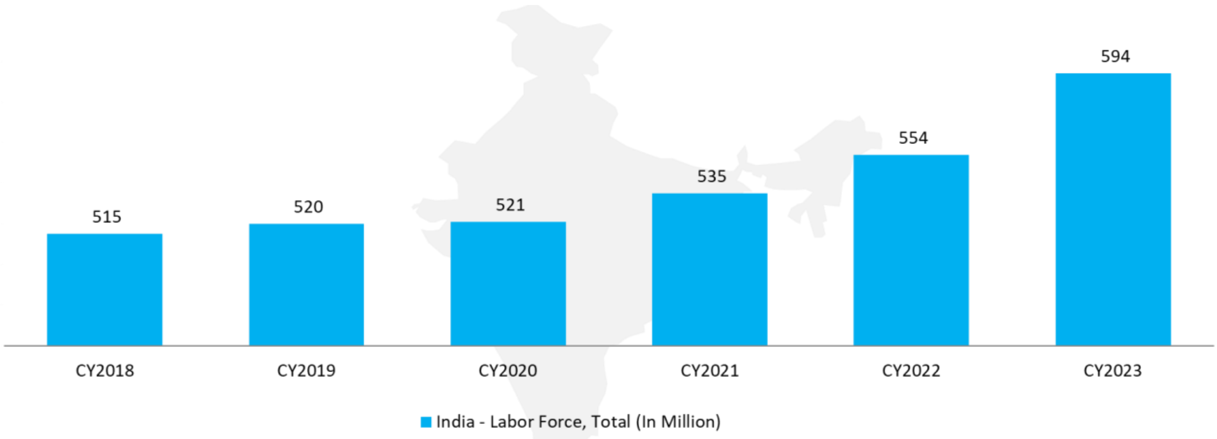
The Ministry of Statistics and Programme Implementation (MOSPI) reported that the rural labour force participation rate increased from 50.7% in FY2018 to 60.8% in FY2023, while in urban areas, it rose from 47.6% to 50.4%. For males, the participation rate increased from 75.8% to 78.5%, and for females, it went up from 23.3% to 37.0% over the same period.

Exhibit 2.4: Total Population, Millions, India, CY2018 - CY2028E



Source: Statista, IMF, Frost & Sullivan Analysis

Exhibit 2.5: Labour Force, Millions, India, CY2018 – CY2023



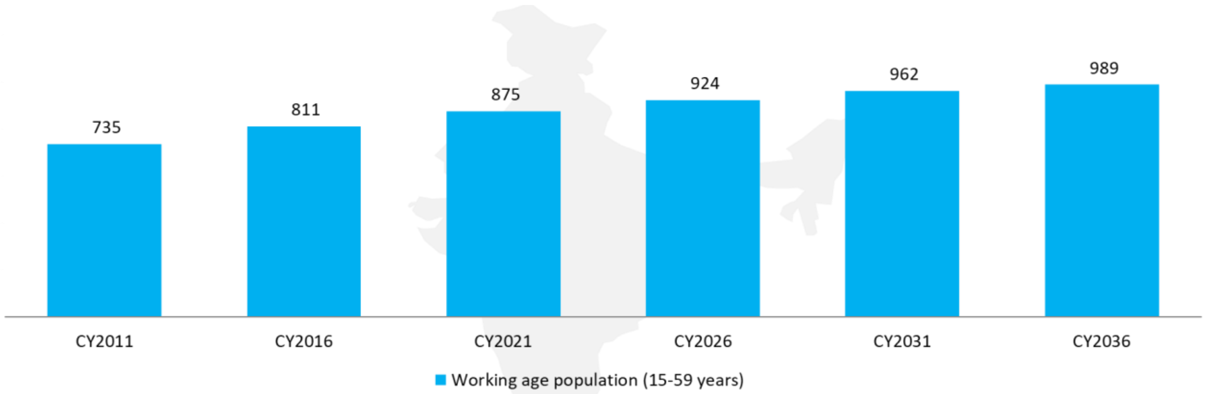
Source: World Bank, Frost & Sullivan Analysis

2.5 Growth in Working age population (15 – 59 years)

Changes in the working-age population (15–59 years) significantly influence the size of the labour force and inter-state labour migration in India.

India's working-age population is projected to continue growing until CY2036. According to the Report of the Technical Group on Population Projections for India and States 2011-2036, 735 million people, or 60.7% of India's population, were in the 15-59 age group in CY2011. This group is expected to increase to 989 million by CY2036.

Exhibit 2.6: Working age population, millions, India, CY2011 – CY2036

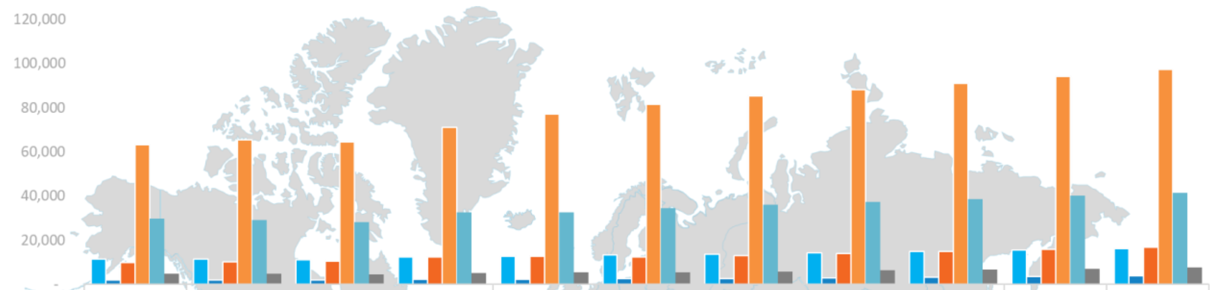


Source: Report of the Technical Group on Population Projections for India and States 2011 - 2036, MoSPI, Frost & Sullivan Analysis

2.6 Per capita income – India vs. leading global economies

Per capita income indicates a country's prosperity and consumer confidence. In CY2023, India's per capita income stood at USD 2,500, classifying it as a lower middle-income country. To reach middle-income status, it must increase to USD 6,100, a 2.4 times rise. Although India's per capita income has nearly doubled since FY2015, wealth remains unevenly distributed across its 1.4 billion population. Improved access to healthcare, education, and employment is essential for continued growth. Globally, the average per capita income in CY2023 was USD 13,359, while it was USD 81,632 in the USA, USD 34,663 in Europe, and USD 12,514 in China.

Exhibit 2.7: India vs. Global – Per capita income of India vs leading economies, value in USD, CY2018 – CY2028E



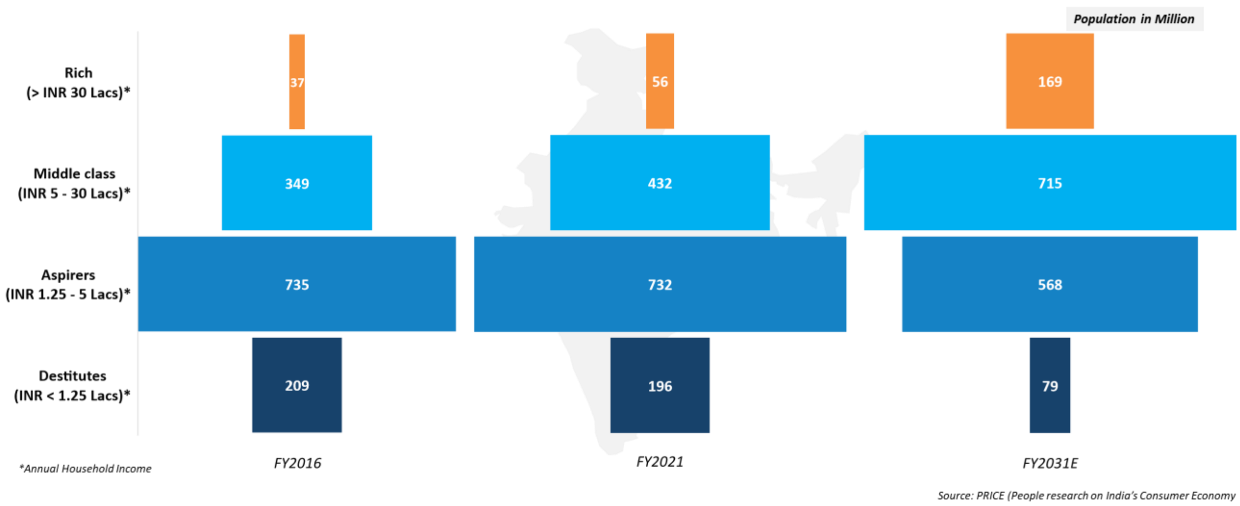
	CY2018	CY2019	CY2020	CY2021	CY2022	CY2023	CY2024E	CY2025E	CY2026E	CY2027E	CY2028E
World	11,472	11,518	11,111	12,527	12,894	13,359	13,836	14,368	14,946	15,533	16,148
India	1,974	2,050	1,916	2,250	2,366	2,500	2,731	2,984	3,265	3,573	3,911
China	9,849	10,170	10,525	12,572	12,643	12,514	13,136	14,037	14,929	15,834	16,782
USA	63,165	65,505	64,367	70,996	77,192	81,632	85,373	87,978	90,903	94,012	97,231
Europe	29,691	29,278	28,313	32,461	32,515	34,663	36,063	37,357	38,738	40,099	41,566
SEA	4,728	4,957	4,675	5,096	5,441	5,603	5,948	6,343	6,747	7,172	7,623

World	India	China	USA	Europe	Southeast Asia (SEA)
CAGR (CY18-23): 3.1%	CAGR (CY18-23): 4.8%	CAGR (CY18-23): 4.9%	CAGR (CY18-23): 5.3%	CAGR (CY18-23): 3.1%	CAGR (CY18-23): 3.5%
CAGR (CY23-28): 3.9%	CAGR (CY23-28): 9.4%	CAGR (CY23-28): 6.0%	CAGR (CY23-28): 3.6%	CAGR (CY23-28): 3.7%	CAGR (CY23-28): 6.3%

Source: IMF, World Economic Outlook; Frost & Sullivan Analysis

India has seen significant growth in middle-class households in recent years. Economic development, population growth, slower aging, and rising incomes, along with urbanization, are expected to add nearly 400 million middle-class and high-income individuals to the economy by FY2031, increasing the share of upper-middle-class and high-income earners to 58% of the population. This will drive growth in per capita income. India in the last few years has seen a significant expansion of middle-class households. Robust economic development, growing population, relatively slower aging, and rising income levels coupled with urbanization would result in nearly 400 million additional middle-class and high-income population being added to the country's economy by FY2031 effectively pushing the share of upper middle-class and high-income earners to nearly 58% of the population by FY2031 – this in turn would drive the growth in per capita income of the country.

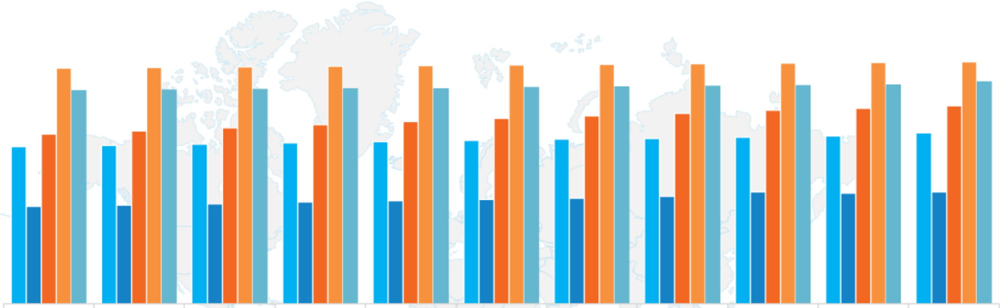
Exhibit 2.8: Income distribution, Population in millions, India, FY2016, FY2021, and FY2031E



2.7 Urbanization – India vs. leading global economies

As of CY2023, 56.9% of the global population lived in urban areas, and this trend is expected to continue, with the urban population set to more than double by CY2050, according to the World Bank.

Exhibit 2.9: India vs. Global - Urban population in India vs key economies (USA, China and Europe), % of total population, CY2018 - CY2028E



	CY2018	CY2019	CY2020	CY2021	CY2022	CY2023	CY2024E	CY2025E	CY2026E	CY2027E	CY2028E
World	54.7%	55.2%	55.6%	56.1%	56.5%	56.9%	57.3%	57.7%	58.2%	58.6%	59.6%
India	34.0%	34.5%	34.9%	35.4%	35.9%	36.4%	36.9%	37.4%	38.9%	38.5%	39.0%
China	59.2%	60.3%	61.4%	62.5%	63.6%	64.6%	65.5%	66.5%	67.4%	68.2%	69.1%
USA	82.3%	82.5%	82.7%	82.9%	83.1%	83.3%	83.5%	83.7%	84.0%	84.2%	84.4%
Europe	74.5%	74.7%	75.0%	75.2%	75.2%	75.5%	75.8%	76.1%	76.3%	76.6%	77.5%

Source: United Nations - Data portal population division; Frost & Sullivan Analysis

Higher urbanisation typically drives per capita income and economic growth. India, with 36.9% urbanisation, lags behind key economies such as the USA (83.5%), Europe (75.5%), and China (64.6%).

Urbanisation in India over the past two decades has raised living standards and income opportunities, increasing demand for infrastructure and housing. At the same time, India's rural market is expanding, driven by rising disposable incomes, improved infrastructure, the 'Digital India' programme, and e-commerce growth.

2.8 Key factors driving the growth of the Indian economy

India, with over 1.4 billion people, is poised for significant economic transformation. The country’s demographic advantage, characterised by a youthful population, supports growth across various sectors including IT, start-ups, global R&D, pharmaceuticals, healthcare, and services.

Manufacturing Sector: Currently contributing around 17% to the GDP and employing over 62 million people, manufacturing is targeted to reach 25% of GDP by 2025. The government’s reforms, such as GST, IBC, asset monetisation, labour law changes, PLI, the National Infrastructure Pipeline, and the Gati Shakti mission, aim to boost this sector by improving the business environment, attracting investment, enhancing infrastructure, and incentivising domestic production.

Digital Economy: The Indian government is fostering a digital ecosystem through the Digital India initiative, which promotes digital literacy, internet access, and e-governance. The IT and BPM sector, valued at USD 245 billion and employing about 5.4 million people, is a key component of this growth. India’s high concentration of AI talent and vibrant start-up ecosystem further bolster its technological sector.

Infrastructure Development: The government is investing heavily in infrastructure, including smart cities, high-speed rail networks, and modernised transportation systems, to enhance connectivity and reduce logistics costs. This investment aims to support business growth and economic development across all sectors.

Clean Energy: India is advancing in renewable energy with significant investments in solar and wind power. The focus on clean energy aligns with the goal of sustainable economic growth while modernising infrastructure.

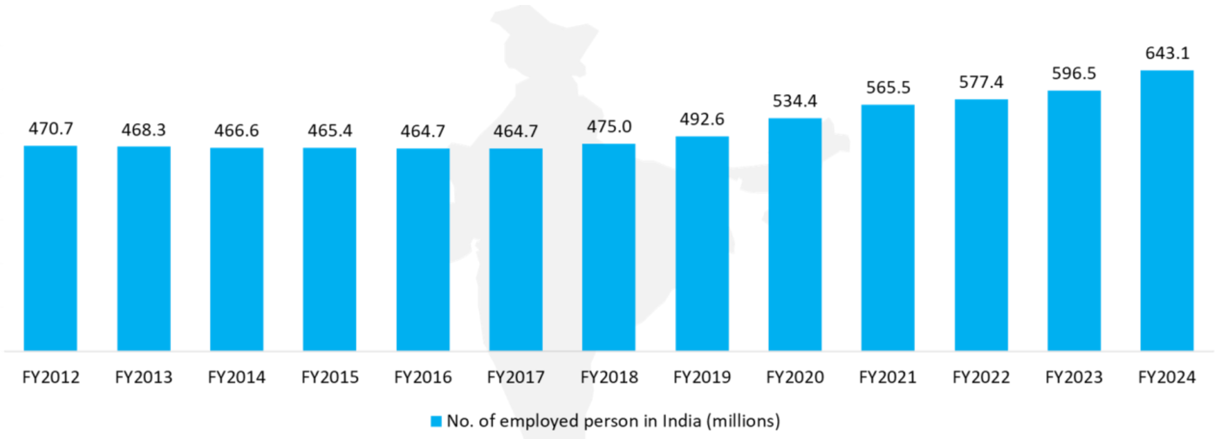
Other Key Sectors: India’s economic landscape includes thriving sectors beyond manufacturing and technology. The mining industry is vital for resource extraction, while the pharmaceutical sector is a leading global producer of generic drugs. The financial services sector serves a broad clientele, and the agricultural sector is evolving with initiatives to improve farmer incomes and food security, supported by efforts to enhance financial inclusion and credit access.

3. EMPLOYMENT AND SKILLING INFRASTRUCTURE IN INDIA

3.1 Employment scenario

India's employment figures were stable from FY2012 to FY2018, reflecting changes such as urbanisation and technological advancements. By FY2024, total employment reached approximately 643.1 million, driven by initiatives like 'Make in India', 'Skill India', and rural schemes such as MGNREGA. However, challenges such as informal employment, skill mismatches, and youth unemployment remain. To sustain employment growth, it is essential to focus on upskilling, creating quality jobs, and fostering an inclusive job market.

Exhibit 3.1: Number of employed persons, In millions, India, FY2012 – FY2024

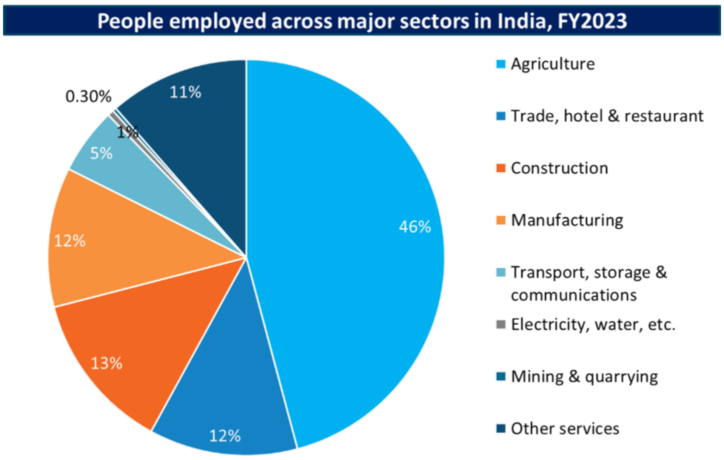


Source: RBI KLEMS database, Statista, Frost & Sullivan Analysis

3.2 Contribution of various sectors in providing employment in India

In India, employment distribution shows that agriculture remains the largest employer at 45.8% of total employment. The construction sector employs 13.0%, indicating ongoing infrastructure development. The trade, hotel, and restaurant sectors account for 12.1%, underscoring the importance of the service industry. Manufacturing and other services each contribute 11.4%, with other services including healthcare, education, and finance. The transport, storage, and communications sector employs 5.4%. Specialized sectors like electricity and water employ 0.5%, while mining and quarrying account for 0.3%. This distribution highlights the diverse economic activities contributing to employment in India.

Exhibit 3.2: Percentage of people employed across major sectors, In millions, India, FY2023



Source: Directorate General of Employment & Frost & Sullivan Analysis

3.3 Employment distribution in India

The Ministry of Statistics and Programme Implementation (MOSPI) has conducted the Periodic Labour Force Survey (PLFS) since FY2018 to assess employment in India. The PLFS provides data on employment and unemployment using three key indicators:

- **Working Population Ratio (WPR):** The percentage of employed persons in the population.
- **Labour Force Participation Rate (LFPR):** The percentage of persons in the labour force (working, seeking, or available for work) in the population.
- **Unemployment Rate (UR):** The percentage of unemployed persons in the labour force.

Statistically, WPR equals LFPR multiplied by (1 - UR). These indicators are used to understand the employment situation for those aged 15 years and above (Source: Annual PLFS report).

Exhibit 3.3: WPR, LFPR, and UR, In percentage, India, FY2018 – FY2023

Year	FY2018	FY2019	FY2020
FY2018	46.8	49.8	6.0
FY2019	47.3	50.2	5.8
FY2020	50.9	53.5	4.8
FY2021	52.6	54.9	4.2
FY2022	52.9	55.2	4.1
FY2023	56.0	57.9	3.2

Source: PLFS Annual Reports, Frost & Sullivan Analysis

A. Employment indicators for Rural India:

There has been an upward trend in the overall Labour Force Participation Rate (LFPR) and Worker Population Ratio (WPR) across genders from FY2018 to FY2023, with a notable increase for women. This trend reflects more women entering and staying in the workforce, despite the ongoing gender gap. Contributing factors may include economic recovery and policy changes, such as childcare support and skills training for women.

Exhibit 3.4: WPR, LFPR, and UR, In percentage, Rural India, FY2018 – FY2023

	WPR			LFPR			UR		
Year	Male	Female	Total	Male	Female	Total	Male	Female	Total
FY2018	72.0	23.7	**48.1**	76.4	24.6	**50.7**	5.7	3.8	**5.3**
FY2019	72.2	25.5	**48.9**	76.4	26.4	**51.5**	5.5	3.5	**5.0**
FY2020	74.4	32.2	**53.3**	77.9	33.0	**55.5**	4.5	2.6	**3.9**
FY2021	75.1	35.8	**55.5**	78.1	36.5	**57.4**	3.8	2.1	**3.3**
FY2022	75.3	35.8	**55.6**	78.2	36.6	**57.5**	3.8	2.1	**3.2**
FY2023	78.0	40.7	**59.4**	80.2	41.5	**60.8**	2.7	1.8	**2.4**

Source: PLFS Annual Reports, Frost & Sullivan Analysis

However, challenges like unequal caregiving responsibilities, workplace bias, and limited flexible work arrangements persist. Addressing these issues is essential for enhancing female participation and achieving a more inclusive labour market. The Labour Force Participation Rate (LFPR), Worker Population Ratio (WPR), and Unemployment Rate (UR) for persons aged 15 years and above in rural India are detailed in the table above.

B. Employment indicators for Urban India:

From FY2018 to FY2023, urban India's female Workforce Participation Rate (WPR) and Labour Force Participation Rate (LFPR) rose by over 5 percentage points, reflecting more women joining the workforce due to economic recovery and supportive policies. However, a gender gap persists, with female participation still below male rates. Addressing challenges like childcare, workplace bias, and the need for flexible work is key, with initiatives like Jombay's "1000 Women Leaders Program" promoting a more inclusive economy.

Exhibit 3.5: WPR, LFPR, and UR, In percentage, Urban India, FY2018 – FY2023

	WPR			LFPR			UR		
Year	**Male**	**Female**	**Total**	**Male**	**Female**	**Total**	**Male**	**Female**	**Total**
FY2018	69.3	18.2	**48.1**	74.5	20.4	**47.6**	6.9	10.8	**7.7**
FY2019	68.6	18.4	**43.9**	73,7	20.4	**47.5**	7.0	9.8	**7.6**
FY2020	69.9	21.3	**45.8**	74.6	23.3	**49.3**	6.4	8.9	**6.9**
FY2021	70.0	21.2	**45.8**	74.6	23.2	**49.1**	6.1	8.6	**6.7**
FY2022	70.4	21.9	**46.6**	74.7	23.8	**49.7**	5.8	7.9	**6.3**
FY2023	71.0	23.5	**47.7**	74.5	25.4	**50.4**	4.7	7.5	**5.4**
FY2024	69.5	22.3	**46.2**	73.9	24.4	**49.5**	5.9	8.7	**6.6**

Source: PLFS Annual Reports, Frost & Sullivan Analysis

C. Gender-wise employment indicators:

Gender-wise data on employment indicators viz., LFPR, WPR and Unemployment Rate (UR) according to usual status for persons of age 15 years (again the point on 18 years)and above are as follows:

Exhibit 3.6: WPR, LFPR, and UR, In percentage, Male and Female, India, FY2018 – FY2023

	Male			Female		
Year	**WPR**	**LFPR**	**UR**	**WPR**	**LFPR**	**UR**
FY2018	71.2	75.8	6.1	22.0	23.3	5.6
FY2019	71.0	75.5	6.0	23.3	24.5	5.1
FY2020	73.0	76.8	5.0	287	30.0	4.2
FY2021	73.5	77.0	4.5	31.4	32.5	3.5
FY2022	73.8	77.2	4.4	31.7	32.8	3.3
FY2023	76.0	78.5	3.3	35.9	37.0	2.9

Source: PLFS Annual Reports, Frost & Sullivan Analysis

D. Industry-wise percentage distribution of workers

As per annual PLFS reports, Broad Industry Division-wise percentage distribution of workers during PLFS FY2018 to FY2023 are as below:

Exhibit 3.7: Industry-wise distribution of workers, In percentage, India, FY2018 – FY2023

Broad Industries as per NIC 2008	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023
Agriculture	44.1	42.5	45.6	46.5	45.5	45.8
Trade, hotel & restaurant	12.0	12.6	13.2	12.2	12.1	12.1
Cconstruction	11.7	12.1	11.6	12.1	12.4	13.0
Manufacturing	12.1	12.1	11.2	10.9	11.6	11.4
Transport, storage & communications	5.9	5.9	5.6	5.4	5.6	5.4
Electricity, water, etc.	0.6	0.6	0.6	0.6	0.6	0.5
Mining & quarrying	0.4	0.4	0.3	0.3	0.3	0.3
Other services	13.2	13.8	11.9	12.0	11.9	11.4

Source: PLFS Annual Reports, Frost & Sullivan Analysis

3.4 Flagship employment generation programmes of Indian Government

A. Production Linked Incentive (PLI) Scheme

The Production Linked Incentive (PLI) Schemes have created over 678,000 direct and indirect jobs in India. Across 14 sectors, 746 approved applications are expected to generate more employment, particularly in Large-Scale Electronics Manufacturing, Pharmaceuticals, Food Processing, and Telecom & Networking Products. Additionally, 176 MSMEs, which are PLI beneficiaries, contribute significantly in sectors such as Bulk Drugs, Medical Devices, Pharma, Telecom, White Goods, Food Processing, Textiles, and Drones, acting as investment partners and contract manufacturers for larger companies.

B. Digital India

The Digital India program, launched in 2015, has significantly impacted employment in India. By 2023, it created direct employment for over 51,584 individuals through the India BPO Promotion Scheme (IBPS) and the Northeast BPO Promotion Scheme (NEBPS) across 27 states and union territories (Source: Press Information Bureau). The program also drove demand for 2.7 million digitally skilled professionals across various sectors. As of 2023, Digital India facilitated substantial employment in IT and IT Enabled Services (ITES), with states like Andhra Pradesh and Tamil Nadu creating 12,925 and 14,204 additional jobs per month, respectively, through these schemes. Tamil Nadu aims to increase this to 20,000-25,000 jobs per month. The program has also supported upskilling and reskilling efforts. NASSCOM reported that 54% of Indian employees need to reskill to meet automation demands, with the Skill India Digital Hub playing a key role in these efforts.

C. Atal Mission for Rejuvenation and Urban Transformation (AMRUT)

AMRUT aims to enhance urban infrastructure and services. It has led to the creation of numerous jobs related to project implementation and maintenance. As of 2023, estimates suggest that AMRUT's initiatives have generated approximately 0.12 million jobs across various roles, including construction, project management, and urban service maintenance. (Source: Ministry of Housing and Urban Affairs)

D. Make in India

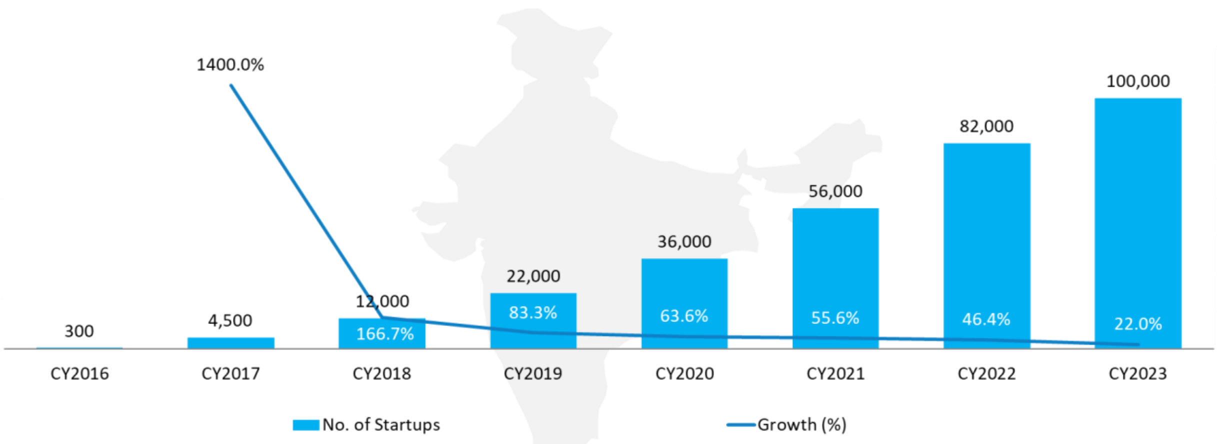
The Make in India program has significantly boosted manufacturing and attracted foreign investment. By 2023, it contributed to the creation of over 2.4 million jobs in sectors such as automotive, textiles, and electronics, including direct employment in manufacturing and indirect jobs in the supply chain (Source: Ministry of Commerce and Industry). The program also attracted substantial foreign direct investment (FDI), with cumulative inflows reaching approximately USD 991 billion from FY2000 to FY2024, benefiting key sectors like automobile manufacturing, textiles, and electronics.

E. Startup India

The 'Startup India' campaign, launched in 2015, promotes bank financing for startups to boost entrepreneurship and job creation.

The number of startups in India has grown significantly to 1.2 lakh, with over 100 unicorns, making India the third-largest startup ecosystem globally. India's rank in the Global Innovation Index improved from 81 in 2015 to 40 out of 132 economies. The government introduced the Fund of Funds for Startups (FFS) and the Startup India Seed Fund Scheme (SISFS) to provide financial support. A corpus of INR 100 billion was allocated for these schemes, with SIDBI as the nodal bank. The FFS supports SEBI-registered Alternative Investment Funds (AIFs), which invest in startups, while SISFS allocated INR 9.45 billion over four years from FY2022, disbursed through approved incubators.

Exhibit 3.8: Growth in Startups, In nos. and percentage, India, CY2016 – CY2023



Source: Startup India website, Frost & Sullivan Analysis

F. Smart City Mission

Rapid urbanisation in India presents challenges like vehicular pollution, ageing infrastructure, and the need for housing, transportation, and jobs for a diverse population. The Smart Cities Mission (SCM), launched in June 2015, addresses these challenges by promoting sustainable and inclusive cities. Covering 100 cities, the mission has created about 1.2 million jobs through urban development projects. With over Rs 2 lakh crore invested, the mission focuses on smart roads, intelligent traffic management, and energy-efficient buildings, improving urban living standards and generating employment in the urban development sector.

G. Stand Up India Scheme

The Stand-Up India Scheme, launched in April 2016, aims to promote entrepreneurship among women and scheduled castes and tribes by facilitating bank loans between INR 1 million and INR 10 million. This scheme has led to the creation of over 500,000 jobs by supporting approximately 150,000 entrepreneurs. With a focus on empowering marginalized communities, the scheme has disbursed loans amounting to INR 25,586 crore, fostering economic growth and employment generation at the grassroots level.

H. The National Industrial Corridor

The National Industrial Corridor Development Program aims to create world-class infrastructure, drive economic growth, and generate employment by developing industrial corridors across India. This program has been instrumental in generating approximately 2 million jobs through the development of infrastructure and industrial zones. Key projects under this program include the Delhi-Mumbai Industrial Corridor (DMIC) and the Chennai-Bengaluru Industrial Corridor (CBIC), with investments amounting to INR 1,200 billion. These corridors are designed to boost manufacturing and create a conducive environment for industrial growth, thereby creating substantial employment opportunities.

I. Shyama Prasad Mukherji Rurban Mission

The Shyama Prasad Mukherji Rurban Mission aims to develop rural areas into urban centers. By 2023, this mission has created around 75,000 jobs through infrastructure development, skill enhancement, and local economic activities in the targeted clusters.

J. Pradhan Mantri Awas Yojana – Urban

The Pradhan Mantri Awas Yojana – Urban (PMAY-U) focuses on providing affordable housing. By 2023, the initiative has generated around 0.15 million jobs related to construction, project management, and real estate services through the development of over 1.2 crore housing units.

K. Swachh Bharat Mission – Grameen

The Swachh Bharat Mission – Grameen aims to improve rural sanitation. By 2023, this mission has created approximately 50,000 jobs in sanitation infrastructure development, including roles in toilet construction, maintenance, and community outreach.

L. Swachh Bharat Mission – Urban (SBM-U)

The Swachh Bharat Mission – Urban focuses on urban sanitation and waste management. As of 2023, it has generated around 70,000 jobs in urban sanitation, waste processing, and related services through the establishment of waste management facilities and cleanliness drives.

M. Pradhan Mantri Garib Kalyan Yojana (PMGKY)

The Pradhan Mantri Garib Kalyan Yojana (PMGKY) provides financial support to economically disadvantaged individuals. While primarily a welfare scheme, it has indirectly supported employment by maintaining household income during economic disruptions, indirectly contributing to job stability in affected sectors. As of 2023, it has assisted millions of beneficiaries, providing essential support during challenging times.

3.5 Key Government policies to boost Skilling infrastructure in the country

A. Employment Linked Incentive Schemes[1]

The government plans to introduce three schemes under the 'Employment Linked Incentive' category. The first scheme will reward employers for hiring first-time employees by enrolling them in the Employees' Provident Fund Organization (EPFO).

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[1] https://pib.gov.in/PressReleaseIframePage.aspx?PRID=2035618

The second will provide support to both employees and employers to boost job creation and retention. Additionally, to increase female workforce participation, the government will collaborate with industry partners to set up hostels and creches for working women.

B. Skilling Programme

The Union Budget FY2025 introduces a new centrally sponsored skilling scheme to enhance youth skills in partnership with state governments and industry. The scheme aims to train 2 million youth over five years, upgrading 1,000 Industrial Training Institutes (ITIs) into a hub-and-spoke model to ensure high-quality, industry-relevant training. Additionally, the Model Skill Loan Scheme will be revised to provide loans up to INR 0.75 million, guaranteed by a government fund, benefiting 25,000 students annually and facilitating access to quality skilling programmes.

C. Higher Education Financial Support

In a bid to support the youth who have not been eligible for benefits under existing government schemes and policies, a financial support initiative for higher education loans will be introduced. Under this scheme, loans of up to INR 1 million will be provided for higher education in domestic institutions. To make these loans more accessible, e-vouchers will be issued directly to 0.1 million students annually, offering an interest subsidy of 3% on the loan amount. This financial aid will help students pursue higher education without the burden of high interest rates, making quality education more affordable and attainable.

D. National Youth Policy 2021

The draft National Youth Policy 2021 aims to replace the 2014 version and align with the Sustainable Development Goals to advance India's youth potential by CY2030. It envisions an education system providing equitable access to quality education and integrating skills required for future jobs into secondary and higher education curricula. Vocational education will be expanded for Classes 6–12 to enhance employability and address skill mismatches. The policy also includes measures for reintegrating youths not in employment, education, or training into the education system and labour market. It acknowledges the high youth unemployment rate and aims to ensure access to sustainable livelihood opportunities through microregion-specific strategies, entrepreneurship, and support for informal and gig economies. [2]

E. National Skill Development Mission

Launched in CY2015 on World Youth Skills Day, the National Skill Development Mission aims to create a strong framework for skilling activities. It has a three-tiered structure: the Governing Council, chaired by the Prime Minister, provides overall guidance; the Steering Committee, led by the Minister of Skill Development, oversees activities; and the Mission Directorate, headed by the Secretary of Skill Development, handles implementation and coordination. The Mission includes seven sub-missions: institutional training, infrastructure, convergence, trainers, overseas employment, sustainable livelihoods, and leveraging public infrastructure. It is supported by the National Skill Development Agency (now part of the National Council for Vocational Training), the National Skill Development Corporation, and the Directorate General of Training. States have their own Skill Development Missions with similar structures and are supported by District Committees.

F. Pradhan Mantri Kaushal Vikas Yojana (PMKVY)

The Pradhan Mantri Kaushal Vikas Yojana (PMKVY), led by the Ministry of Skill Development and Entrepreneurship (MSDE) and implemented by the National Skill Development Corporation (NSDC), focuses on providing industry-relevant skill training to Indian youth to improve their livelihood opportunities.

The scheme aims to:

- Promote standardization in certification and create a skills registry.
- Increase youth participation in skill training to enhance employability and productivity.
- Offer monetary rewards for skill certification, averaging INR 8,000 per candidate.
- Benefit 240 million youths at an estimated cost of INR 15 billion.

Key features include:

- Adherence to standards set by Sector Skills Councils (SSCs).

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[2] (source: https://static.pib.gov.in/WriteReadData/specificdocs/documents/2022/may/doc20225)

- Allocation of skill training targets by NSDC in consultation with SSCs, states/UTs, and central ministries, based on skill demand and gap studies.

- Alignment with the Central Government's flagship programs like 'Swachh Bharat', 'Make in India', 'Digital India', and 'National Solar Mission'.

Launched in February 2023, PMKVY 4.0 introduces new elements such as on-the-job training, Industry 4.0 courses, and an expanded delivery network.

The scheme has both long-term and short-term components:

- Long-term: Includes the Craftsmen Training Scheme and Craftsmen Instructors' Training Scheme.

- Short-term: Covers short-term training (2-6 months) at PMKVY Training Centres, aimed at school or college dropouts or unemployed individuals, with fixed subsidies upon successful completion. It also includes recognition of prior learning for individuals with existing skills, whether acquired formally or informally.

Placement assistance and training in soft skills, entrepreneurship, and financial and digital literacy are also provided

G. Apprenticeship Training

Apprenticeship training is one of the steps towards creating skilled human resources and contributing towards making India the "skill capital of the world". It utilizes existing training facilities in establishments, reducing the need for separate training infrastructure and enhancing employability through on-the-job vocational training.

The Apprenticeship Act 1961 facilitates practical training in various trades. Currently, two main apprenticeship schemes are operational:

1. **National Apprenticeship Promotion Scheme (NAPS)**, launched in 2016 by the Ministry of Skill Development and Entrepreneurship (MSDE), supports establishments with apprenticeship training. The scheme includes:

    - A 25% subsidy on the prescribed stipend, capped at INR 1,500 per month per apprentice.

    - Coverage of basic training expenses up to INR 7,500 per apprentice.

2. **National Apprenticeship Training Scheme (NATS),** managed by the Department of Higher Education, offers a year-long apprenticeship for engineering graduates, diploma holders, and general degree holders. It involves:

    - Basic Training: Off-the-job foundational instruction.

    - On-the-Job Training (OJT): Hands-on experience at the workplace.

    - Apprentices receive a stipend, half of which is reimbursable by the Government of India. Upon completion, they receive a Certificate of Proficiency and are registered at employment exchanges.

All establishments with 30 or more employees are required to run Apprenticeship Programs, covering 2.5% to 15% of their workforce annually. Basic training prepares apprentices for practical work, while OJT provides practical experience under trained managers. The scheme offers training at Central, State, and Private organisations with established training facilities.

H. DDUGKY 2.0 (Deen Dayal Upadhyaya Grameen Kaushalya Yojana)

The Deen Dayal Upadhyaya Grameen Kaushalya Yojana (DDU-GKY) is a flagship skill development programme aimed at empowering rural youth. Launched in 2014 by the Ministry of Rural Development (MoRD) as part of the National Rural Livelihoods Mission (NRLM), it provides demand-driven, placement-linked skill training. The programme focuses on social inclusion and post-placement support, helping rural youth bridge the gap between rural skills and urban employment opportunities.

Key features of DDU-GKY include:

- Placement-linked skill training

- Focus on rural youth from economically weaker sections

- Government funding

- Emphasis on social inclusion
- Post-placement support services
- Migration support for those seeking urban employment

The upcoming DDU-GKY 2.0 aims to enhance these features, incorporating innovative approaches to address evolving employment challenges and strengthen the programme's impact on rural youth employment.

4. HR SOLUTIONS OFFERED IN THE INDIAN MARKET

4.1 Introduction to HR Platforms and Services

In the evolving HR landscape, technology-driven platforms and comprehensive service solutions are essential for optimising talent management and enhancing workforce engagement. Modern HR solutions automate tasks, offer real-time data, and ensure process accuracy, with functionalities in talent assessment, development, and compliance management. It provides flexibility through customisable workflows, scalability, and integration with other business systems, along with mobile accessibility for remote management. HR services further support staffing, payroll processing, strategic HR advisory, and skill development. These services help organisations attract, retain, and develop top talent, aligning HR practices with organisational goals and promoting sustained success.

4.2 Definition of Platforms & Services

A. HR Platforms

1. **Talent Assessment and Development Platforms:** This platform identifies employee strengths, weaknesses, and leadership potential, aiding in decisions about promotions, training needs, and succession planning. It helps ensure individuals are placed in suitable roles and develop future leaders within the company.

2. **Talent Engagement Platforms:** This platform measures workforce satisfaction through surveys and feedback, identifying areas for improvement. It promotes a positive work environment and reduces employee turnover.

3. **Learning Experience Platforms (LXP):** This platform serves as a centralised repository for learning materials, allowing employees to create personalised learning journeys and track progress. It provides organisations with insights into skill development and helps bridge skill gaps**.**

4. **Human Resource Management Systems (HRMS):** This platform manages core HR functions, including recruitment, payroll, leave requests, and attendance tracking. It also handles benefits administration, streamlines HR processes, and enhances HR analysis and decision-making.

5. **Fresher Upskilling Platforms:** This platform helps fresh graduates by providing CV uploads, skill development courses, and access to industry best practices, preparing them for the job market.

6. **Regulatory Technology for HR Compliance Management:** This platform assists organisations in managing HR compliance with employment and labour laws. Features include document management, compliance dashboards, and actionable insights to address compliance gaps, reducing the risk and cost of non-compliance.

B. HR Services

In the business landscape, managing human resources effectively is crucial for organisational success. Comprehensive HR solutions providers play a vital role in offering a wide range of services that cater to various aspects of the employee lifecycle, from attracting top talent to ensuring compliance with labour laws. The following sections detail the service offerings available in the industry, elaborating on each category to provide a clear picture of how these services can help businesses build a strong and engaged workforce.

1. Permanent staffing solutions

- **Executive Search:** Focuses on recruiting for senior-level and strategic roles, such as CXOs and leadership positions. It involves identifying and evaluating candidates using industry networks and market expertise.
- **Selection:** Assists with the recruitment of open roles, managing recruitment cycles using industry expertise and AI technology. Recruitment teams use a comprehensive database and AI-enabled processes tailored to specific needs.

- **Recruitment Process Outsourcing (RPO):** Outsources significant portions of the recruitment process, including strategy development, job description creation, candidate sourcing, screening, and onboarding, allowing businesses to focus on core operations.

2. Temporary staffing solutions

- **Professional Staffing:** Provides skilled professionals for sectors like IT, Engineering, Healthcare, Marketing, Finance, HR, and Business Support for both short-term and long-term roles. It includes recruiting, managing employment lifecycles, and handling payroll and compliance.

- **Value Staffing:** Offers flexible staffing solutions by supplying temporary employees, allowing organisations to adjust to business demands and scale the workforce during peak periods. It also supports meeting regulatory requirements for apprenticeships in India.

- **Apprenticeship:** Helps companies identify candidates for government-sponsored apprenticeship programmes and manage the lifecycle of apprentices, including onboarding, training, mentoring, and programme completion.

3. Supporting the Entire HR Lifecycle

- **Payroll & Compliance:** Manages payroll, including leave tracking, investment declarations, statutory deductions, and document generation. It provides a self-service portal for employees and ensures compliance with labour laws.

- **HR Outsourcing:** Offers tech-enabled HR solutions covering talent administration, management, engagement, and development. It streamlines tasks like leave and attendance management, payroll, performance management, and training, reflecting a shift towards integrated HR solutions.

- **HR Advisory:** Provides expert advice on strategic HR issues, organisation design, and benchmarking HR practices. Services are offered on an assignment basis, helping align HR strategies with business goals.

- **Skilling:** Recognizing the growing importance of upskilling and reskilling the workforce, skilling programs support companies in three key areas:

    - **Corporate Social Responsibility (CSR) Skilling Initiatives:** Provides vocational training and skill development programmes for underprivileged individuals, focusing on areas like IT, healthcare, renewable energy, and more.

    - **Government Schemes for Skilling:** Utilises government schemes like PMKVY, DDUGKY, and others to train youth and improve employability.

    - **Institutional Skilling:** Partners with colleges/universities to offer lab facilities, industry-specific content, and assessments, preparing students for industry-specific roles.

4. Business Support Services:

- **Background Verifications:** Conducts checks on candidate education, work experience, criminal records, and references. These services ensure accuracy in pre-employment screening, mitigate hiring risks, and confirm candidates meet required standards and qualifications.

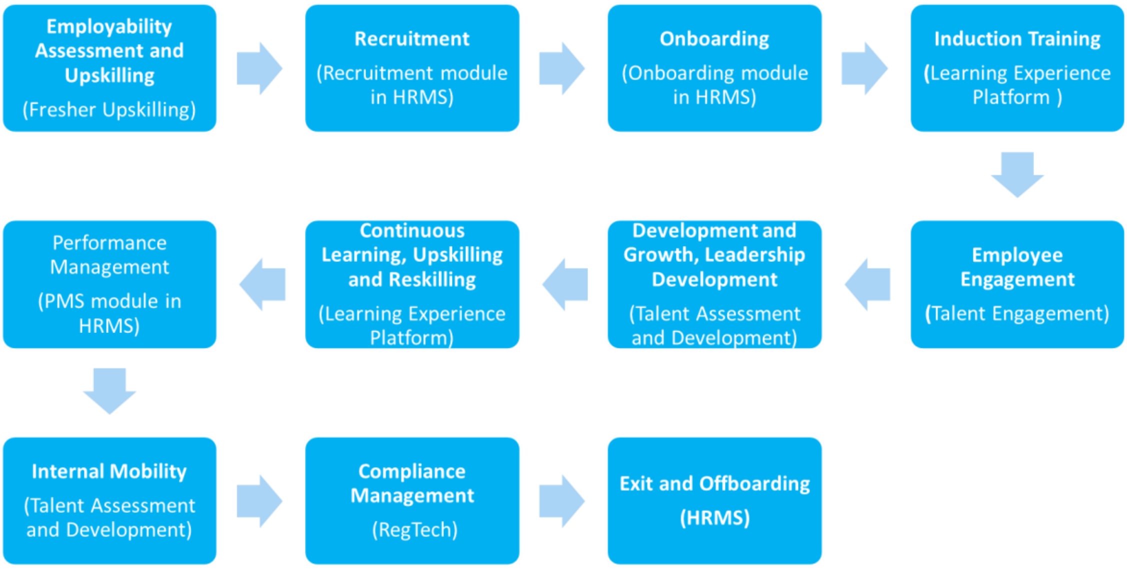
4.3 Employee career journey and organization HR development journey

The success of any organization hinges on its workforce. Both employees and organizations embark on distinct yet interconnected journeys – the employee career journey and the organizational HR development journey. Understanding these journeys is crucial for fostering a win-win situation where employees can thrive, and organizations can achieve their strategic goals.

A. The Employee Career Journey

The employee career journey represents the path an individual takes within an organization. It starts with the initial attraction to the company through recruitment and onboarding, followed by various stages of development, performance management, and potential promotions.

Exhibit 4.1: Employee career journey



Stakeholder interactions, Frost & Sullivan Analysis

This journey may ultimately lead to retirement or transitioning to a new opportunity.

1. **Employability Assessment and Fresher Upskilling:** India adds over 10 million youth to the labour pool each year, many of whom lack employer-required skills. Academic institutions assist in enhancing employability by identifying skill gaps and preparing freshers for the job market.

2. **Recruitment:** This initial stage involves attracting qualified candidates through job postings, employer branding, and referrals. The selection process includes interviews, skills assessments, and background checks to match candidates with job requirements.

3. **Onboarding:** Upon accepting an offer, onboarding integrates new hires into the company, covering company culture, values, policies, and role expectations. Effective onboarding includes colleague introductions, training sessions, and transition coaching for leadership hires.

4. **Induction Training:** New hires receive role-specific skills and knowledge through e-learning, classroom sessions, and on-the-job training, varying in duration and content based on role complexity.

5. **Employee Engagement:** Employee engagement measures the emotional commitment to the organisation, improving productivity and reducing turnover. Engagement is fostered through a positive work environment, growth opportunities, recognition, and regular surveys.

6. **Development and Growth:** Investment in employee development includes formal training, mentoring, conferences, and online resources. Leadership development programmes prepare employees for higher responsibilities and future roles.

7. **Continuous Learning:** Ongoing development is supported through virtual workshops, conferences, online courses, mentoring, job shadowing, and online communities to maintain and enhance skills.

8. **Performance Management:** A Performance Management System (PMS) assesses and enhances employee performance through goal setting, KRAs, KPIs, continuous feedback, reviews, development plans, and data tracking.

9. **Internal Mobility & Succession Planning:** Internal mobility programmes identify employees for promotions or transfers, while succession planning develops future leaders from within, ensuring career growth and organisational stability.

10. **Compliance Management:** Compliance dashboards centralise employment laws, documents, and updates, providing real-time insights to ensure ongoing compliance and mitigate legal risks.

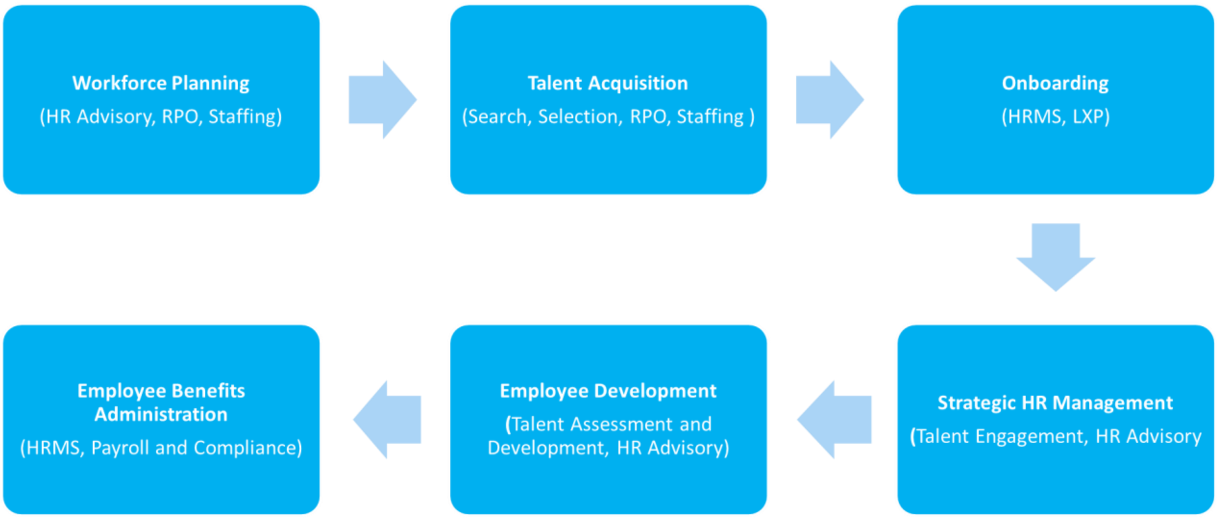
11. **Exit & Offboarding:** A managed offboarding process ensures a positive experience for departing employees and collects feedback for improvement. Employee Lifecycle Management (ELM) systems facilitate smooth exits and feedback collection.

B. The Organization HR Development Journey: Building a Future-Ready Workforce

The organizational HR development journey focuses on how organizations cultivate their workforce to achieve strategic goals. This journey starts with attracting and selecting the right talent through recruitment and then focuses on developing and retaining that talent through effective onboarding, performance management, development opportunities, and succession planning. By investing in their employees, organizations can ensure they have a skilled and adaptable workforce prepared to navigate the ever-evolving business landscape.

- **Workforce Planning:** Workforce planning involves strategic considerations such as analyzing the talent supply, defining the employee value proposition, developing a competency framework, benchmarking compensation, and determining the optimal mix of internal talent. HR advisory services assist in articulating and preparing these aspects for effective execution.

Exhibit 4.2: Organization journey with services offered by CIEL HR Services Limited



Stakeholder interactions, Frost & Sullivan Analysis

- **Talent Acquisition:** In the talent acquisition, companies offer a wide range of recruitment solutions to address diverse hiring needs. For high-volume hiring or specialized roles, Recruitment Process Outsourcing (RPO) is a common solution, where an external provider manages the entire recruitment process, from creating job descriptions to onboarding new hires. For senior-level positions, Search and Selection services are employed, leveraging extensive networks and expertise to identify and attract top-tier talent. These services ensure that organizations can efficiently fill critical roles with the most qualified candidates.

- **Onboarding:** Effective onboarding integrates new hires into the organizations culture and systems. This process includes initial training, assimilation into company practices, and providing ongoing support to ensure new employees are well prepared for their roles.

- **Strategic HR Management:** This area focuses on broader HR challenges and strategic issues. It includes HR advisory services for organizational restructuring, role transformation, and system improvements. It also involves assessing workforce engagement, identifying areas for improvement, and implementing strategies to enhance overall productivity and engagement.

- **Employee Development**: Continuous employee development is crucial for maintaining and enhancing skills throughout an employee's career. This includes providing training programs, mentoring, and skill development opportunities to ensure employees stay current with industry trends and are prepared for future roles.

- **Employee Benefits Administration**: Managing employee benefits, payroll, and compliance efficiently is critical. This involves administering rewards, handling payroll processes, ensuring adherence to labour laws, and offering additional support services to streamline administrative functions and maintain compliance.

5. OVERVIEW OF THE GLOBAL HR SOLUTIONS MARKET

5.1 HR Solutions: Market growth and workforce evolution

HR processes, once reliant on manual and paper-based methods, have been transformed by modern solutions that automate and streamline tasks. These systems centralize employee data, enhancing transparency and communication. They provide tools for recruitment, onboarding, payroll, and performance management, enabling data-driven decisions and employee self-service. In India, HR services such as Professional Staffing, Value Staffing, Search, and Recruitment Process Outsourcing (RPO) are growing rapidly. This expansion is driven by the need for skilled talent, efficient recruitment processes, and the increasing complexity of workforce management. Globally, the HR solutions market is expected to grow from USD 487 billion in CY2018 to USD 1,753 billion by CY2028, reflecting these trends. This growth is driven by several factors:

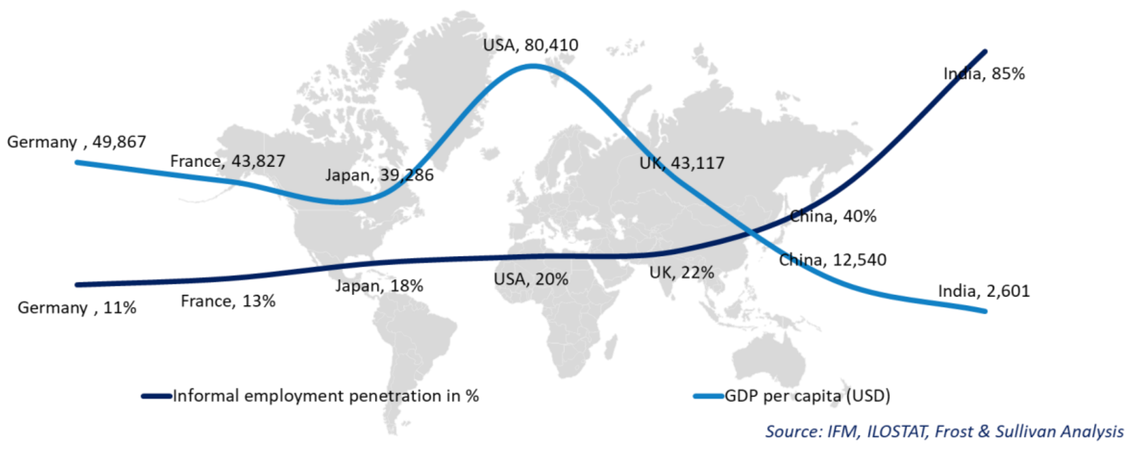
- The need for adaptable and tech-savvy HR solutions in a rapidly evolving workplace.
- Increased recognition of the strategic value of HR, leading to a focus on talent acquisition, engagement, and development.
- The rise of a globalized and remote workforce requiring sophisticated HR technology for management.
- Growing compliance requirements pushing companies to seek expert HR guidance.
- Need for agility for organisations to deal with uncertainties and volatility of the external market.

The Indian workplace is undergoing a significant transformation, with traditional office spaces giving way to a more distributed workforce model. This trend has fueled the rapid adoption of HR tech solutions, empowering companies to effectively manage their geographically dispersed teams and enhance employee experience.

Relationship between GDPs per capita and informal employment across major economies

- **United States**: With the highest GDP per capita of USD 80,410, the US has a notable informal employment rate of about 20%. Contributing factors include the gig economy, undocumented workers, and potential tax incentives for informal work.
- **Japan**: Japan's GDP per capita is USD 39,286, with an 18% informal employment rate. Cultural factors and an aging population may influence the prevalence of informal work.
- **China**: Despite a GDP per capita of USD 12,540, China has a high informal employment rate of 40%. This is due to a large rural population engaged in subsistence agriculture and urbanisation pressures.
- **Germany**: Germany has a low informal employment rate of 11% with a GDP per capita of USD 49,867. Effective social policies and apprenticeship programmes discourage informal work.
- **India**: India's GDP per capita is USD 2,601, and it has a high informal employment rate of 85%. Challenges include limited infrastructure and support for formal businesses.
- **France**: France's informal sector stands at 13% with a GDP per capita of USD 43,827. Strict labour regulations and high minimum wages may drive some businesses to operate informally.
- **United Kingdom**: The UK has a 22% informal employment rate and a GDP per capita of USD 43,177. The flexible labour market may contribute to a larger informal sector.

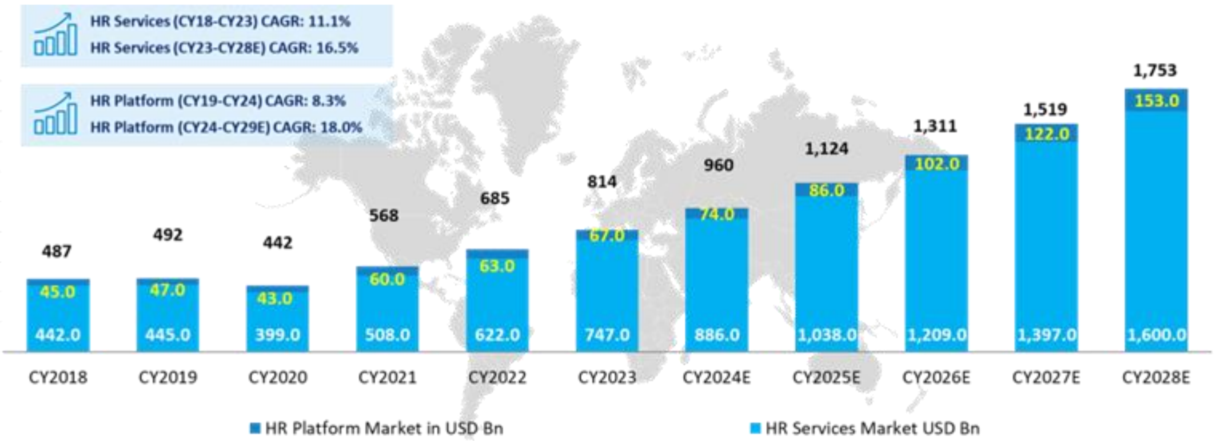
Exhibit 5.1: Informal employment penetration of key economies, CY2023



5.2 HR Services and Platform: Market size and growth projections

The business world's evolution has led to a strategic shift in HR practices. Companies now recognize HR's role in attracting and retaining talent, motivating employees, and making data-driven decisions. This shift fuels growth in HR outsourcing and technology.

Exhibit 5.2: Market size split by HR Services and HR Platform, USD Bn, CY2023 and CY2028E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

Outsourcing non-essential HR functions, such as recruitment and payroll, allows companies to benefit from specialised providers' economies of scale. The rise in temporary and flexible staffing models further drives demand for outsourcing to manage diverse workforces effectively. HR technology has also advanced, especially with the rise of hybrid work models. Over the past two decades, HR systems have evolved from basic tools to sophisticated platforms that automate tasks, manage data efficiently, and support both HR professionals and employees. The HR market is set to grow, with services showing a CAGR of 11.1% from CY2018 to CY2023 and projected to grow at 16.5% CAGR from CY2023 to CY2028E. This growth is driven by increased HR outsourcing and consultancy services. The HR Platform segment grew at a CAGR of 8.3% between CY2018 and CY2023, with expected acceleration to 18.0% CAGR from CY2023 to CY2028E, reflecting heightened adoption of HR technology and digital transformation investment.

5.3 Key trends of the Global HR Platform and HR Services market – growth drivers

A. Key market trends

Hyper-localization of HR solutions: The diverse nature of India has led to a proliferation of localized HR solutions. HR platforms tailored to specific regions and industries have gained traction. This has resulted in improved compliance adherence, increased employee satisfaction due to culturally relevant HR practices, and enhanced ability to attract and retain talent from diverse backgrounds.

Integration of HR with finance and operations: The integration of HR with financial and operational systems has led to streamlined processes, improved data accuracy, and better decision-making based on holistic organizational data. This has resulted in cost savings, enhanced operational efficiency, and a more strategic role for HR in driving business outcomes.

Talent acquisition and retention in a tight labor market: The intense competition for talent has driven the adoption of HR platforms focused on efficient recruitment, employee engagement, and retention. This has led to shorter time-to-hire, improved candidate experience, higher employee satisfaction, and reduced turnover rates.

Compliance and risk management: The complex regulatory landscape in India has necessitated robust compliance and risk management features in HR platforms. This has resulted in reduced penalties, mitigated legal risks, and enhanced organizational reputation through adherence to labor laws and regulations.

Focus on employee well-being and work-Life balance: Prioritizing employee well-being has become a strategic imperative. HR platforms offering wellness programs, flexible work arrangements, and stress management tools have led to improved employee morale, reduced absenteeism, and increased productivity.

Gig economy and flexible workforce management: The rise of the gig economy has necessitated HR platforms capable of managing a hybrid workforce. This has resulted in increased organizational agility, cost reduction through flexible staffing, and access to a wider talent pool.

Mobile-first HR experiences: The increasing reliance on smartphones has driven the demand for mobile-friendly HR platforms. This has led to improved employee accessibility to HR services, increased engagement through mobile-based interactions, and enhanced efficiency in HR processes.

B. HR Services Market: Growth Drivers

- The formalization of the economy drives HR services growth as businesses transition from the informal to the formal sector. This shift brings challenges in regulatory compliance, organisational structuring, and talent management, increasing the demand for robust HR functions.

- India's large working-age population presents both opportunities and challenges for HR services. The vast talent pool requires effective acquisition, selection, and retention strategies. Skill development initiatives are also crucial as organisations invest in workforce capabilities.

- The rise of the gig economy has reshaped employment, creating new demands for HR services. Managing a dispersed workforce, ensuring compliance, and providing benefits to gig workers requires HR providers to adapt their offerings and strategies.

- Accelerating the hiring process is essential in today's fast-paced environment. HR services that optimise recruitment, selection, and onboarding can gain a competitive edge by reducing time-to-hire and improving the candidate experience.

- Economic volatility increases reliance on flexible HR services. Organisations seek temporary or contract workers during fluctuations, and HR providers offering adaptable staffing solutions are well-positioned to meet this need.

- Increasing global business complexity and regulatory environments heighten the need for HR services to ensure compliance and mitigate risks. Providers help navigate diverse labor laws and industry-specific regulations, establish compliance frameworks, and manage risk.

- The modern workforce demands flexibility and agility. HR services enable organisations to adapt to changing conditions, offering solutions for flexible work arrangements, talent mobility, and rapid workforce adjustments.

- The shortage of skilled talent intensifies competition for top candidates. HR services address this by implementing effective talent acquisition and retention strategies, leveraging data analytics and employer branding.

- A multigenerational workforce presents challenges and opportunities. HR services help bridge generational gaps, foster inclusivity, and develop targeted strategies to engage and retain employees across all age groups.

C. HR Platform market: Growth drivers

- **Hybrid Workplace**: The rise of hybrid work models, accelerated by the pandemic, has increased demand for HR platforms that manage remote and in-office workforces. Organisations need tools for tracking attendance, measuring productivity, and facilitating collaboration across various locations.

- **Younger, Digitally Native Workforce**: India's workforce is increasingly young and tech-savvy, requiring HR platforms with intuitive interfaces, mobile access, and social media integration to attract and retain this demographic.

- **High Attrition Rates**: High attrition rates in sectors like IT and ITES drive the need for HR platforms with robust analytics. These platforms provide insights into employee satisfaction, engagement, and turnover, aiding in retention strategies and improving employee experience.

- **Reducing Bias**: HR platforms that help reduce bias in recruitment, talent management, and performance evaluation are gaining importance. These platforms support diversity and inclusion by addressing unconscious biases and promoting equity.

- **Expanding Development Opportunities**: The growing need for upskilling and reskilling drives demand for HR platforms that offer talent development solutions, including learning management systems, career pathing, and performance management tools. These features help organisations invest in employee growth and prepare a future-ready workforce.

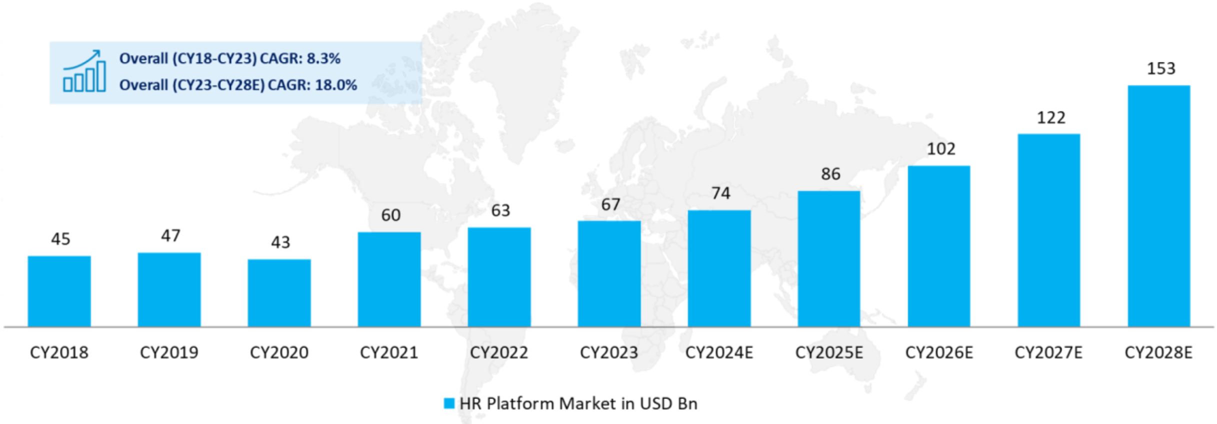
5.4 Deep dive into the Global HR Platform market

HR's role has become more complex, necessitating advanced technology solutions. The pandemic accelerated the adoption of HR platforms, which now manage recruitment, payroll, and other HR tasks more efficiently. Emerging platforms are also addressing employee engagement, rewards, and learning and development. While North America leads in HR platform usage, Asia Pacific and Europe are seeing growth due to regional economic expansion. HR platforms now integrate software across all HR functions, extending beyond payroll to include performance measurement. Key solutions offered include talent assessment, learning and development, and upskilling programmes.

A. Size and growth of the HR Platform market

The compound annual growth rate (CAGR) for the HR platform market rose from 8.3% (CY2018-CY2023) to 18.0% (CY2023-CY2028). This increase reflects the shift from basic automation to rapid digital transformation, spurred by the pandemic. COVID-19 drove investments in HR platforms to manage remote and hybrid workforces, with post-pandemic demand focusing on technologies like AI and machine learning (ML). Organizations are prioritizing employee experience, requiring platforms with user-friendly interfaces and personalised features. The rise in remote work has also increased demand for scalable solutions that manage global compliance and cross-border payroll. HR platforms now offer not just automation but also strategic insights, reflecting the sector's adaptation to modern workforce needs .

Exhibit 5.3: Size and growth of the HR Platform market, in USD Bn, CY2018 to CY2028E



Source: Statista, Frost & Sullivan Analysis

B. By regions – North America, Europe, APAC, Middle East & Africa, Latin America

Market Dominance by Region: North America leads the global HR Platform market, generating over 80% of revenue. The region's early adoption of advanced HR technologies is driven by a strong focus on technological innovation and digital transformation. Key players such as Workday, ADP, Oracle, and SAP, based in the US and Canada, significantly influence market activity. North America's economic environment, characterised by numerous multinational corporations and robust business infrastructure, supports widespread HR platform implementation. This dominance is expected to continue until CY2028E. Europe and Asia-Pacific (APAC) follow, collectively accounting for 16% of the market.

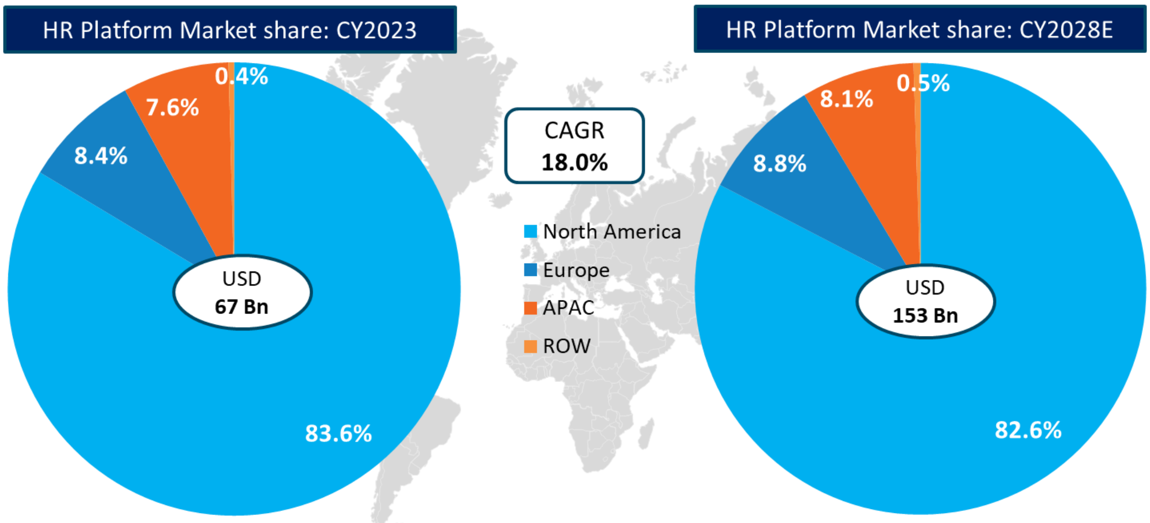
Short-Term Impact: The post-pandemic economic situation affects all regions. In Europe, a temporary slowdown in CY2023 is anticipated due to the Ukraine conflict, impacting firms compared to global counterparts.

North America: Established Players vs. Startups: Large US tech companies, with their established brands and access to top talent, dominate the market, making it difficult for startups to gain traction. However, North America's venture capital scene provides startups with potential funding exceeding USD 2 billion by CY2026E, though they are projected to hold only 3% of the market share.

APAC: The Rising Star: APAC is the fastest-growing HR Platform market, with revenue expected to increase by 12% annually through CY2026E, in line with the region's economic expansion. The emergence of new companies and the entrepreneurial spirit in APAC are notable, with some startups targeting North American giants.

Overall, North America remains the leader, but APAC's rapid growth and innovation indicate a dynamic global HR technology landscape. Short-term economic fluctuations are expected, but long-term trends suggest continued growth and innovation in HR platforms worldwide.

Exhibit 5.4: Regional split of HR Platform Market, CY2023 and CY2028E

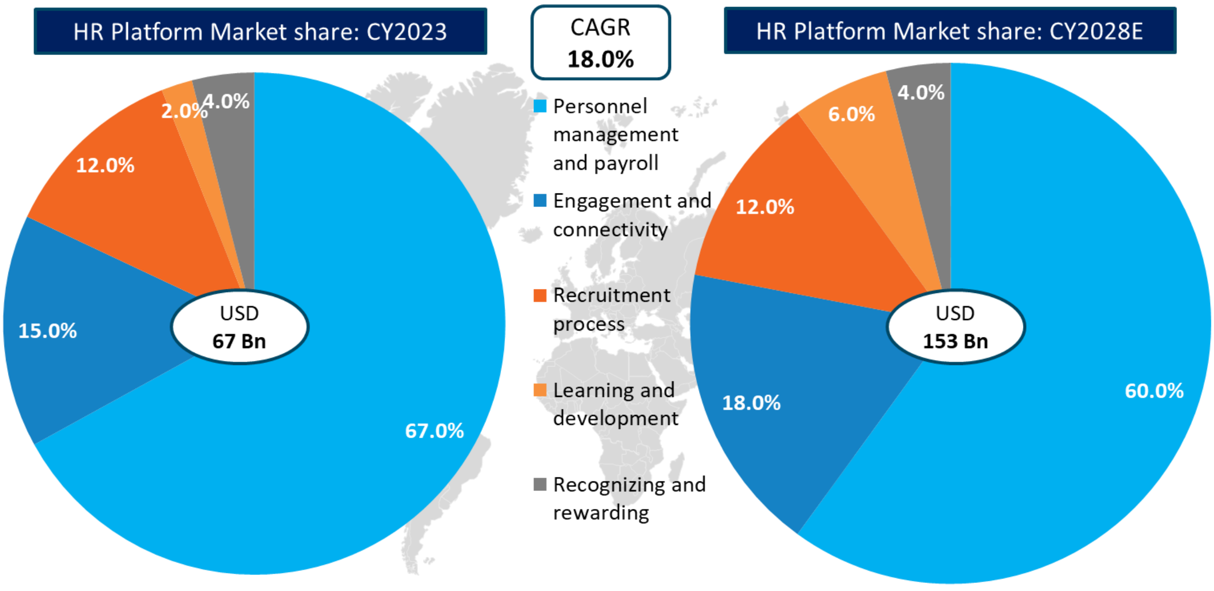


Source: Statista, Frost & Sullivan analysis

C. By platforms

Traditionally, HR has been associated with personnel management and payroll, which currently generates the most revenue within the HR Platform market. This segment's share is forecasted to remain stable until CY2028E, accounting for ~67.0% of the total HR Platform market revenue. The engagement and connectivity segment are anticipated to be the major growth driver for HR Platform in the coming years. It is expected to grow at a double-digit compound annual growth rate (CAGR) of 22.3% between CY2023 to CY2028E growing from USD 10 billion to USD 28 billion, increasing its share to nearly 18% of the total HR Platform market by CY2028E. This growth is largely driven by the rise in remote working prompted by the COVID-19 pandemic, which has established the hybrid work-from-home/work-from-office model as a new standard for many companies worldwide as of CY2023.

Exhibit 5.5: HR Platform market split by platforms, CY2023 – CY2028E



Source: Statista, Frost & Sullivan analysis

5.5 Competitive Landscape HR Platform

A. Competition Overview

HR tech is predicted to grow rapidly through at least 2026, but this growth is not expected to be comparable across the sector. Incumbent firms, those at least ten years old, control the majority of the market but are only expected to grow at an annual rate of approximately 10 percent. By contrast, startups are expected to grow at nearly 14 percent globally.

The top 10 players held a substantial ~48% market share, with Workday at the forefront with nearly 13% market share, followed by SAP, ADP, Paycom, and Oracle. In total, core HR applications, including talent management products, accounted for nearly 60% of the overall HCM applications industry.

B. Recent events (Contracts/Agreements) of key players

Cornerstone OnDemand

Cornerstone OnDemand, Inc. provides workforce management solutions via its AI-powered Workforce Agility Platform, Cornerstone Galaxy, which helps identify skill gaps, retain talent, and deliver diverse learning experiences. It serves industries such as public services, financial services, healthcare, higher education, life sciences, manufacturing, and nonprofits. Headquartered in Santa Monica, California, Cornerstone operates globally across North America, Europe, the Middle East, Africa, and Asia Pacific. Notable activities include a June 2024 partnership with Udacity for curated learning content, the acquisition of SkyHive in May 2024 for Jobs-to-Skills transformation, and the acquisition of SumTotal in August 2022 .

Workday

Workday Inc. offers enterprise cloud applications for finance and human resources, including financial management, workforce management, and professional services automation. The company serves industries such as technology, communications, financial services, and healthcare. Workday, headquartered in Pleasanton, California, has a global presence across North America, Europe, and Asia-Pacific. Recent developments include the August 2024 launch of new AI tools for talent management, a July 2024 expanded partnership with Kainos, an August 2024 partnership with AWS to enhance AI capabilities, and a June 2024 expanded partnership with Auditoria.AI for finance functions .

ADP

Automatic Data Processing Inc. (ADP) offers cloud-based human capital management solutions, including payroll processing, benefits administration, and compliance solutions. ADP serves industries such as hospitality, manufacturing, and government, and operates globally with headquarters in Roseland, New Jersey. Recent activities include a May 2024 collaboration with G-P to simplify global employment, a November 2023 partnership with Convera for payroll and payments, a September 2023 expanded partnership with Workday, and an August 2023 acquisition of Sora.

Rippling

Rippling provides human capital management software for SMBs, featuring automated onboarding, offboarding, payroll management, and benefits management. The company launched a new IT equipment management service in June 2024 and expanded operations to the UK. Rippling raised USD 200 million in April 2024 and opened a regional HQ in Sydney in February 2024.

SAP

SAP, headquartered in Germany, partnered with Lumi in July 2024 to enhance HR processes through automation. The company also entered into a partnership with Kyndryl to accelerate cloud transition and extended its partnership with Capgemini to implement generative AI in key processes.

Exhibit 5.6: Comparison of service offerings by leading HR platforms

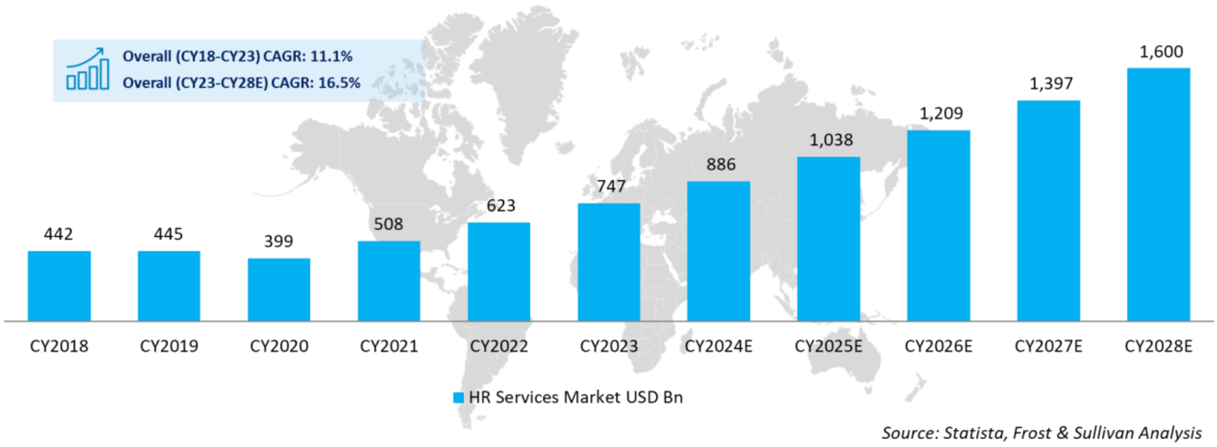
COMPETITIONS	PAYROLL	PERFORMANCE MANAGEMENT	RECRUITMENT	ONBOARDING	TIME & ATTENDANCE	TRAINING & SKILLS
Workday HCM	✓	✓	✓	✓	✓	✓
SAP HCM	✓	✓	✓	✓	✓	✓
Cornerstone HCM Platform		✓	✓	✓		✓
Oracle HCM Cloud	✓	✓	✓	✓	✓	✓
ADP	✓	✓	✓	✓	✓	✓

5.6 Deep dive into the Global HR Services market

A. Size and growth of the HR Services market

The HR services market is poised for substantial growth, projected to reach USD 1,600 billion by CY2028E from USD 442 billion in CY2018, with an estimated USD 886 billion in CY2024E. This growth underscores several trends: organizations prioritizing HR for strategic talent management, amidst complexities like remote work and evolving workforce dynamics. Increasing compliance demands and regulatory changes further drive the need for specialized HR solutions and expert guidance.

Exhibit 5.7: Size and growth of the HR Services market, in USD Bn, CY2018 to CY2028E

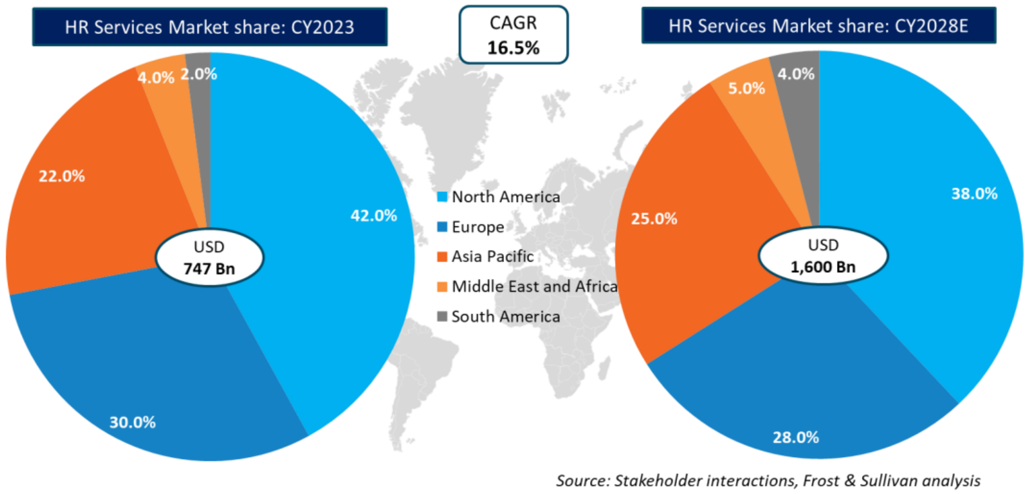


Source: Statista, Frost & Sullivan Analysis

B. By regions – North America, Europe, APAC, Middle East & Africa, Latin America

North America leads with approximately 42% of the global market share in HR services. This dominance can be attributed to the region's robust economy, extensive corporate sector, and a strong emphasis on advanced HR practices such as talent management, employee engagement, and technological integration. Europe follows closely behind with around 30% of the global market share.

Exhibit 5.8: Market share of HR services, by region, CY2023



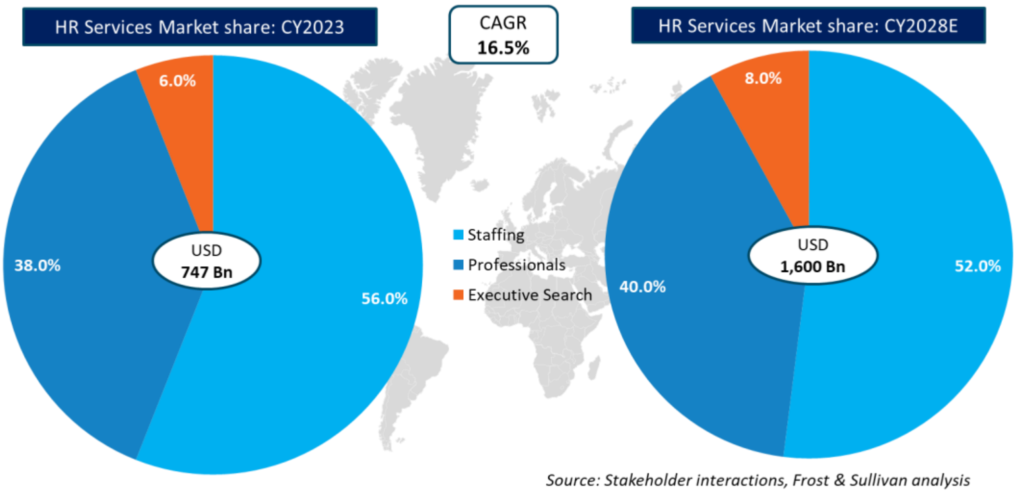
Source: Stakeholder interactions, Frost & Sullivan analysis

Europe remains a significant player in HR services, known for its regulatory complexity and skilled workforce, with a focus on compliance and advanced HR analytics. Asia Pacific, holding 22.0% of the global market share in CY2023, is projected to grow to 25.0% by CY2028, driven by countries like China, India, and Southeast Asia. This reflects a rising demand for HR services due to industry growth and increasing adoption of digital HR solutions. The Middle East & Africa, with a 4.0% market share, shows growth potential, supported by infrastructure projects, foreign investments, and modernising HR practices. South America, with a 2.0% share, presents opportunities in HR technology and talent retention amidst regional economic challenges.

C. By platforms of interest

The anticipated changes in the HR services market by CY2028E reflect strategic shifts driven by technological advancements and evolving organizational needs. Staffing services are expected to decrease by 4.0%, influenced by advancements in technology and AI that streamline hiring processes, reducing reliance on temporary staffing solutions. In contrast, the professional services segment is likely to increase by 2.0%, driven by growing outsourcing of HR functions such as payroll and benefits administration to specialized providers.

Exhibit 5.9: HR Services Market Split by services, CY2023



5.7 Competitive Landscape HR Services

A. Randstad N.V

Company Overview	• Established in 1960 and headquartered in Diemen, Netherlands, the company operates in the Employment Services sector. This sector includes listing job vacancies, referring or placing applicants for employment (where the individuals are not employees of the agency), supplying workers to clients' businesses for temporary periods, and providing human resources and management services on a contract or fee basis.	
Product / Services Offerings	• Company offers recruitment, staffing, consulting, and other related services. The company provides the recruitment of professionals, global client solutions, managed service programs and recruitment process outsourcing, staffing, and in-house services.	
Key industries served	• Finance and accounting • IT • Engineering • Healthcare	• HR • Legal affairs • Marketing and communications
Financial indicators	• Revenue CY2021 • Revenue CY2022 • Revenue CY2023	• USD 26.3 Bn • USD 29.5 Bn • USD 27.2 Bn
Recent events (Contracts/ Agreements)	• In May 2024, the company chose Accenture Song to be its global creative and content agency of record. • Randstad is extending its own agreement with Workday to implement Workday Financial Management and HCM across its 39 markets. • Randstad has signed an agreement to acquire Grupo CTC, a provider of outsourced industrial, logistics, and sales and marketing services in Spain and Portugal.	

B. Adecco Group AG

Company Overview	• Founded in 1957 and based in Zurich, Cheserex, Switzerland, Adecco Group A.G. provides human resource solutions, including temporary staffing, permanent placement, career transition, talent development, outsourcing, and consulting. The

	company also supplies locum and non-permanent healthcare staff, managed service programs, recruitment process outsourcing, and vendor management systems.	
Product / Services Offerings	• The company offers temporary staffing, permanent placement, career transition, talent development, and outsourcing and consulting services.	
Key industries served	• Construction • Transport and logistics • Hospitality • Automotive • Manufacturing, and heavy industry	• Engineering and technical • Information and technology • Finance and Legal • Medical and science industries.
Financial indicators	• Revenue CY2021 • Revenue CY2022 • Revenue CY2023	• USD 22.4 Bn • USD 25.3 Bn • USD 25.7 Bn
Recent events (Contracts/ Agreements)	• In June 2024, Adecco Group's Innovation Foundation partnered with UK-based fintech Halixia to improve employability and labor market access for underserved communities. • In May 2023, Akkodis (Adecco staffing brand) joined forces with the BMW Group to develop and produce the BMW i Vision Dee. • LHH, a business unit of the Adecco Group, is offering its executive coaching services online through EZRAx.	

C. Manpower Group

Company Overview	• Established in 1948 and headquartered in Milwaukee, Wisconsin, the U.S., ManpowerGroup Inc (ManpowerGroup) is a provider of workforce solutions and services.	
Product / Services Offerings	• The company offers workforce recruitment and assessment, training and professional development, workforce consulting, outsourcing, and career management.	
Key industries served	• Construction • IT • Engineering	• Finance • Healthcare • Others.
Financial indicators	• Revenue CY2021 • Revenue CY2022 • Revenue CY2023	• USD 20.7 Bn • USD 19.8 Bn • USD 18.9 Bn
Recent events (Contracts/ Agreements)	• LSQ and Talent Solutions TAPFIN have expanded their Qwil partnership to include staffing firms that serve a major provider in the energy industry. • In March 2024, Experis, part of the ManpowerGroup, has formed a strategic partnership with ClearDATA, a provider of cloud compliance and security solutions for healthcare.	

	• In October 2023, The company is partnering with the Metropolitan Milwaukee Association of Commerce (MMAC) and the Milwaukee Bucks for MMAC's "Be the Spark" initiative to offer industry-specific experiences for high school students.

D. Korn Ferry International, Inc

Company Overview	• Established in 1969 and headquartered in Los Angeles, California, the U.S., Korn Ferry is an organizational advisory firm that provides a range of services, including executive recruitment, consulting and solutions, recruitment of non-executive professionals, and recruitment process outsourcing (RPO).	
Product / Services Offerings	• The company offers products like Pay, Survey and Listening, talent, training and certifications, and Korn Ferry Stores. It provides solutions in organizational strategy, talent acquisition, rewards and benefits, assessment and succession, and leadership development.	
Key industries served	• Consumer • Financial • Healthcare • Industrial	• Life Sciences • Private Markets • Public Service and technology industries
Financial indicators	• Revenue CY2022 • Revenue CY2023	• USD 2.6 Bn • USD 2.9 Bn
Recent events (Contracts/ Agreements)	• In December 2023, Korn Ferry (NYSE: KFY) recently partnered with Yoodli to offer professionals AI-powered, private, and real-time communication coaching. • In October 2023, Korn Ferry and Pluralsight have announced a partnership aimed at helping technologists develop both soft and technical skills to better support and lead key IT initiatives and transformations. • In October 2023, Korn Ferry and Workday Partner to Offer Organizational Consulting and Expertise to Japanese Organizations.	

E. Recruit Holdings Co., Ltd

Company Overview	• Founded in 1963 and headquartered in Chiyoda, Japan, Recruit Holdings operates in the Employment Services sector. Recruit Group consists of three autonomous SBUs and Recruit Holdings operating in more than 60 countries, with key subsidiaries such as Indeed and Glassdoor.	
Product / Services Offerings	• Recruit Group Offers HR Technology, staffing, Matching & solutions services. The company provides technological solutions for hiring and recruitment to help job seekers and employers. It also provides sales promotion and online advertising platforms for various industries, including beauty, marriage, housing, travel, and dining.	
Key industries served	• Individual users (B2C)	• Business segment (B2B) (Housing & Real Estate, Beauty, Dining and others)
Financial indicators	• Revenue FY2024 • Revenue FY2023 • Revenue FY2022	• USD 23.21 Bn • USD 23.30 Bn • USD 19.51 Bn

Recent events (Contracts/ Agreement)	• In January 2024, Indeed launched Specialist Media Networks. • In November 2023, ValueAct Capital Management has bought stakes in job-search site Indeed's parent Recruit Holdings. • In July 2023, Recruit Holdings Co., Ltd. entered into an agreement with Tamba City, Hyogo Prefecture to use the AirWORK Applicant Tracking System (ATS).

6. INDIAN HR SOLUTIONS (HRS) MARKET

6.1 Overview of the Indian HR Solutions market

The Indian Human Resource Solutions (HRS) market is evolving with increased adoption of HR technology, automating processes such as recruitment, onboarding, payroll, and performance management to improve efficiency. This shift is driven by the need to manage dynamic workforces and meet compliance requirements, particularly in relation to India's complex labour laws. The market impacts two key segments:

HR Services Market: HR firms offer outsourcing and consulting services, including recruitment, staffing, skilling, strategy development, and system building.

HR Platform Market: This includes HR software solutions that optimise workforce management, covering payroll, attendance, talent acquisition, and employee engagement. Over 1,000 companies operate in this fragmented market in India, with 20-30 companies dominating the organised sector.

The focus on talent management and employee well-being is expected to drive growth as businesses adopt HR tech to enhance employee satisfaction.

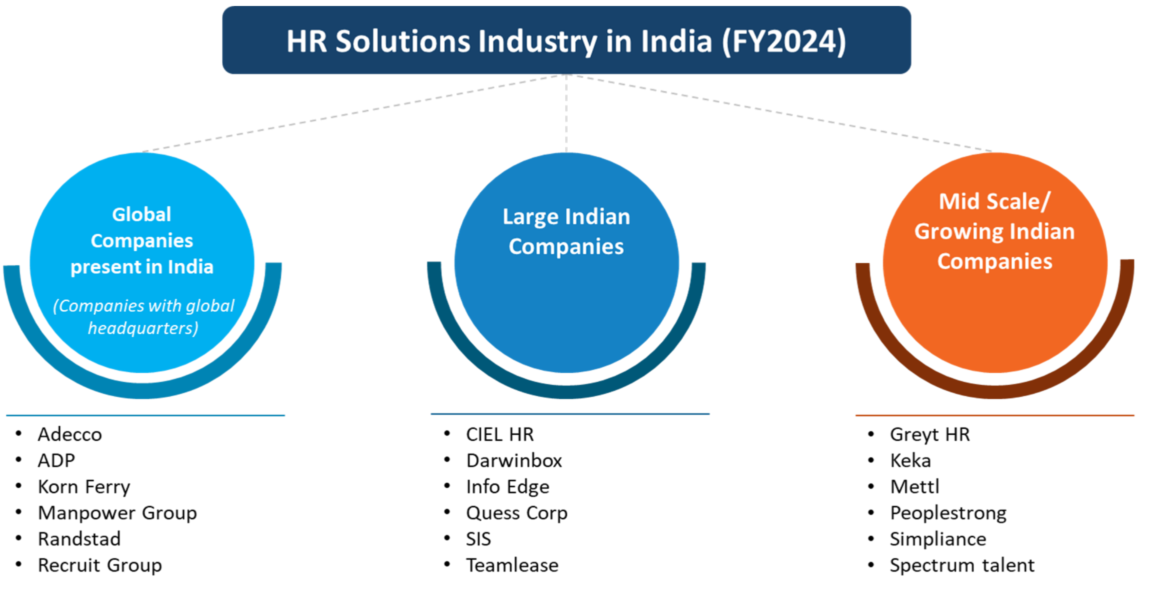
6.2 Growth dynamics of the Indian HR Solutions market: Trends, Players, and Innovations

The Indian HR solutions market is expanding due to the demand for efficient HR processes, enhanced employee experiences, data-driven decision-making, flexible staffing, and ongoing system improvements. The market comprises global leaders, large Indian firms, and innovative mid-scale companies

- **Global Leaders:** They provide advanced technological solutions and comprehensive HR platforms for complex HR needs.
- **Large Indian Firms:** Companies like CIEL HR Services Limited offer extensive HR services and solutions, leveraging local market knowledge and cultural understanding.
- **Mid-Scale Companies:** These firms deliver specialised and agile solutions for SMEs and larger organisations. They offer job portals with integrated HRMS, combine staffing services with HR technology, and focus on talent acquisition and workforce management. They also provide modern, cloud-based HRMS platforms with user-friendly experiences.

CIEL HR Services Limited is a key player offering a range of human resource technology platforms and services across various sectors. CIEL HR Services Limited’s services include recruitment, staffing, payroll processing, strategic HR advisory, and skill development, supporting organizations in managing talent. The technology platforms provided by CIEL HR Services Limited facilitate employee competency evaluation, learning management, lifecycle management, upskilling, regulatory compliance, and workforce engagement.

Exhibit 6.1: Industry structure of Indian HR Solutions market, FY2024



Source: Frost & Sullivan Analysis

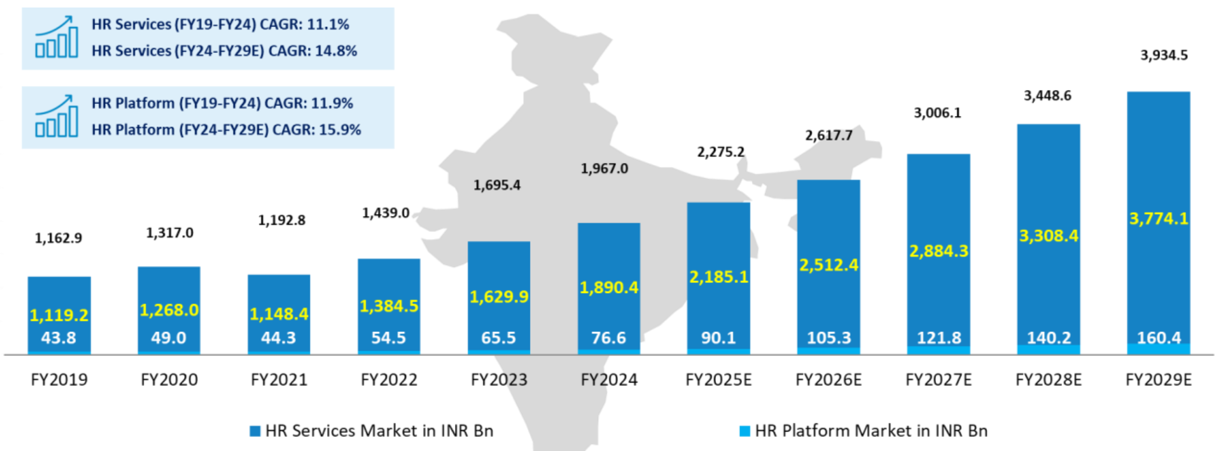
6.3

6.4 Size of the Indian HRS market

The HR services and HR platforms sectors in India have shown significant growth. The industry average CAGR was 18.1% between FY2021 and FY2024.

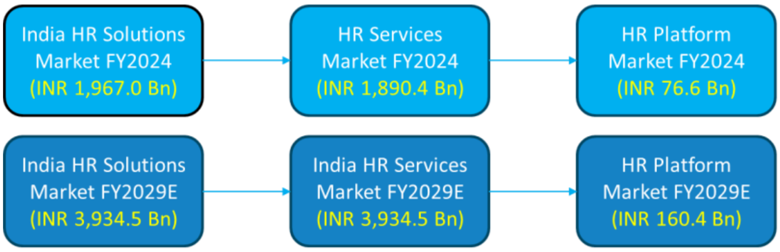
HR Services Sector: This includes search, selection, RPO, professional and temporary staffing, skilling, HR advisory, and HR outsourcing. It has grown at a CAGR of 11.1% from FY2019 to FY2024 and is projected to grow at a CAGR of 14.8% from FY2024 to FY2029E. The growth is driven by the need for efficient staffing solutions, regulatory compliance, and outsourcing of HR functions.

Exhibit 6.2: Size of the Indian HRS market, in INR Billion, FY2019 – FY2029E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

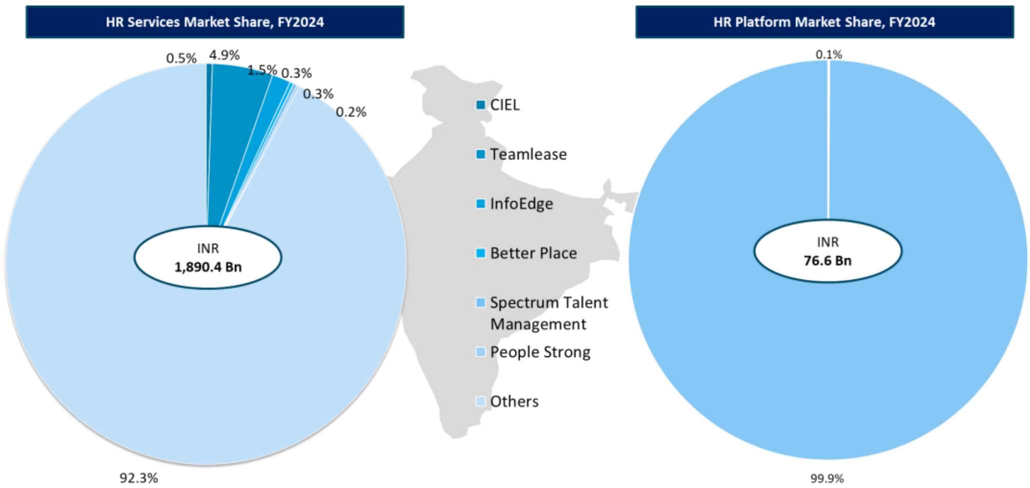
The HR Platforms sector, covering talent assessment, development, engagement, learning and development platforms, and HRMS, grew at a CAGR of 11.9% from FY2019 to FY2024 and is projected to grow at a CAGR of 15.9% from FY2024 to FY2029E. This growth is driven by increased digitalisation, a focus on enhancing employee experience, and advancements in regulatory technology. Between FY2021 and FY2024, the sector saw a particularly high growth rate with a 20.0% CAGR.



Source: Frost & Sullivan Analysis

In India, the demand for workforce management solutions is rising due to the expanding and diverse talent pool, supported by government initiatives on skill development, along with the growth of startups and SMEs. The pandemic further accelerated the shift towards remote work and digital HR technologies, fostering sustained growth in both HR services and platforms to meet the evolving market and technological demands.

Exhibit 6.3: Market share of CIEL HR Services Limited, HR Services, in %, FY2024



Source: Frost & Sullivan Analysis

6.5 Market for HR Platforms in India

A. Talent assessment and development platform

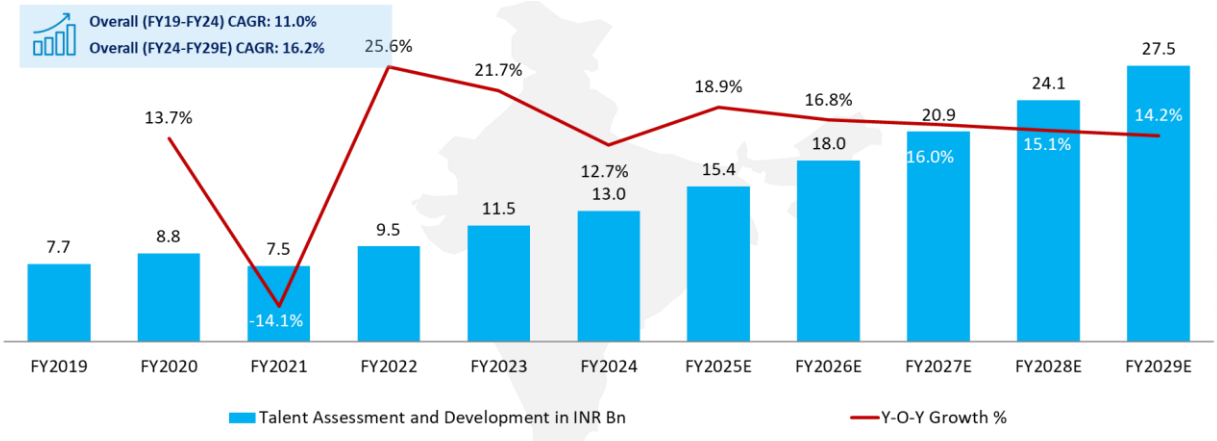
Brief description and pricing basis : Talent assessment and development platforms play a key role in HR management by scientifically evaluating employee readiness for roles, supporting decisions related to hiring, promotions, succession planning, and training needs. These tools provide assessments such as cognitive tests, personality evaluations, and skill assessments, offering insights into employees' strengths and areas for improvement. Development platforms focus on managerial and leadership skill enhancement through structured programmes. Organisations use the data from these platforms to make informed decisions and design tailored development plans. Typically, these services are priced in two categories, reflecting the range of assessments and training offered:

- Assessments: Organizations can expect to pay between INR 5,000 and INR 25,000 per person
- Training Sessions: The cost ranges from INR 15,000 to INR 75,000 per session, depending on the depth.

Market participants: In the talent assessment market, Induslynk Training Services Private Limited (Mettl Mercer) and SHL India Pvt Ltd offer online assessments for technical skills, cognitive abilities, and personality traits. Thomas and Harrison Assessments India and Talentrix India focus on behavioral predictions and customized assessments for both technical and soft skills, respectively. Firms like Basil Tree Consultants Private Limited and Think Talent Solutions Private Limited deliver industry-specific solutions. Aspiring Minds (now part of SHL Group Ltd.), MeritTrac Services Private Limited, Wheebox (ETS India Private Limited), and CoCubes (Aon Consulting India Private Limited) offer psychometric tests and skill evaluations for recruitment and development. CIEL HR Services Limited provides AI-driven assessment solutions, including skills evaluations, simulations, and a digital learning platform, tailored to meet organizational needs.

Market size of the talent assessment and development platform in india: The talent assessment and development market has grown from INR 7.7 billion in FY2019 to INR 13.0 billion in FY2024, reflecting a CAGR of 11.0%.

Exhibit 6.4: Size of the Indian talent assessment and development platform market, in INR Bn, FY2019 – FY2029E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

The market is projected to reach INR 27.5 billion by FY2029E, with a CAGR of 16.2%. This growth is driven by organisations using assessment tools for strategic workforce planning and improving productivity. Investment in talent development enhances employee engagement and retention through tailored programmes. The shift to digital work has accelerated online tool adoption, while leadership development, diversity, and regulatory compliance are becoming priorities. Integrating data analytics into HR further improves decision-making.

Key growth drivers and trends

The talent assessment and development market has been on a consistent growth trajectory, driven by several key factors and emerging trends:

- **Focus on skill development:** Organizations are increasingly investing in talent assessment and development platforms to identify skill gaps and provide targeted training, ensuring competitive advantage.
- **Technological advancements:** AI and machine learning are enhancing the accuracy and efficiency of assessments, making them more personalized and predictive, driving wider adoption.
- **Data-driven decision-making:** Companies are relying on analytics from assessment platforms for informed decisions on hiring, promotion, and development, focusing on performance metrics, skill gap analysis, and benchmarking.
- **Remote work and virtual assessments:** The rise of remote work has boosted the demand for virtual assessment tools, enabling organizations to evaluate talent remotely and efficiently.
- **Regulatory compliance:** There is growing demand for standardized, fair, and compliant assessment tools that meet regulatory standards across regions and industries.

B. Talent engagement platform

Brief description and pricing basis: Talent engagement platforms measure and improve employee satisfaction and engagement through surveys, assessments, and feedback tools. These platforms gather data on employee sentiments, strengths, and areas for improvement, helping organisations enhance the work environment and develop future leaders. The focus is on understanding engagement drivers, identifying challenges, and leveraging positive feedback to improve organisational culture. Key components include satisfaction surveys, engagement assessments, and feedback systems. Annual engagement solutions generally cost between INR 650,000 and INR 1,500,000 per company.

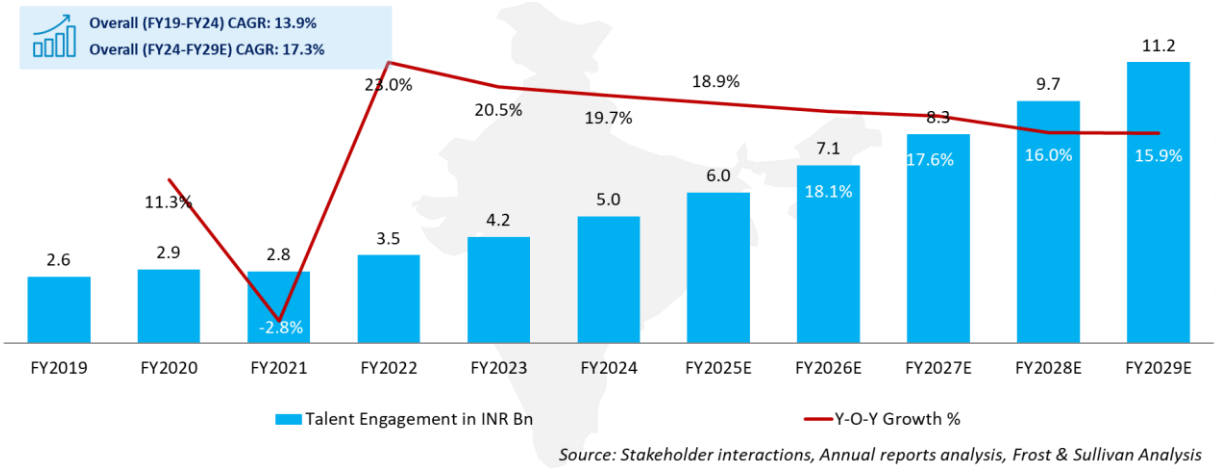
Market participants:

CIEL HR Services Limited provides AI-driven HR services for enhancing employee engagement and talent management, tailored to India's multigenerational, hybrid workplaces. Its Jombay platform, which supports real-time action planning and insights, developed over 1,100 women professionals in 2023, increasing to 1,700 in 2024. Competitors include Disprz Learning Solutions Private Limited, Invince Technologies Private Limited, Enthral Learning Solutions Private Limited, G-Cube Solutions Private Limited, Mobcast India Private Limited, ChapterVitamins Private Limited, and SmartWinnr Solutions Private Limited, offering solutions in employee engagement and talent development.

Market size of the talent engagement platform in India: The talent engagement market grew from INR 2.6 billion in FY2019 to INR 5.0 billion in FY2024, with a CAGR of 13.9%. It is projected to reach INR 11.2 billion by FY2029E, growing at a CAGR of 17.3%.

This growth reflects an increased focus on employee well-being, investment in mental health support, and advancements in HR tech and AI tools. The competitive job market also drives companies to enhance engagement strategies

Exhibit 6.5: Size of the Indian talent engagement platform market, in INR Bn, FY2019 – FY2029E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

Key growth drivers and trends

1. **Increased Focus on Employee Satisfaction**: Organizations are recognizing the critical role of employee satisfaction in enhancing productivity and reducing turnover rates. Engagement tools help create a positive work environment, leading to higher employee satisfaction and retention.

2. **Shift to Remote and Hybrid Work Models**: The transition to remote and hybrid work environments has increased the need for effective engagement strategies to maintain employee morale and cohesion. Digital engagement tools offer the flexibility and convenience necessary to engage a dispersed workforce effectively.

3. **Data-Driven Decision Making**: The integration of data analytics into engagement tools provides organizations with precise and actionable insights into employee sentiments and behaviors, enabling more targeted and effective engagement strategies.

4. **Regulatory and Compliance Requirements**: Standardized engagement tools ensure compliance with regulatory requirements and industry standards, promoting fairness and transparency in engagement practices.

5. **Emphasis on Organizational Culture**: Companies prioritize creating a positive organizational culture. Engagement tools help address employee concerns, capture positive stories, and promote inclusivity and collaboration, driving the adoption of comprehensive engagement solutions.

C. Learning and Development Platforms

Brief description and pricing basis: Learning and development platforms offer integrated solutions for employee training with access to various learning materials. Pricing typically includes tiers such as Lite (INR 100 - 1,000 per user per year), Gold (INR 170 - 1,700 per user per year), and Pro (INR 200 - 2,000 per user per year), with implementation costs varying by plan and number of users.

The market is divided into three core segments:

- **Frontline LMS Solutions**: Designed for customer-facing employees like sales and delivery staff, these solutions are mobile-centric, multilingual, and focus on product knowledge and processes.

- **Knowledge Workers**: Require a Learning Experience Platform (LXP) that identifies skill gaps and suggests relevant learning and development programs to impact career growth, with a focus on content engagement.

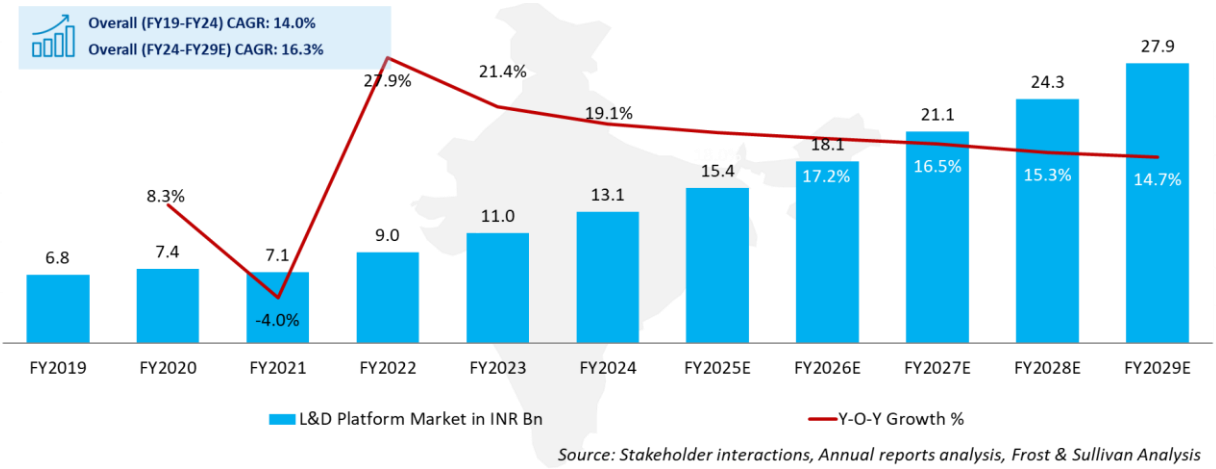
- **Small and Medium Businesses (SMBs)**: Need a combination of the above solutions, with a greater emphasis on employee onboarding due to their rapid growth.

Market participants:

CIEL HR Services Limited offers Courseplay, a platform that utilizes algorithms for skill gap analysis and learning delivery. Disprz Learning Solutions Private Limited and Invince Technologies Private Limited focus on mobile-first content and a variety of training options. Enthral Learning Solutions Private Limited provides interfaces for learning delivery, while G-Cube Solutions Private Limited delivers comprehensive e-learning solutions. Mobcast India Private Limited specializes in mobile-based training, ChapterVitamins Private Limited provides microlearning solutions, and SmartWinnr Solutions Private Limited employs gamification to enhance learning engagement.

Market size of the learning and development platform in India: The market for learning and development platforms was valued at INR 6.8 billion in FY2019 and is expected to reach INR 27.9 billion by FY2029E. It has grown at a CAGR of 14.0% from FY2019 to FY2024 and is projected to expand at 16.3% CAGR from FY2024 to FY2029E. This growth is driven by investments in addressing skill gaps and adapting to industry changes. AI and personalised learning paths enhance the effectiveness of these platforms, which are increasingly vital for training remote and hybrid workforces.

Exhibit 6.6: Size of the Indian learning and development platform market, in INR Bn, FY2019 – FY2029E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

Key growth drivers and trends:

- **Personalized Learning Solutions**: The shift towards personalized learning experiences, powered by AI and data analytics, allows organizations to provide targeted training that meets individual employee needs and learning styles.
- **Integration of Advanced Technologies:** The incorporation of technologies such as virtual reality (VR) and augmented reality (AR) into L&D platforms enhances the training experience by providing immersive and interactive learning environments.
- **Focus on Continuous Learning**: Organizations are increasingly adopting a culture of continuous learning to keep pace with industry changes and technological advancements, driving demand for flexible and scalable L&D solutions.
- **Data-Driven Insights**: Advanced analytics and reporting features in L&D platforms provide organizations with valuable insights into employee learning progress and effectiveness, enabling data-driven decision-making for training programs.
- **Support for Remote and Hybrid Workforces**: The rise of remote and hybrid work environments has amplified the need for accessible, online learning solutions that ensure employees can engage in training regardless of their physical location.

D. Human Resource Management System (HRMS) platform

Brief description and pricing basis: HRMS platforms offer functionalities such as employee lifecycle management, payroll processing, leave management, attendance tracking, and benefits administration. For enterprise clients, the cost is typically INR 6,000 for up to 50 employees, with an additional INR 60 per employee per month for headcounts above 50. Advanced features like geo-fencing and geo-tracking on mobile apps are charged separately, ranging from INR 50 to 200 per employee per month. Recruitment modules are priced at INR 12,500 for a minimum of 5 users, with INR 2,000 per recruiter per month for additional users. Implementation fees vary based on the scope of the project.

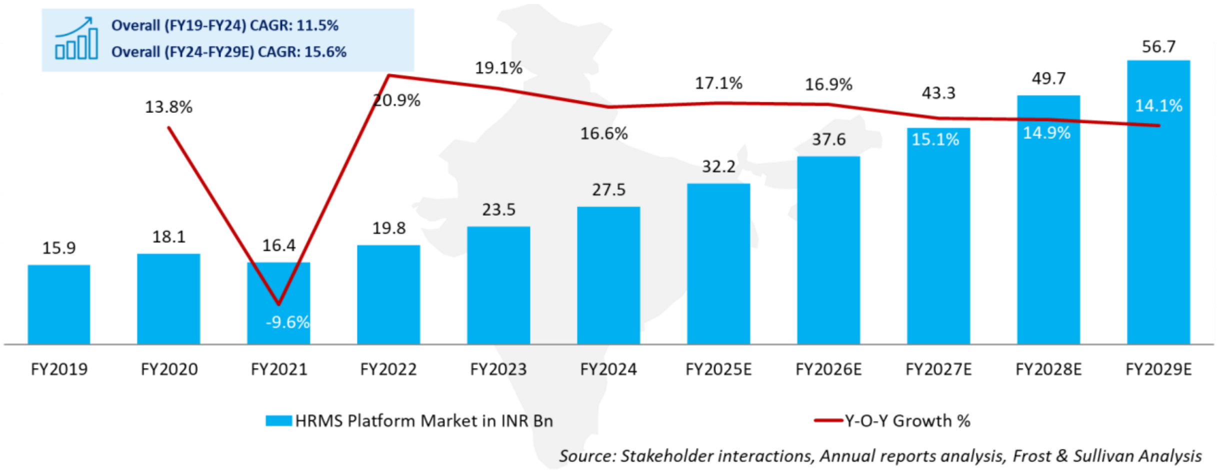
Market participants: Key players in the HRMS platform market in India include HfactoR by CIEL HR Services Limited, Zing HR Solutions Private Limited, Keka HR Technologies Private Limited, HR One India Private Limited, Hono HR Solutions Private Limited, Adrenalin HR Solutions Private Limited, Zimyo HR Solutions Private Limited, Qandle Technologies Private Limited, GreytHR Technologies Private Limited, Zoho Corporation Private Limited, and Darwinbox Technologies Private Limited. These platforms offer HR management solutions for businesses across the country.

Market size of HRMS platform in India: The HRMS market in India has seen consistent growth, with the market size increasing from INR 15.9 billion in FY2019 to INR 56.7 billion by FY2029E.

The sector has demonstrated a CAGR of 11.5% from FY2019 to FY2024, with an expected CAGR of 15.6% from FY2024 to FY2029E. The HRMS market in India has experienced significant growth due to the increasing need for streamlined HR processes and automation in a rapidly evolving business environment.

The expanding adoption of digital solutions by organizations aiming to enhance operational efficiency and compliance has fueled this robust market expansion.

Exhibit 6.7: Size of the Indian HRMS platform market, in INR Bn, FY2019 – FY2029E



Key drivers and trends for HRMS platform market in India

- **Increased Regulatory Compliance**: Organizations are investing in HRMS solutions to ensure adherence to complex and evolving labor laws and regulatory requirements, minimizing legal risks and ensuring compliance.
- **Emphasis on Data-Driven Decision Making**: The demand for advanced analytics and reporting capabilities in HRMS platforms is growing, as companies seek to leverage data insights for strategic HR decisions and improved workforce management.
- **Integration with Emerging Technologies**: The incorporation of AI, machine learning, and automation in HRMS platforms is enhancing their functionality, enabling predictive analytics, and streamlining various HR tasks.
- **Focus on Employee Experience:** Organizations are increasingly adopting HRMS solutions that enhance employee experience through self-service features, personalized interfaces, and seamless access to HR services.
- **Support for Scalability and Flexibility**: As businesses in India expand and adapt to changing market conditions, there is a rising demand for scalable and flexible HRMS solutions that can accommodate growth and diverse organizational needs.

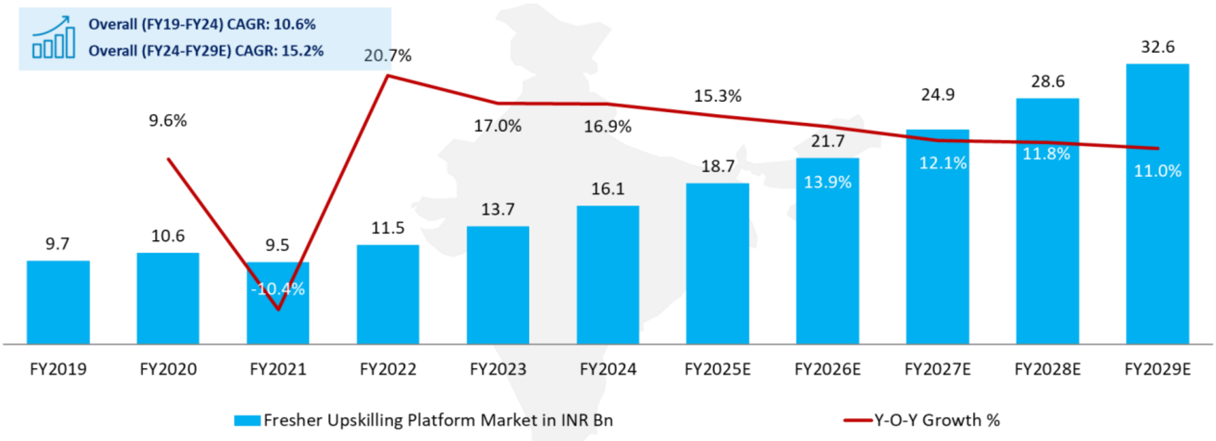
E. Fresher upskilling platform

Brief description and pricing basis: The fresher upskilling sector in India aims to enhance the employability of recent graduates by bridging the gap between academic education and industry requirements. Platforms provide essential services such as resume building, skill development courses, and industry best practices. Institutional access costs INR 750 per user per year and includes platform access and resume-building tools. Individual training programs range from INR 1,500 to INR 10,000 per user, depending on the course content and duration.

Market participants: Key players in the fresher hiring and upskilling platform market in India include CIEL HR Services Limited, Neopat Technologies Private Limited, Campus Interactions India Private Limited, Superset Software Private Limited, Induslynk Training Services Private Limited (Mettl Mercer), Stellar Academy, Muni Campus, and Seagull Technologies Private Limited. These platforms connect fresh graduates with job opportunities and provide upskilling resources. Their services include assessment, placement, training, fresher hiring, upskilling, resume building, and evaluations, helping align graduates with industry requirements and preparing them for the job market.

Market size of college fresher upskilling market in India: The fresher upskilling market was valued at INR 9.7 billion in FY2019 and is projected to reach INR 16.1 billion by FY2024E. The sector has experienced a CAGR of 10.6% from FY2019 to FY2024, with an anticipated CAGR of 15.2% from FY2024 to FY2029E.

Exhibit 6.8: Size of the Indian fresher upskilling platform market, in INR Bn, FY2019 – FY2029E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

The growth in the college fresher upskilling market is driven by the increasing mismatch between academic learning and industry requirements, compelling graduates to seek additional training to enhance their job readiness. The rise of digital learning platforms offers scalable and flexible solutions for skill development, making upskilling more accessible. Additionally, educational institutions are integrating these platforms into their curricula to better align graduates' skills with market demands.

Key growth drivers and trends

- Increasing Demand for Industry-Ready Talent: Employers are seeking graduates with practical, job-ready skills, which drives the demand for upskilling solutions.

- Focus on Skill Development: Platforms that offer targeted skill development are growing in popularity, addressing specific industry needs and improving graduate employability.

- Integration by Educational Institutions: Colleges and universities are incorporating upskilling platforms into their programs to better prepare students for the job market, contributing to market growth.

- Customization and Flexibility: Personalized learning paths and flexible course options enhance the effectiveness of upskilling programs, catering to varied learning needs and preferences.

- Expansion of Digital Learning: The rise of online learning platforms has broadened access to upskilling resources, making it easier for graduates to acquire essential skills regardless of their location.

F. Regulatory Technology platform

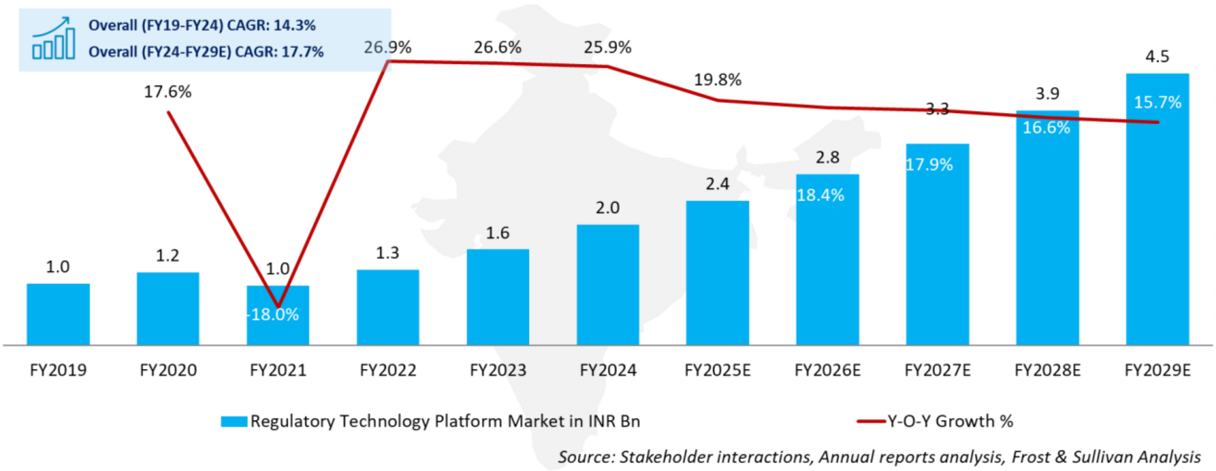
The Regulatory Technology market in India addresses the growing need for organizations to comply with complex and ever-changing employment and labor regulations through automated solutions for generation of document management, compliance tracking, compliance dashboard and generating actionable insights. As businesses expand and regulations become more stringent, adopting Regulatory Technology platforms is becoming increasingly essential.

Brief description and pricing basis: Regulatory Technology platforms are designed to help organizations manage compliance with employment laws by automating the documentation process, generating compliance dashboards, and identifying gaps in compliance. These platforms typically charge around INR 4,00,000 per entity per annum, which covers the cost of implementation, maintenance, and updates.

Market participants: The Regulatory Technology market in India features key players offering compliance solutions for HR departments. These platforms integrate with existing HRMS systems to ensure seamless data flow and comprehensive compliance management. CIEL HR Services Limited stands out as one of the few platforms providing all three regulatory modules in one application, including a fully automatic ACRP (Performer) module. Other notable firms in the sector include Simpliance (an Aparajitha company), Complinity Solutions Private Limited, TeamLease Regtech (formerly Avantis Regtech Private Limited), Comply4HR Solutions Private Limited, Complius Software Solutions Private Limited, Compfie Solutions Private Limited, and Wechecked Solutions Private Limited, all of which are crucial for managing regulatory compliance and streamlining HR processes.

Market Size of Regulatory Technology platform in India: The Regulatory Technology market in India was valued at INR 1.0 billion in FY2019 and is projected to grow to INR 4.5 billion by FY2029E. This significant growth is driven by a CAGR of 14.3% from FY2019 to FY2024, with an anticipated CAGR of 17.7% from FY2024 to FY2029E. The projected growth of the Regulatory Technology market in India is underpinned by the increasing complexity of regulatory requirements and the rising costs of non-compliance.

Exhibit 6.9: Size of the Indian regulatory technology platform market, in INR Bn, FY2019 – FY2029E



Key growth drivers and trends:

Increasing Regulatory Complexity: The Indian regulatory landscape is becoming more complex with frequent updates and new regulations. Organisations need robust compliance management systems to navigate both central and state-specific laws. Regulatory Technology platforms support this need by keeping businesses up-to-date and ensuring compliance.

Need for Compliance Transparency: Companies face heightened scrutiny and require transparent compliance reporting. Regulatory Technology platforms offer real-time compliance dashboards and reports, helping organisations demonstrate adherence to regulations and mitigate risks associated with non-compliance penalties.

Integration with Existing HRMS: Regulatory Technology platforms that integrate with existing HR Management Systems (HRMS) provide a comprehensive view of compliance status. This integration streamlines the compliance process, making it more efficient and resource-effective.

Focus on Risk Mitigation: Non-compliance with employment laws can lead to legal, financial, and reputational damage. Organisations invest in Regulatory Technology solutions to automate compliance processes and receive early warnings of potential issues, helping to avoid penalties and maintain reputation.

Adoption by Medium and Large Enterprises: Medium and large enterprises, which have complex compliance requirements, are the primary adopters of Regulatory Technology solutions. The need to manage higher compliance costs and regulatory scrutiny drives their demand for comprehensive compliance management solutions.

6.6 CIEL HR Services Limited position in the HR Platform space

As of June 30, 2024, CIEL HR Services Ltd is the only company in India that offers a comprehensive suite of technology-driven human resources solutions across the entire human resource chain impacting every part of the employee lifecycle. CIEL HR Services Limited is a key participant in the National Apprenticeship Promotion Scheme (NAPS) that supports the 'Make in India' initiative. This involvement has led to a 15-20% revenue increase for participating companies over the past two years. The company has conducted over 5,000 assessments and initiated more than 1,200 apprenticeship programs in the last fiscal year, promoting workforce skills and continuous learning in manufacturing. The company competes with several players in the HR services market, including TeamLease Services Limited, PeopleStrong HR Services Private Limited, and Quess Corp Limited. In specific segments, key competitors include Induslynk Training Services Private Limited (Mettl) for talent assessment, Vantage Circle Solutions Private Limited for talent engagement and rewards, ExtraMile Engagement Private Limited for talent engagement, Invince Technologies Private Limited for learning and development, and Zing HR Solutions Private Limited and Keka HR Technologies Private Limited for HRMS solutions.

Exhibit 6.10(a): CIEL HR Services Limited platform offerings comparison to other players in the market

COMPETITIONS	TALENT ASSESSMENT AND DEVELOPMENT	TALENT ENGAGEMENT	LEARNING & DEVELOPMENT PLATFORM	HRMS	FRESHER UPSKILLING	REGULATORY TECHNOLOGY
CIEL HR Services Limited	✓	✓	✓	✓	✓	✓
Induslynk Training Services Private Limited (Mettl)	✓		✓			
Vantage Circle Solutions Private Limited		✓				
ExtraMile Engagement Private Limited		✓				
Invince Technologies Private Limited.			✓			
Zing HR Solutions Private Limited				✓		
Keka HR Technologies Private Limited				✓		

The above table is a non-exhaustive list of technology players in the Indian landscape and have not been arranged in any particular order or rank. As of June 30, 2024, CIEL HR Services Limited has 49 business partners and spread across 33 locations. With a notable presence in tier two and three cities, the company maintains a significant footprint in the HR solutions sector in India.

6.7 CIEL HR Services Limited position in the HR Services space

CIEL HR Services Limited is a technology-led HR provider in India, offering solutions across the human resource chain. Competing with firms like TeamLease Services Limited, PeopleStrong HR Services Private Limited, and Quess Corp Limited, CIEL HR Services Limited provides services including staffing, recruitment, compliance, learning, and development.

Exhibit 6.10(b): CIEL HR Services Limited, services offerings comparison to other players in the market

COMPETITIONS	SEARCH, SELECTION, AND RPO SERVICES	PROFESSIONAL STAFFING SERVICES	PAYROLL AND COMPLIANCE SERVICES	HR ADVISORY SERVICES	SKILLING SERVICES	VALUE STAFFING
CIEL HR Services Limited	✓	✓	✓	✓	✓	✓
TeamLease Services Limited	✓	✓	✓		✓	✓
PeopleStrong HR Services Private Limited	✓					
Quess Corp Limited	✓	✓	✓		✓	✓
ManpowerGroup India Private Limited	✓	✓				✓
Integrated Personnel Services Limited	✓	✓				✓
Spectrum Talent Management Limited	✓	✓				✓

6.8 Market for HR Services in India

A.

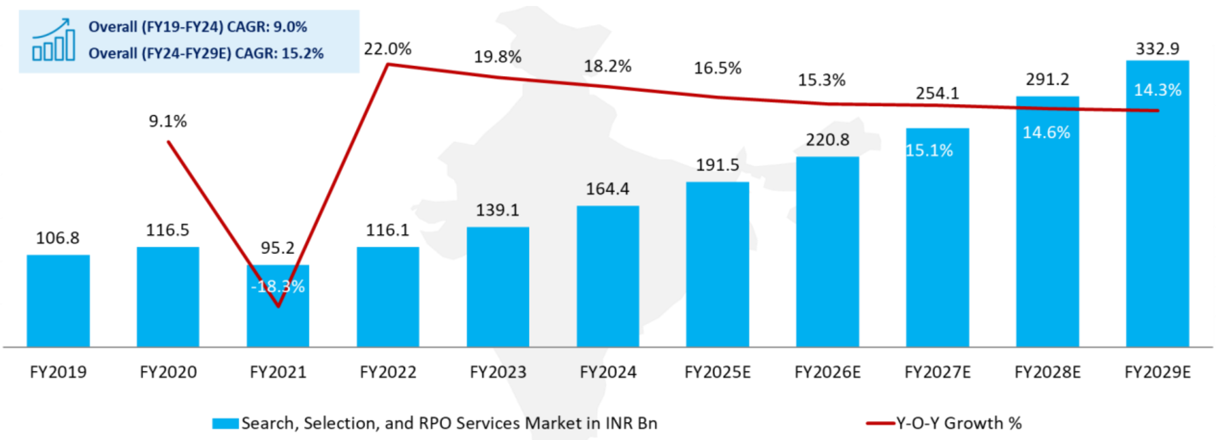
B. Search, selection and RPO

Brief description and pricing basis: Search and Selection services involve recruiting candidates for various roles, from entry-level to senior positions. Fees typically range from 8.33% to 20% of the annual cost to company (CTC), based on role seniority and recruitment complexity. Recruitment Process Outsourcing (RPO) involves outsourcing all or part of the recruitment process to RPO companies. This includes job description creation, candidate sourcing and screening, interview scheduling and coordination, background checks, reference verification, and offer negotiation and onboarding support.

Market participants: The market features a diverse array of participants, including large multinational recruitment firms, specialized RPO providers, and local recruitment agencies. Prominent global players such as Randstad N.V., ManpowerGroup Inc., Adecco Group AG, Kelly Services Inc., and Korn Ferry International operate in India, alongside domestic firms like ABC Consultants Private Limited, CareerNet Consulting India Private Limited, RGF India Private Limited, Michael Page India Private Limited, and PeopleStrong HR Services Private Limited.6p.6 These companies, including CIEL HR Services Limited, offer a broad spectrum of services designed to meet various industry and organizational needs

Market Size of Search, selection, and RPO services in India: The market for Search, Selection, and RPO services in India was valued at INR 106.8 billion in FY2019 and is projected to grow to INR 332.9 billion by FY2029E. This growth reflects the increasing demand for efficient recruitment processes and the rising complexity of hiring in various industries. The projected growth of the Search, Selection, and RPO market in India is driven by the increasing complexity of recruitment needs and the rising importance of efficient and compliant hiring processes. The adoption of advanced technologies and the focus on specialized talent acquisition further justify the robust growth anticipated over the next decade. As organizations seek to optimize their recruitment strategies and enhance their employer branding, the demand for professional recruitment services will continue to expand.

Exhibit 6.11: Size of the Indian search, selection, and RPO services market, in INR Bn, FY2019 – FY2029E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

Key growth drivers and trends

- **Rising Demand for Specialized Talent**: As industries evolve, there's an increasing need for specialized skills, driving companies to seek professional recruitment services for qualified talent.
- **Outsourcing for Efficiency**: Organizations are outsourcing recruitment to RPO providers to streamline operations, reduce time-to-hire, and improve hire quality.
- **Advanced Recruitment Technologies**: AI, machine learning, and data analytics are being integrated into recruitment, automating candidate sourcing, screening, and assessment for greater efficiency.
- **Employer Branding Focus**: Companies are emphasizing employer branding to attract top talent, with RPOs and agencies helping build strong brands through positive candidate experiences.
- **Regulatory Compliance**: The complexity of employment laws in India makes compliance crucial. RPO providers offer expertise in managing regulatory requirements and mitigating associated risks.

C. Professional Staffing services

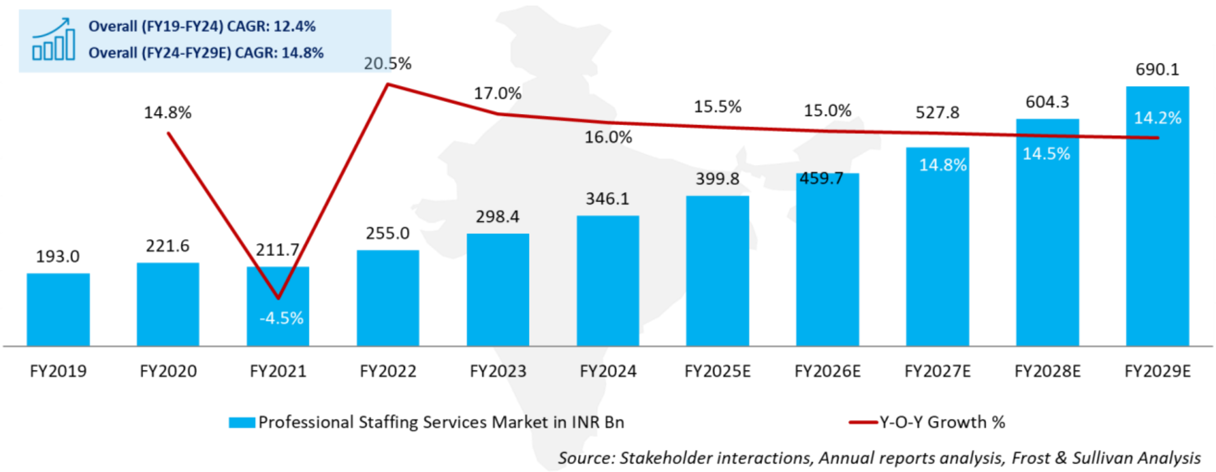
The staffing solutions industry in India is highly fragmented, with over 2,000 – 2,500 companies operating in this market. The Company faces competition from both organized and unorganized players, depending on the nature and location of the services provided. Many industries the Company operates in have low entry barriers, resulting in competition from both the unorganized segment and established players with substantial marketing and financial resources. Additionally, the Company faces competition from regional firms that may have a better understanding of local markets and advantages in regional and language-specific contexts. CIEL HR Services Limited competes based on factors such as its network of offices, client relationships, technological and operational excellence, and both organic and inorganic growth and integration.

Brief description and pricing basis: Professional staffing caters to the need for temporary or contract-based employees in white-collar jobs such as IT professionals (e.g., software developers, network engineers), engineering professionals (e.g., civil engineers, mechanical engineers), and other professional roles (e.g., accountants, financial analysts, marketing specialists). Employees are typically hired on a temporary basis for specific projects or on a contractual basis, where they are employed by the staffing agency but assigned to work at the client company. The pricing structure involves a margin of 15-20%, with the average margin per month per resource ranging from INR 15,000 to INR 20,000.

Market participants: The professional staffing services segment in India includes key players such as CIEL HR Services Limited, TeamLease Digital Private Limited, Quess Corp Limited, Randstad N.V., Tek Systems, Inc., Collabera Technologies Inc., Joules to Watt Consulting Private Limited, Pyramid IT Solutions Private Limited, and NLB Services Private Limited. These companies provide staffing solutions across various industries providing access to skilled professionals who meet their specific needs. Their services typically encompass sourcing, recruiting, and placing candidates in roles ranging from IT and engineering to finance and marketing, thereby addressing the critical talent requirements of businesses and driving workforce optimization.

Market size of professional staffing services in India: The Professional Staffing market in India was valued at INR 193.0 billion in FY2019. It is estimated to have grown to INR 346.1 billion by FY2024 and is projected to reach INR 690.1 billion by FY2029E. The sector has demonstrated a compound annual growth rate (CAGR) of 12.4% from FY2019 to FY2024, with an expected CAGR of 14.8% from FY2024 to FY2029E. This robust growth is driven by the increasing demand for flexible workforce solutions and the rapid technological advancements across industries. Additionally, the rise of the gig economy and the focus on core competencies by businesses further justify the market's expanding size and sustained growth trajectory.

Exhibit 6.12: Size of the Indian professional staffing services market, in INR Bn, FY2019 – FY2029E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

Key growth drivers and trends

- **Flexible Workforce Demand**: Companies increasingly seek flexible staffing solutions for varying workloads, relying on professional staffing agencies for temporary or contract-based skilled professionals.

- **Core Competency Focus**: By outsourcing staffing, companies concentrate on core activities, boosting reliance on staffing firms for workforce management.

- **Tech-Driven Demand**: Digital transformation has increased the need for specialized IT and engineering talent, with staffing agencies providing essential skilled professionals.

- **Regulatory Compliance**: Staffing firms help organizations navigate India's evolving labour laws, ensuring contract workers meet legal requirements and reducing compliance risks.

- **Gig Economy Growth**: The rise of the gig economy and preference for short-term work have increased demand for professional staffing services.

- **Sectoral Growth:** Booming sectors like IT, engineering, finance, and healthcare drive demand for specialized talent, with staffing agencies filling these crucial roles.

D. Payroll and Compliance

The payroll and compliance market in India involves managing payroll processes and ensuring adherence to various regulatory requirements. Services include salary disbursement, tax calculations, employee benefits management, and compliance with labor laws and statutory regulations.

Brief description and pricing basis

- **Payroll services**: Typically priced at INR 30,000 for up to 100 employees, with an additional charge of INR 60-100 per employee per month for organizations with more than 100 employees.

- **Compliance services**:

  - Shops & establishment licenses: Minimum of INR 1,500 per month for small sites and INR 3,500 per month for larger sites.

  - Factories act: Minimum monthly amounts: INR 15,000 for small factories (up to 100 employees), INR 30,000 for mid-sized factories (100-500 employees), and INR 45,000 for large factories (500+ employees).

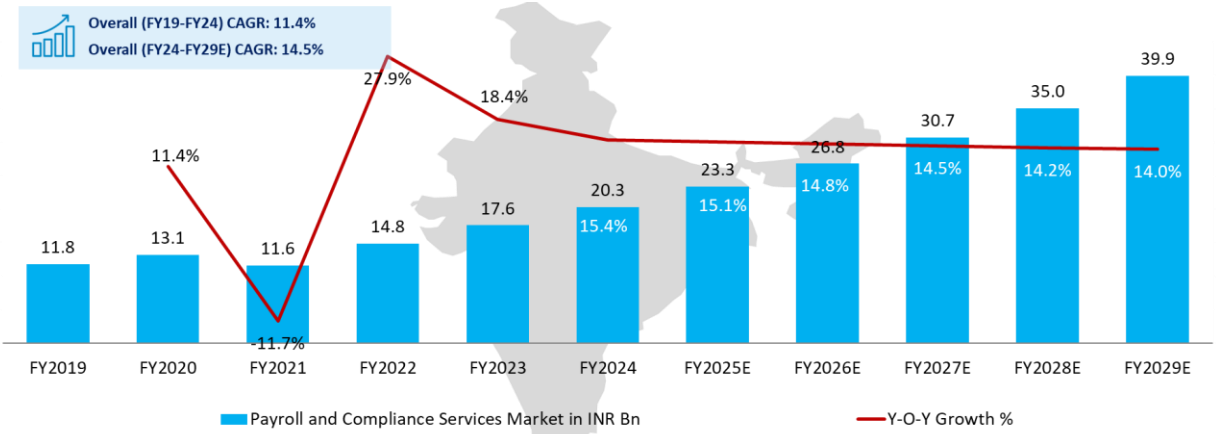
Market participants: Key players in the Indian payroll and compliance market include large multinational corporations, specialized service providers, and boutique firms. Notable participants are:

- **Payroll**: ADP, Allsec Technologies Limited, Ascent HR Solutions Private Limited, Paysquare India Private Limited, TalentPro Solutions Private Limited, TalentMaximus India Private Limited, and HR One India Private Limited. CIEL HR Services Limited is a well-established payroll service provider in India developing HR technology platforms.

- **Compliance**: CIEL HR Services Limited, along with providers like Aparajitha Corporate Solutions Private Limited, Genius Consultants Private Limited, Karma Consultants India Private Limited, Core Integra Consulting Private Limited, and Alp Consulting Private Limited, offers comprehensive labor law compliance services, integrating payroll and compliance with strong government connections and an extensive branch network for on-site support.

Market size of payroll and compliance services in India: The payroll and compliance market in India has shown steady growth, increasing from INR 11.8 billion in FY2019 to INR 20.3 billion in FY2024. The market is projected to reach INR 39.9 billion by FY2029E, with a CAGR of 11.4% from FY2019 to FY2024 and an expected CAGR of 14.5% from FY2024 to FY2029E. The growth in the payroll and compliance market in India is driven by the increasing complexity of labor regulations, the expanding workforce across various sectors, and the growing preference for outsourcing these functions to specialized providers. The rise in regulatory requirements and technological advancements in payroll systems further contribute to the market's upward trajectory.

Exhibit 6.13: Size of the Indian Payroll and compliance services market, in INR Bn, FY2019 – FY2029E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

Key growth drivers and trends

- **Regulatory complexity**: The increasing complexity of regulatory requirements and frequent changes in labor laws drive the need for specialized compliance services.
- **Technology integration**: The adoption of advanced technologies, such as cloud-based payroll systems and automated compliance tools, enhances efficiency and accuracy.
- **Focus on core business**: Organizations prefer outsourcing payroll and compliance functions to focus on their core business activities, driving demand for professional services.
- **Growing workforce**: The expanding workforce in India, particularly in sectors like IT, manufacturing, and services, increases the demand for payroll management and compliance.
- **Regulatory enforcement**: Enhanced enforcement of labor laws and statutory regulations compels businesses to ensure compliance, boosting the market for these services.
- **Cost efficiency**: Outsourcing payroll and compliance services offer cost advantages by reducing administrative overhead and mitigating compliance-related risks.

E. HR Advisory services

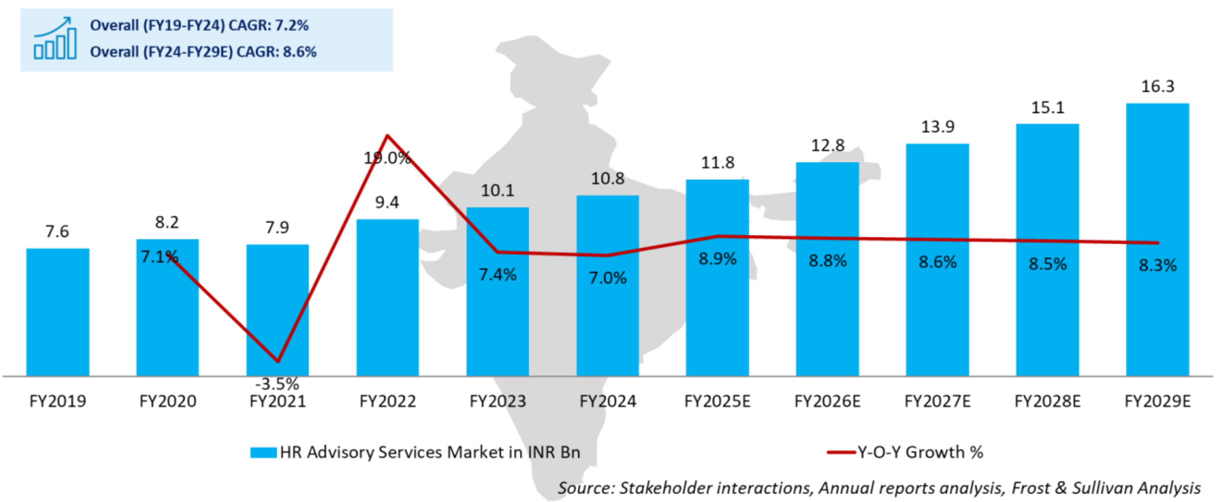
The HR advisory market in India provides expert consulting services to organizations on various human resource functions. These services include strategic HR planning, organizational development, compensation and benefits, talent management, and compliance. The market operates on a project-based fee structure, with rates varying according to the scope of work and the expertise required.

Brief description and pricing basis: The HR advisory market in India provides specialized consulting services to organizations, focusing on various aspects such as human resource strategy, organizational development, compensation and benefits, talent management, and compliance. The pricing for HR advisory services is typically project-based, with professional fees varying according to the scope and complexity of the work. Person day rates range from INR 10,000 to INR 200,000, depending on the consultant’s level of expertise and the project's requirements.

Market participants: Key players in the HR advisory market include major global consulting firms and specialized local providers. Prominent market participants are McKinsey & Company, Ernst & Young Global Limited, Bain & Company, Korn Ferry International, Deloitte Touche Tohmatsu Limited, KPMG International, Aon plc, PricewaterhouseCoopers International Limited, The Boston Consulting Group, Accenture plc, Willis Towers Watson plc, Cerebrus Capital Management LP.

Market of HR Advisory services in India: The HR advisory market was valued at INR 7.6 billion in FY2019. It is estimated to have grown to INR 10.8 billion by FY2024 and is projected to reach INR 16.3 billion by FY2029E. The HR advisory market in India has grown at a CAGR of 7.2% from FY2019 to FY2024 and is expected to grow at 8.6% from FY2024 to FY2029E. This growth is driven by factors such as the expansion of startups, increasing demand for expert guidance on HR practices, focus on employee well-being, compliance with new labor laws, and the need for performance-driven cultures. These factors underscore the role of HR advisory services in addressing modern HR challenges and supporting organizational development.

Exhibit 6.14: Size of the Indian HR Advisory services market, in INR Bn, FY2019 – FY2029E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

Key growth drivers and trends

- **Increased Organizational Complexity**: As companies expand and evolve, they face more complex HR challenges, including compliance with dynamic labor regulations, diverse workforce management, and the need for strategic HR alignment. Organizations increasingly turn to advisory services to navigate these complexities and ensure effective HR management.

- **Strategic Focus on HR**: There is a growing emphasis on integrating HR strategies with broader business objectives. Companies are investing in advisory services to enhance organizational effectiveness, drive strategic initiatives, and align HR practices with their overall business goals.

- **Technological Integration**: The advancement of HR technology and digital transformation initiatives is driving demand for advisory services that assist organizations in implementing and optimizing these technologies. This includes integrating new systems, managing data analytics, and leveraging HR tech for improved outcomes.

- **Regulatory Compliance**: Frequent updates to labor laws and regulatory requirements necessitate expert guidance to ensure organizations remain compliant. HR advisory services help companies navigate these changes, reducing the risk of non-compliance and associated penalties.

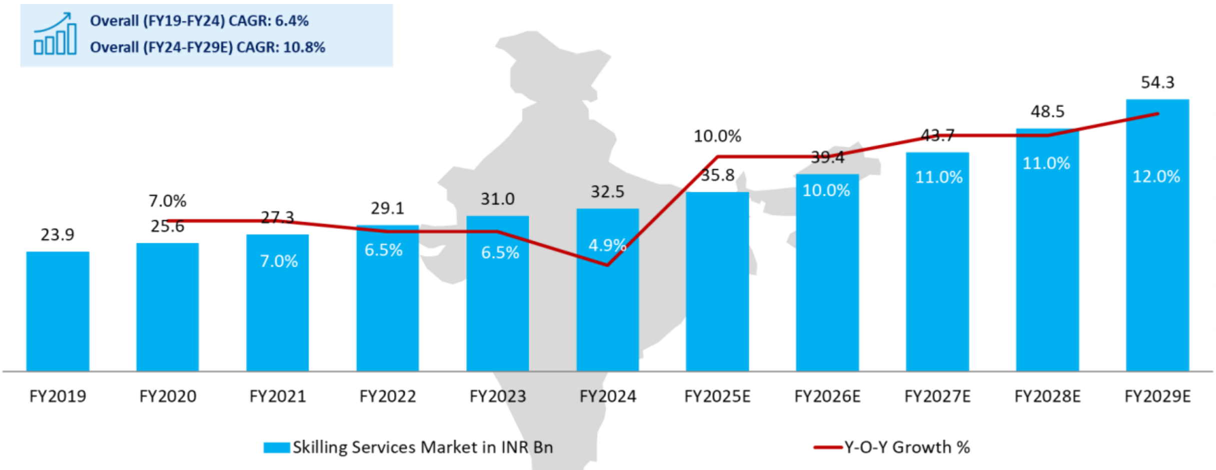
F. Skilling services

Brief Description and Pricing Basis: The skilling market in India encompasses various initiatives aimed at enhancing the employability of individuals through training and skill development. Major government schemes like the Pradhan Mantri Kaushal Vikas Yojana (PMKVY), Electronic System Design & Manufacturing (ESDM), and Pradhan Mantri Dakshta Aur Kushalta Sampaan Hitgrahi (PM Daksh) provide financial support for training candidates. Pricing for these programs varies, with PMKVY costing INR 10,000 per candidate, ESDM INR 16,000 per candidate, and PM Daksh INR 34,200 per candidate.

Market Participants: Key participants in the skilling market include government-backed initiatives such as PMKVY and ESDM, alongside private sector players like Quess Corp Limited, Rooman Technologies Private Limited, ICA Edu Skills, Magic Bus India Foundation, American India Foundation, and Labournet India Private Limited. These organizations are involved in managing apprenticeship programs, conducting training, and aligning skilling efforts with corporate social responsibility agendas.

Market Size (Historical and Outlook): The skilling market in India grew from INR 23.9 billion in FY2019 to INR 32.5 billion in FY2024, with a CAGR of 6.4%. It is projected to reach INR 54.3 billion by FY2029E, with an expected CAGR of 10.8%.

Exhibit 6.15: Size of the Indian Skilling services market, in INR Bn, FY2019 – FY2029E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

This growth is driven by government initiatives like the Pradhan Mantri Kaushal Vikas Yojana (PMKVY) and Pradhan Mantri Dakshta Aur Kushalta Sampann Hitgrahi (PM Daksh), which provide structured training and financial support. Corporate involvement through CSR initiatives also contributes, addressing both social responsibility and talent needs. Technological advancements, particularly in digital and online training platforms, have improved access and scalability of skilling programs. Industry-specific demands for specialised skills further drive targeted training efforts, supporting market growth and addressing India's skills gap

Key growth drivers and trends

Expansion of Digital Learning: Online and mobile-based learning platforms have increased access to skilling programs across regions, including rural and semi-urban areas, offering flexibility and a variety of courses to meet diverse learning needs.

Industry 4.0 Integration: As industries embrace Industry 4.0 technologies, there is growing demand for skills in automation, data analytics, AI, and cybersecurity. Skilling programs are increasingly focused on these areas to prepare the workforce for the changing job market.

Emphasis on Soft Skills: Alongside technical training, there is a heightened focus on soft skills like communication, problem-solving, and teamwork to improve employability and readiness for real-world work environments.

Public-Private Partnerships (PPPs): Government and private sector collaboration is driving innovative skilling initiatives, leading to industry-relevant training programs that align with market needs.

Sector-Specific Skill Development: Targeted skilling schemes tailored to sectors like healthcare, manufacturing, and IT are becoming more common, addressing unique industry requirements and bridging skill gaps effectively .

G. Value Staffing

Brief Description and Pricing Basis: Value Staffing entails the provision of workers for roles that generally involve manual labor or skilled trades. These jobs are often categorized under blue-collar or gray-collar classifications and include positions such as:

- Retail Staff: Roles such as cashiers, sales associates, and stock clerks who are integral to the day-to-day operations of retail stores.
- Manufacturing Workers: Positions including design, engineering, assembly line workers, machine operators, production planning, stores, supply chain operations and various other support services essential for the production processes in manufacturing plants.
- Construction Workers: Skilled trades such as technicians, supervisors, carpenters, electricians, and plumbers who are critical to building and infrastructure projects.
- Warehouse and Logistics Workers: Jobs like order pickers, packers, sorters, loaders, forklift operators and accountants that are vital for supply chain and logistics operations.
- Per Temp Employee per Month: either a fixed fee or a %age of the monthly cost to company, yielding a margin of 3-10% depending upon the scope and scale of the assignment.

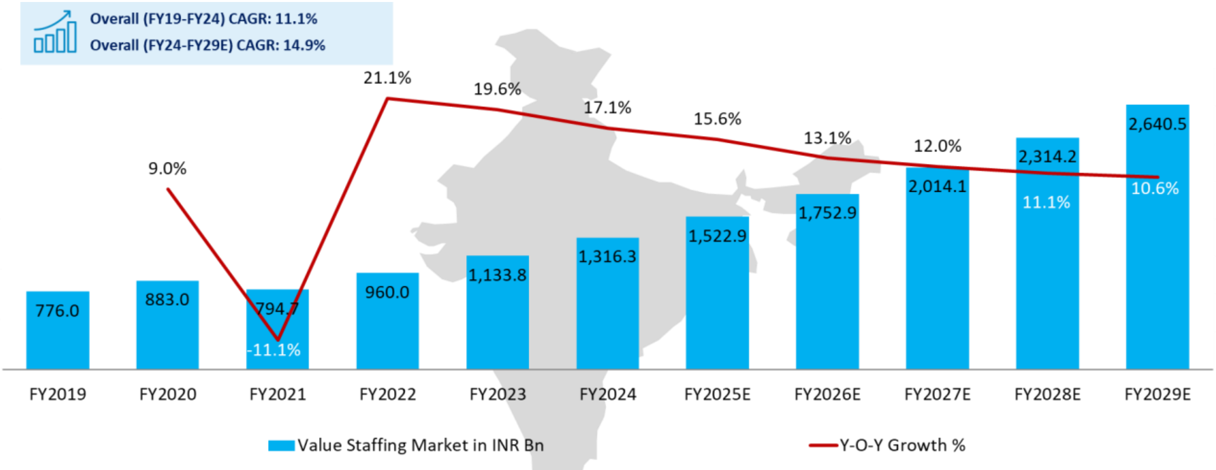
Market Participants: The value staffing market in India is populated by several key players who offer comprehensive staffing solutions. Notable participants include CIEL HR Services Limited, TeamLease Services Limited, Quess Corp Limited, FirstMeridian HR Services Private Limited, Adecco India Private Limited, Randstad India Private Limited, ManpowerGroup India Private Limited, Genius Consultants Private Limited, Futurz HR Services Private Limited, Kelly Services Inc., and Spectrum Talent Management Limited.

Market size of Value staffing services in India: The value staffing market in India has grown significantly from INR 776.0 billion in FY2019 to INR 1,316.3 billion in FY2024. This growth is expected to continue, with projections indicating a market size of INR 2,640.5 billion by FY2029E. Several factors contribute to this growth. The economic recovery post-COVID-19 has increased the demand for blue-collar and gray-collar workers, especially in manufacturing, construction, and logistics. The expansion of the e-commerce and retail sectors has also driven demand for a larger workforce to manage warehousing, logistics, and in-store operations.

Government initiatives aimed at boosting the manufacturing and infrastructure sectors have led to an increased need for skilled trade workers and construction labor. These initiatives have not only created jobs but also spurred economic activity, contributing to the growth of the value staffing market.

The integration of technology in recruitment and workforce management has improved market efficiency and reach. Digital platforms have streamlined hiring, onboarding, and managing blue-collar workers, making it easier for companies to find and retain talent. Upskilling and reskilling programs align workers with industry needs, enhancing productivity.

Exhibit 6.16: Size of the Indian value staffing services market, in INR Mn, FY2019 – FY2029E



Source: Stakeholder interactions, Annual reports analysis, Frost & Sullivan Analysis

Key growth drivers and trends

Growth drivers:

- **Economic recovery post-pandemic**: Following the COVID-19 pandemic, industries have resumed operations at an accelerated pace, driving demand for a blue-collar workforce.
- **Urbanization and infrastructure development**: With increasing urbanization and numerous infrastructure projects underway, the demand for construction and skilled trade workers has risen.
- **Expansion of E-commerce and retail**: The rapid growth of e-commerce and retail sectors necessitates a larger workforce for warehousing, logistics, and in-store operations.
- **Government initiatives**: The FY2025 budget places a significant emphasis on employment, skilling, and support for MSMEs and the middle class. A central package of five schemes has been introduced, with an outlay of INR 2,000 billion, aimed at facilitating employment and skilling opportunities for 4.1 crore youth over a five-year period. For the current fiscal year, INR 1,480 billion has been allocated specifically for education, employment, and skilling initiatives. Among these, three key schemes under the 'Employment Linked Incentive' program will be implemented, focusing on the enrollment of first-time employees in the EPFO and providing targeted support to both employees and employers. This budgetary focus is expected to have a positive impact on the value staffing market, as it aligns with the broader objectives of boosting employment and enhancing workforce capabilities in India.

Trends:

- **Technology integration:** The adoption of digital platforms for recruitment, onboarding, and managing blue-collar workers is increasing, improving efficiency and reach.
- **Skill development**: There is a strong emphasis on upskilling and reskilling the workforce to align with the evolving needs of the industry.
- **Gig economy**: The gig economy is expanding into blue-collar jobs, offering flexible employment options that cater to both workers and employers.
- **Health and safety standards**: Enhanced focus on health and safety protocols in the workplace post-pandemic is influencing staffing practices and worker welfare initiatives.

7. VOICE OF CUSTOMERS

7.1 Key stakeholders in HR Partner selection

The process of selecting an HR partner for both platforms and services is a critical decision that involves a comprehensive evaluation by various key stakeholders within an organization. Each stakeholder brings a unique perspective and expertise to ensure that the chosen partner aligns with the company's strategic goals, operational needs, and financial considerations. Understanding the distinct roles and contributions of these stakeholders is essential for making an informed decision that supports the overall effectiveness and efficiency of the organization's HR functions.

Executive Leadership: Executive leaders, including the CEO and COO, are responsible for setting the strategic direction of the organization and allocating the budget for HR initiatives. They provide the overarching vision and approve the final selection of the HR partner, authorizing the partnership based on its alignment with the company's strategic goals and financial capacity.

HR Department: The HR department, being the primary users of HR platforms and services, plays a central role in defining the organization's requirements. HR leaders and their teams evaluate potential partners, assess how well the partner's offerings meet the organization's HR strategy, and oversee the implementation process. They ensure that the selected solutions address the specific needs of the HR function and contribute to improved HR outcomes.

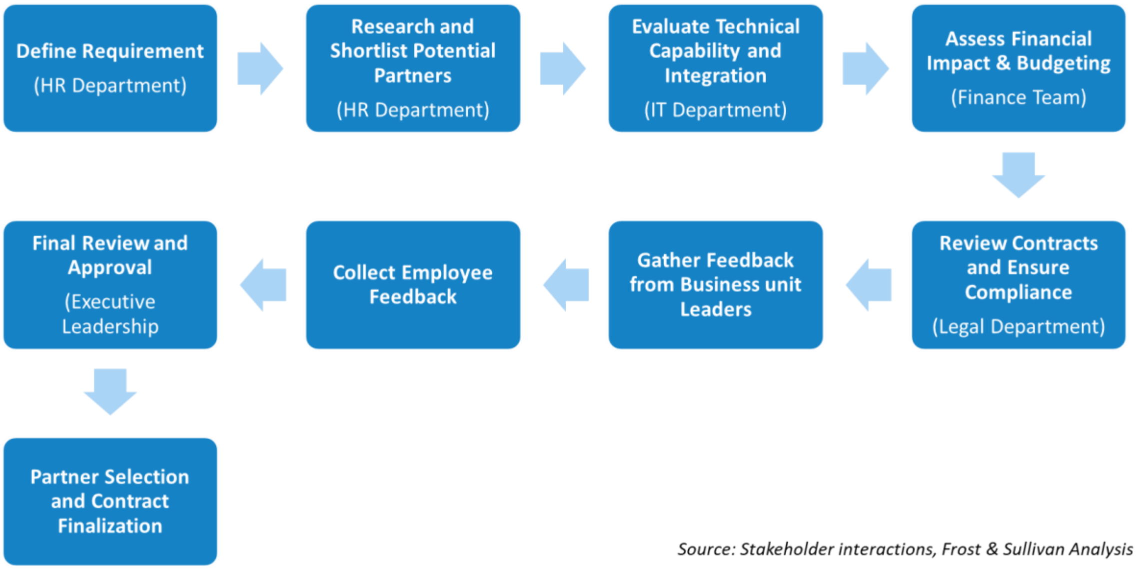
IT Department: The IT department is responsible for evaluating the technical aspects of the HR platforms. IT representatives assess the compatibility of the proposed solutions with existing systems, ensure data security measures are adequate, and review the overall integration process. They also evaluate the technical support and infrastructure provided by the HR partner to ensure smooth operation and minimal disruption.

Finance Department: The finance team evaluates the financial implications of the partnership, including conducting a cost-benefit analysis, reviewing contract terms, and ensuring the partnership aligns with the organization's financial objectives. They are involved in budgeting and assessing the overall financial impact of the HR platforms and services on the company's financial health.

Legal Department: The legal team reviews contracts and service agreements to ensure compliance with relevant laws and regulations. They manage potential legal risks associated with the partnership, providing legal counsel throughout the selection and implementation process. Their role is crucial in drafting, negotiating, and finalizing agreements to protect the organization's interests.

Business Unit Leaders: Leaders from various business units represent the end-users of HR services and provide input on specific needs and requirements. They participate in the evaluation process to ensure that the HR partner's solutions align with business objectives and address the practical needs of their teams. Their feedback helps ensure that the selected partner supports the operational goals of different business areas.

Exhibit 7.1: Key stakeholders involved in the HR Partner selection process



Source: Stakeholder interactions, Frost & Sullivan Analysis

Employee Representatives: Although not always directly involved in the formal selection process, employee representatives can provide valuable feedback on HR processes and solutions. Their input helps identify pain points and areas for improvement, which can influence the selection criteria and ensure that the chosen HR partner enhances employee satisfaction and engagement.

7.2 Stakeholders influence on Brand selection

Executive Leadership: Executive leadership sets the strategic direction for the organization and provides the necessary budget for HR initiatives. Their involvement ensures alignment between the HR partner and the company's overall goals. By approving the final selection, they guarantee that the chosen partner supports the organization's strategic vision and financial constraints.

HR Department: The HR department is instrumental in identifying the organization's HR needs and evaluating potential partners against these requirements. They oversee the implementation and integration of the selected HR solution into the company's HR operations. The HR team's deep understanding of the organization's HR landscape is crucial in selecting a partner that can effectively address its challenges and opportunities.

IT Department: The IT department ensures the technical compatibility of the HR partner's solutions with the organization's existing IT infrastructure. They assess data security measures, evaluate the level of technical support provided, and manage the integration process. Their expertise is essential in preventing technical disruptions and ensuring a smooth transition to the new HR system.

Finance Department: The finance department conducts a rigorous financial evaluation of potential HR partners, considering factors such as pricing, return on investment, and budget alignment. They play a crucial role in ensuring that the chosen partner offers cost-effective solutions without compromising the quality of services. Their input is vital in making informed financial decisions.

Legal Department: The legal department safeguards the organization's interests by reviewing contracts, identifying potential legal risks, and ensuring compliance with relevant regulations. Their expertise is essential in protecting the company from legal disputes and ensuring the HR partnership operates within a sound legal framework.

Business Unit Leaders: Business unit leaders contribute to the selection process by providing insights into the specific HR needs of their respective departments. Their input helps align the HR partner's solutions with the operational requirements of different business units. By representing the end-users, business unit leaders ensure that the chosen partner can effectively support the organization's overall objectives.

Employee Representatives: While not directly involved in the decision-making process, employee representatives offer valuable feedback on the impact of HR platforms and services on the employee experience. Their input helps identify potential pain points and areas for improvement, ensuring that the selected HR partner enhances employee satisfaction and engagement.

7.3 Criteria for selecting HR Partner

A. Methodology for Ranking HR Services and HR Platform selection criteria

Objective Definition: The primary objective was to identify and rank the top five criteria for selecting HR Services and HR Platforms based on their importance.

Respondent Selection: Respondents representing a diverse range of roles and expertise in HR, were selected for this study. These respondents included HR professionals, managers, and decision-makers with experience in evaluating and choosing HR services and platforms.

Criteria Identification: Prior to the interviews, a comprehensive list of potential criteria for evaluating HR Services and HR Platforms was compiled. This list was based on industry standards and best practices.

Interview Process: Structured interviews were conducted with each of the respondents. During these interviews, respondents were asked to rank the identified criteria from 1 to 5, where 1 represented the most important criterion and 5 represented the least important among the top five.

Data Collection: Responses were meticulously recorded, capturing each respondent’s rankings for the criteria. The data collected included both the rank and any qualitative insights provided by the respondents about their rankings.

Data Analysis: The collected data was analyzed to determine the overall ranking of each criterion. This involved aggregating the rankings from all respondents to identify which criteria were consistently rated as the most important.

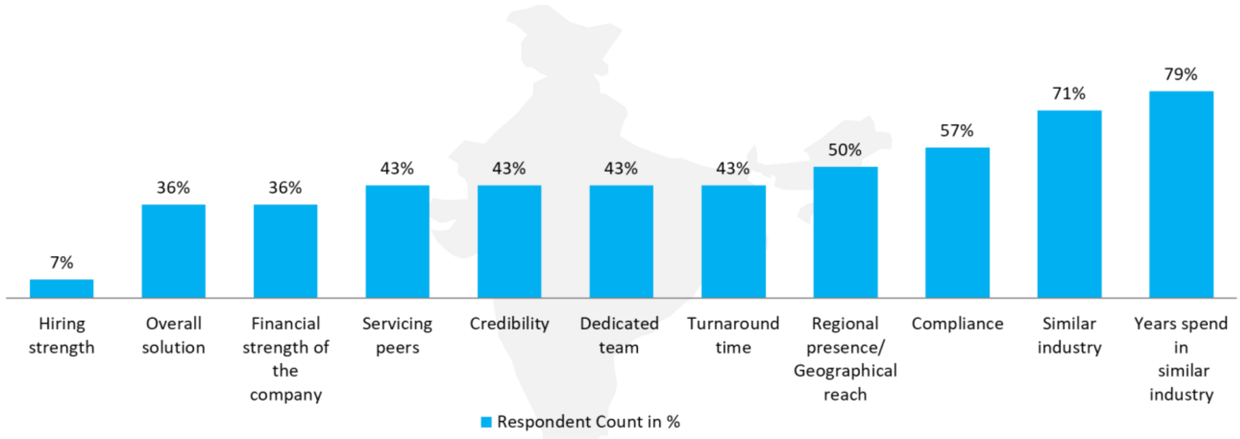
Reporting: The final rankings were compiled into a comprehensive report, highlighting the top five criteria for selecting HR Services and HR Platforms. The report also included insights and rationale provided by respondents to contextualize the rankings.

B. HR Services - Overall selection criteria of HR Partner

Years Spent in Similar Industry: Rated by ~79% of the Respondents :

Experience in the same industry is a key criterion, as it reflects a company’s depth of knowledge and familiarity with industry-specific standards and practices. Rated by ~79% of the respondents, this criterion is crucial because it signifies that a company has extensive experience dealing with the particular challenges and nuances of the industry. In the Indian market, this expertise enhances credibility and demonstrates the ability to deliver high-quality, industry-tailored solutions.

Exhibit 7.2: Selection criteria for HR Services, respondent count in %



Source: Stakeholder Interactions, Frost & Sullivan Analysis

Regional Presence/Geographical Reach: Rated by ~ 50% of the Respondents

Regional presence and geographical reach were rated by ~50% of the respondents, emphasizing the importance of a company's ability to operate across various locations. In India's large and diverse market, a broad geographical reach allows companies to serve clients more effectively and provide localized support. This capability strengthens client relationships and addresses specific regional needs, enhancing overall service delivery.

Compliance: Rated by ~43% of the Respondents

Compliance, rated by ~43% of the respondents, measures a company's adherence to regulatory requirements and industry standards. This criterion is crucial in India, where strict regulatory frameworks are in place. Compliance ensures that a company avoids legal issues, meets quality standards, and builds client trust by demonstrating that it fulfills all necessary regulatory obligations.

Dedicated Team: Rated by ~43% of the Respondents

The presence of a dedicated team was highlighted by ~43% of the respondents as an important criterion. It ensures that a company assigns specific personnel to focus on client projects or services, providing specialized attention and expertise. In the diverse Indian market, having a dedicated team facilitates effective project management, enhances communication, and improves overall project outcomes and client satisfaction.

Turnaround Time: Rated by ~ 43% of the Respondents

Turnaround time, also rated by ~43% of the respondents, refers to how quickly a company can deliver its products or services. This criterion is crucial in India's fast-paced market, where clients demand rapid service and quick responses. Efficient turnaround times enhance client satisfaction and maintain a competitive edge by demonstrating a company's reliability and efficiency.

Credibility: Rated by 43% of the Respondents

Credibility, evaluated by ~43% of the respondents, reflects a company's reputation and trustworthiness based on past performance and client feedback. In the Indian market, a strong reputation is vital for client decisions. High credibility helps attract and retain clients by building trust and confidence in the company's ability to deliver reliable and effective solutions.

Financial Strength: Rated by ~36% of the Respondents

Financial strength was rated by ~36% of the respondents and is critical in evaluating a company's stability and investment capability. This criterion assesses factors such as profitability, liquidity, and financial health. In the Indian context, financial robustness is essential for sustaining operations, managing risks, and investing in growth opportunities. Companies with strong financial health are better positioned to support long-term success and adapt to economic fluctuations.

Overall Solution: Rated by ~36% of the Respondents

The ability to provide an overall solution was highlighted by ~36% of the respondents. This criterion assesses a company's capacity to offer integrated services that address multiple client needs. In India, clients prefer streamlined service providers to ensure consistency and efficiency. Companies offering comprehensive solutions can reduce complexity and improve project execution, which is highly valued in the current market.

Hiring Strength: Rated by ~7% Respondent

Hiring strength, although rated by only 7% of the respondent, remains an important criterion. It refers to a company’s ability to attract and retain skilled personnel. In a competitive talent market like India, effective hiring practices are essential for meeting staffing needs and supporting business growth. While it may not be as immediately critical as other factors, strong hiring capabilities contribute to a company’s overall operational success.

C. HR Services - Selection of HR Partner in various segment

BFSI Sector

The BFSI sector's emphasis on "similar industry" as a top-ranking criterion underscores the unique challenges and regulatory complexities within the financial services domain. HR partners with prior experience in this sector possess invaluable knowledge of industry-specific compliance, talent acquisition strategies, and risk management practices. This expertise is crucial for ensuring seamless integration and effective HR solutions. Conversely, the lower ranking of "years in similar industry" suggests that while industry experience is valued, it might not be the sole determinant of partner selection. Other factors such as alignment with organizational culture and specific HR needs might also influence decision-making.

Exhibit 7.3: Selection criteria for HR Services, segment level analysis

	Hiring Strength	Compliance	Similar Industry	Servicing Peers	Geographic Reach	Credibility	Years in Similar Industry	Dedicated team	Turnaround time	Overall Solution	Financial Strength of the company
BFSI	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 100 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 50 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 50 Rank 3 – 50 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 100 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 50 Rank 4 – 0 Rank 5 – 50	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 50 Rank 5 – 50
Aerospace	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 100 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 100 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 100 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 100 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 100	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0
Automotive	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 50 Rank 3 – 50 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 50 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 50 Rank 3 – 0 Rank 4 – 50 Rank 5 – 0	Rank 1 – 50 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 50	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 50 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 50	Rank 1 – 50 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0
Ecomm, IT Products & Services	Rank 1 – 20 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 20 Rank 2 – 20 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 20 Rank 2 – 20 Rank 3 – 0 Rank 4 – 20 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 20 Rank 4 – 20 Rank 5 – 20	Rank 1 – 0 Rank 2 – 0 Rank 3 – 40 Rank 4 – 0 Rank 5 – 0	Rank 1 – 20 Rank 2 – 20 Rank 3 – 0 Rank 4 – 20 Rank 5 – 0	Rank 1 – 20 Rank 2 – 20 Rank 3 – 20 Rank 4 – 20 Rank 5 – 0	Rank 1 – 0 Rank 2 – 20 Rank 3 – 20 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 20 Rank 5 – 60	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 20	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0
Electronics	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 100 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 100 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 100 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 100	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 100 Rank 5 – 0
Pharma	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 100 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 100 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 50 Rank 4 – 50 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 50 Rank 5 – 50	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 50 Rank 4 – 0 Rank 5 – 5
Textile	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 100	Rank 1 – 100 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 100 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 100 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 100 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0

NOTE: THE NUMBERS IN EACH BLOCK ARE IN PERCENTAGE

Source: Stakeholder interactions, Frost & Sullivan Analysis

E-commerce, IT Products & Services Sector

The e-commerce and IT products & services sector's prioritization of "geographic reach" as a significant criterion highlights the need for HR partners with a strong presence in various locations. This is likely due to the often geographically dispersed nature of operations in this sector, requiring HR support across different regions. The lower ranking of "turnaround time," while surprising, might indicate that while speed is valued, other factors such as quality of service, cost-effectiveness, and strategic alignment might outweigh the urgency for immediate results.

Pharmaceuticals Sector

The pharmaceutical sector's strong emphasis on "compliance" as a top-ranking criterion reflects the highly regulated nature of the industry. Adherence to stringent regulatory requirements is paramount for pharmaceutical companies, and HR partners with a deep understanding of these regulations are essential. This ensures that HR practices align with industry standards and mitigate potential risks.

Overall Observations

While the data points are limited, these initial findings suggest that industry-specific factors play a crucial role in HR partner selection. Sectors with unique regulatory environments or operational complexities tend to prioritize partners with domain expertise and a strong understanding of industry-specific challenges. Additionally, the importance of geographic reach for certain sectors indicates the growing need for HR support in multiple locations. These insights provide a foundation for further analysis and can inform the development of more comprehensive HR partner selection criteria.

D. HR Platform: Overall selection criteria of HR Partner

Easy UI: Easy User Interface (UI) was selected by 100% of the respondents. This high frequency indicates that an intuitive and straightforward interface is a top priority. A platform with an easy UI minimizes the learning curve for users, reducing the need for extensive training. This leads to higher efficiency as employees and HR professionals can quickly navigate and use the system. A user-friendly interface also enhances user satisfaction and adoption rates, ensuring that all features and functionalities are utilized effectively.

Data Security/Compliance: Data security and compliance were chosen by 86% of the respondents, underscoring the critical importance of protecting sensitive employee information and adhering to legal standards. In an era where data breaches and cyber threats are prevalent, ensuring robust data security measures is essential. Compliance with labor laws, GDPR, and other regulations is also vital to avoid legal penalties and maintain trust with employees. This criterion ensures that the platform can handle confidential information securely and maintain regulatory compliance.

Customization/Scalability/Agility: Customization, scalability, and agility were also selected by 86% of the respondents. Organizations need platforms that can be tailored to their specific processes and requirements. Customization allows businesses to create workflows and reports that fit their unique needs. Scalability ensures that the platform can grow with the company, accommodating an increasing number of users and data. Agility allows the platform to adapt quickly to changing business environments and requirements, ensuring long-term relevance and utility.

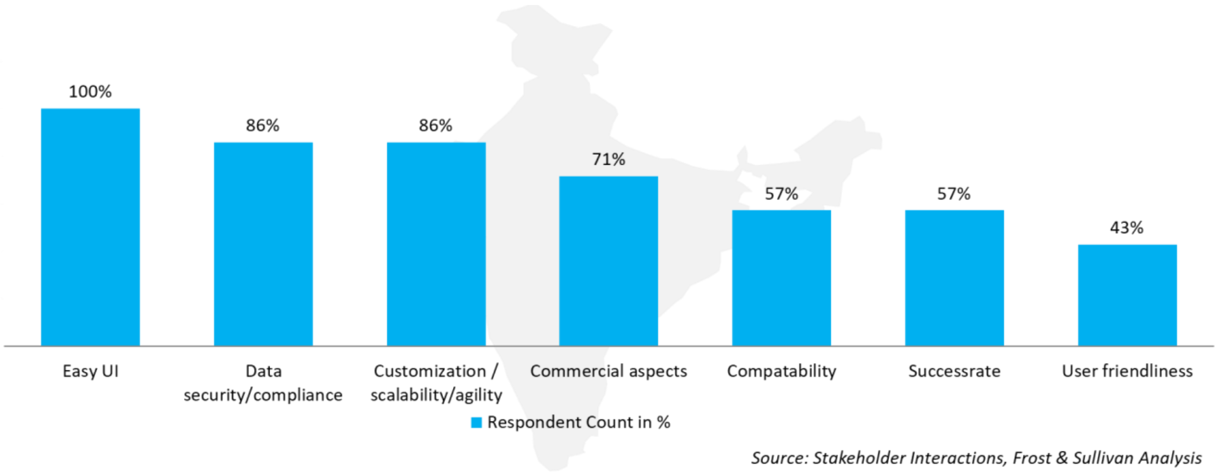
Commercial Aspects: Commercial aspects were a key consideration for 71% of the respondents. This criterion reflects the importance of cost-effectiveness and financial viability. Organizations are looking for platforms that offer a good return on investment, with transparent pricing structures and total cost of ownership. The platform should provide value for money, balancing cost with the features and benefits it delivers. This consideration includes evaluating licensing fees, maintenance costs, and potential cost savings from improved HR efficiencies.

Compatibility: Compatibility was chosen by 57% of the respondents, indicating the need for platforms that can seamlessly integrate with existing systems and processes. This ensures smooth data flow and interoperability between different business functions, such as payroll, finance, and talent management systems. A compatible platform reduces the risk of data silos and duplicative work, facilitating a cohesive and efficient HR ecosystem. Integration capabilities are essential for maximizing the platform’s utility and ensuring that it complements the broader IT infrastructure.

Success Rate: Success rate, also selected by 57% of the respondents, points to the importance of choosing a platform with a proven track record of effective implementation and positive outcomes. Organizations value platforms that have demonstrated success in similar contexts and can reliably deliver on their promises. This criterion includes evaluating case studies, client testimonials, and the platform's overall reputation in the market. A high success rate assures organizations of the platform’s reliability and effectiveness.

User Friendliness: User friendliness, chosen by 43% of the respondents, highlights the need for platforms that are easy to use, regardless of the user’s technical expertise. A user-friendly platform ensures that all employees, from HR professionals to end-users, can effectively utilize its features without requiring extensive technical support. This enhances user engagement and satisfaction, leading to more effective HR operations. Features such as intuitive navigation, clear instructions, and accessible support contribute to user friendliness.

Exhibit 7.4: Selection criteria for HR Platform, respondent count in percentage



Source: Stakeholder Interactions, Frost & Sullivan Analysis

E. HR Platform: Selection of HR Partner in various segment

Exhibit 7.5: Selection criteria for HR Platform, segment level analysis

	User friendliness	Customization / scalability/agility capability	Commercial aspects	Data security/compliance/ NDA	Compatability	Easy UI	Success rate
BFSI	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 50 Rank 2 – 50 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 50 Rank 3 – 0 Rank 4 – 0 Rank 5 – 50	Rank 1 – 50 Rank 2 – 0 Rank 3 – 50 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 50 Rank 4 – 50 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 50 Rank 5 – 50
Aerospace	Rank 1 – 0 Rank 2 – 0 Rank 3 – 100 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 100 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 100 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 100 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 100
Automotive	Rank 1 – 50 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 50 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 50 Rank 3 – 50 Rank 4 – 0 Rank 5 – 0	Rank 1 – 50 Rank 2 – 0 Rank 3 – 0 Rank 4 – 50 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 50 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 50 Rank 4 – 0 Rank 5 – 50	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 50
Ecomm, IT Products & Services	Rank 1 – 60 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 40 Rank 3 – 20 Rank 4 – 20 Rank 5 – 0	Rank 1 – 0 Rank 2 – 20 Rank 3 – 40 Rank 4 – 20 Rank 5 – 0	Rank 1 – 20 Rank 2 – 0 Rank 3 – 20 Rank 4 – 40 Rank 5 – 20	Rank 1 – 20 Rank 2 – 0 Rank 3 – 0 Rank 4 – 20 Rank 5 – 20	Rank 1 – 0 Rank 2 – 40 Rank 3 – 20 Rank 4 – 0 Rank 5 – 40	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 20
Electronics	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 100 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 100 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 100 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 100 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 100
Pharma	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 50 Rank 2 – 50 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 50 Rank 5 – 50	Rank 1 – 0 Rank 2 – 0 Rank 3 – 50 Rank 4 – 0 Rank 5 – 50	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 50 Rank 5 – 0	Rank 1 – 0 Rank 2 – 50 Rank 3 – 50 Rank 4 – 0 Rank 5 – 0	Rank 1 – 50 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0
Textile	Rank 1 – 0 Rank 2 – 100 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 100 Rank 4 – 0 Rank 5 – 0	Rank 1 – 100 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 100 Rank 5 – 0	Rank 1 – 0 Rank 2 – 0 Rank 3 – 0 Rank 4 – 0 Rank 5 – 100

NOTE: THE NUMBERS IN EACH BLOCK ARE IN PERCENTAGE

Source: Stakeholder interactions, Frost & Sullivan Analysis

7.4 General industry needs and pain points

In today's dynamic business environment, organizations face a myriad of challenges in managing their human resources effectively.

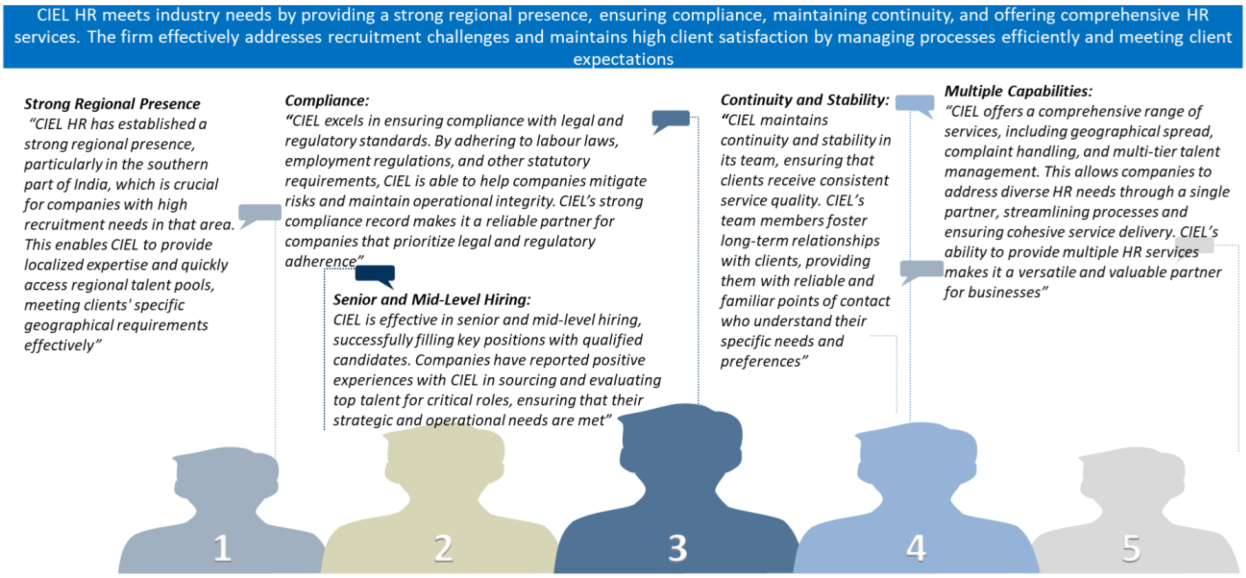
Exhibit 7.6: Needs of the industry basis stakeholder interaction

Key Focus Area	Needs
Comments from Stakeholders	**Strong Regional Presence:** Companies require HR partners with a robust regional presence to ensure that recruitment needs are met efficiently across different locations. This is especially critical for businesses with significant operations in specific regions, such as the southern part of India, where they need localized expertise and quick access to talent pools. **Compliance:** Adherence to legal and regulatory standards is a critical requirement for companies when selecting HR partners. Ensuring compliance with labor laws, employment regulations, and other statutory requirements is essential to mitigate risks and maintain operational integrity. **Continuity and Stability:** Continuity and stability in the HR partner's team are vital for maintaining consistent service quality and fostering long-term relationships. Companies prefer partners whose teams do not frequently change, ensuring familiarity and reliability in service delivery. **Senior and Mid-Level Hiring:** Expertise in senior and mid-level hiring is crucial for companies to fill key positions with qualified and competent candidates. These roles are critical to the organization's strategic and operational success, requiring HR partners who can source and evaluate top talent effectively. **Multiple Capabilities:** Companies look for HR partners that offer a comprehensive range of services, including geographical spread, complaint handling, and multi-tier talent management. This allows them to address diverse HR needs through a single partner, streamlining processes and ensuring cohesive service delivery.

Source: Stakeholder interactions, Frost & Sullivan Analysis

One of the paramount needs is a strong regional presence in HR partners to ensure efficient recruitment and workforce management across various geographical locations. This is particularly critical for companies with substantial operations in specific regions, where localized expertise can significantly expedite the hiring process and enhance the quality of hires. Compliance with legal and regulatory standards is another essential requirement, as it mitigates risks and ensures operational integrity.

Exhibit 7.7: Industry take on how CIEL HR Services Limited is able to address these needs



Source: Stakeholder interactions, Frost & Sullivan Analysis

Companies also seek continuity and stability in their HR partners, valuing long-term relationships and consistent service quality. Expertise in senior and mid-level hiring is crucial for filling strategic roles with competent candidates, which directly impacts the organization's success. Furthermore, businesses prefer HR partners with multiple capabilities, offering a comprehensive range of services that streamline processes and provide cohesive solutions to diverse HR needs.

Exhibit 7.8: Pain points of the industry basis stakeholder interaction

Key Focus Area	Pains
Comments from Stakeholders	**Dealing with Candidates and Filling Up Requirements:** Companies often face challenges in managing the recruitment process efficiently, including sourcing, screening, and onboarding candidates. Delays and inefficiencies in filling positions can impact business operations and growth. **Overall Satisfaction:** Ensuring overall satisfaction with HR services is a significant concern for companies. Dissatisfaction with HR partners can stem from issues such as poor service quality, lack of responsiveness, and unmet expectations, which can hinder HR operations and employee satisfaction.

Source: Stakeholder interactions, Frost & Sullivan Analysis

Despite the critical importance of effective human resource management, companies often encounter significant challenges, or pains, in this area. One major pain point is the difficulty in managing the recruitment process efficiently. Delays and inefficiencies in sourcing, screening, and onboarding candidates can disrupt business operations and impede growth. Another persistent issue is ensuring overall satisfaction with HR services. Dissatisfaction can arise from poor service quality, lack of responsiveness, and unmet expectations, which can negatively affect HR operations and employee morale. These challenges highlight the need for reliable and capable HR partners who can address these pain points and support organizations in achieving their HR objectives. CIEL HR Services Limited addresses these industry pain points by managing recruitment processes effectively, ensuring timely and successful placement of candidates. Despite having limited experience in some areas, CIEL HR Services Limited has demonstrated the ability to handle recruitment efficiently, meeting companies' needs. End user companies have expressed overall satisfaction with the Company’s services, indicating that the firm effectively addresses their HR concerns and meets expectations. This reflects the Company’s commitment to delivering HR services and managing recruitment processes to ensure client needs are met successfully.

8. COMPETITIVE BENCHMARKING

8.1 Operational benchmarking

A. Profile 1: CIEL HR Services Limited

<table>
<tr><td>Company Overview</td><td colspan="6">• Established in 2015 and headquartered in Bengaluru, India, CIEL HR Services Limited specializes in HR solutions including permanent staffing, flexible staffing, talent assessment and development, talent engagement, HR advisory, HR managed services programs and HR platforms such as HRMS, LMS/LXP, compliance and fresher upskilling. CIEL HR was featured in the India 100 annual report of the most valuable and strongest brands by Brand Finance, a leading brand valuation consultancy, in June 2024. The India 100 by Brand Value is the result of an objective assessment of over 250 Indian brands across various sectors, including B2B and B2C. CIEL HR is the only company from the HR industry to be included in the list. The study assigned CIEL HR a brand strength rating of AA and a brand value of USD 30 million. According to the report, "This rapidly growing brand presents a compelling future prospect.</td></tr>
<tr><td>Footprint in India and abroad</td><td colspan="2">• 49 business partners</td><td colspan="2">• 33 locations in India
• 67 offices</td><td colspan="2">• 36,000 associates</td></tr>
<tr><td>Product/Services Offerings</td><td colspan="3">• Talent Assessment and Development
• Talent Engagement
• Learning Experience Platform (LXP)
• HRMS
• Fresher Upskilling
• Regulatory Technology</td><td colspan="3">• Search, Selection and RPO
• Professional Staffing
• Value Staffing
• Payroll & Compliance
• HR Advisory
• Skilling
• Other HR Actions</td></tr>
<tr><td>Industry Coverage</td><td colspan="3">• IT and Outsourcing</td><td colspan="3">• Consumer Goods, Retail and Services</td></tr>
</table>

<table>
<tr><td></td><td>• Manufacturing and Engineering
• Energy and Infrastructure</td><td>• Financial Services
• Pharma and Healthcare</td></tr>
</table>

B. Profile 2: GreytHR

<table>
<tr><td>Company Overview</td><td colspan="6">• Founded in 1994 and based in Bengaluru, India, GreytHR is a HR and payroll software provider. They specialize in automating key HR processes such as payroll management, leave and attendance tracking, and statutory compliance, thereby empowering businesses to streamline their HR operations.</td></tr>
<tr><td>Footprint in India and abroad</td><td colspan="2">• 1 office in India
• 1 office in Dubai</td><td colspan="2">• Presence in 2 locations including India and Middle East</td><td colspan="2">• N.A.</td></tr>
<tr><td>Product/Services Offerings</td><td colspan="3">• HR Software
• Payroll Software
• Leave Management System
• Attendance Management System</td><td colspan="3">• Employee Self Service
• Employee Engagement
• GreytHR Service Status</td></tr>
<tr><td>Industry Coverage</td><td colspan="3">• Financial Services
• Construction
• IT & services
• Hospitality</td><td colspan="3">• Petroleum
• Infrastructure
• Manufacturing
• Education</td></tr>
</table>

C. Profile 3: Peoplestrong Technologies Private Limited

<table>
<tr><td>Company Overview</td><td colspan="6">• Founded in 2006 and based in Gurgaon, India, PeopleStrong is a HR Technology provider. They specialize in tech capabilities that span across the entire employee lifecycle, encompassing Human Capital Management, Payroll, Talent Acquisition & Management, and Collaboration.</td></tr>
<tr><td>Footprint in India and abroad</td><td colspan="2">• 3 offices in India
• 3 offices in Thailand, Singapore and Philippines
• 1 office in Dubai</td><td colspan="2">• Presence in 3 locations including India, Southeast Asia and Middle East</td><td colspan="2">• N.A.</td></tr>
<tr><td>Product/Services Offerings</td><td colspan="3">• Human Capital Management
• Payroll and Workforce Management</td><td colspan="3">• Talent Acquisition
• Talent Management</td></tr>
<tr><td>Industry Coverage</td><td colspan="3">• Banking & Financial Services
• Manufacturing
• IT & IT-enabled services</td><td colspan="3">• Retail
• Pharma & Healthcare</td></tr>
</table>

D. Profile 4: Keka Technologies Private Limited

<table>
<tr><td>Company Overview</td><td>• Founded in 2015 and headquartered in Seattle, Washington, Keka HR provides HR management systems that automate HR processes, reduce mundane tasks, and support</td></tr>
</table>

	strategic decision-making with features like People Data & Analytics, Payroll & Expense Tracking, and Performance Management.		
Footprint in India and abroad	• 1 office in Bengaluru, India • 1 office in Seattle	• Presence in 2 locations including India & United States	• N.A.
Product/Services Offerings	• Payroll Software • Modern HR • Hiring & Onboarding	• Performance & Careers • Time & Attendance • PSA Software	
Industry Coverage	• Finance/BFSI • Manufacturing • IT services & consulting • Hospitality • Retail • Construction	• E-commerce • Pharmaceutical • Media & Entertainment • IT SaaS • Medical & Healthcare • Staffing & recruiting	

E. Profile 5: TeamLease Services Limited

Company Overview	• Founded in the year 2002 and headquartered in Bengaluru, India, TeamLease is a provider of recruitment and human resources services. Their comprehensive offerings are designed to cater various HR needs, including Staffing, Training, and other HR services.		
Footprint in India and abroad	• 5 offices in Delhi, Bangalore, Hyderabad, Mumbai, & Chennai.	• Presence only in India	• N.A.
Product/Services Offerings	• Temporary Staffing • IT Staffing • Payroll Processing • TeamLease Skill University	• Recruitment Services • Regulatory Compliance Services • Learning Services • Apprenticeship Program (NETAP)	
Industry Coverage	• Financial Services • Consumer • Manufacturing	• Telecom • Retail & E-commerce	

F. Profile 6: Quess Corp Limited

Company Overview	• Quess Corp was founded in 2007 and operates in Bangalore, India. The company engages in the sector 'Administrative & Supportive Services'. The company offer a wide range of technology-enabled staffing and managed outsourcing services across various processes, including sales and marketing, customer care, after-sales service, back-office operations, telecom operations, manufacturing operations, facilities and security management, HR and finance & accounting operations, IT and mobility services, and more.		
Footprint in India and abroad	• More than 96 offices across India, South East	• Present in India and overseas	• N.A.

	Asia, North America and the Middle East		
Product/Services Offerings	• Recruitment and staffing • Labour compliance management • Core skills training and development • IT staffing solutions • Workforce management tools	• IFM service • Payroll	
Industry Coverage	• BFSI • FMCG • IT/ITES • Healthcare & Hospitality • E commerce & Logistics	• Agro • Telecom • Retail • Manufacturing	

G. Profile 7: ManpowerGroup India Private Limited

Company Overview	• Established in 1948 and headquartered in Milwaukee, Wisconsin, the U.S., ManpowerGroup Inc (ManpowerGroup) is a provider of workforce solutions and services. The company offers workforce recruitment and assessment, training and professional development, workforce consulting, outsourcing, and career management.		
Footprint in India and abroad	• Present in more than 75+ countries	• Present in India and overseas	• 28000 + employees
Product/Services Offerings	• Workforce recruitment and assessment • Training and professional development • Workforce consulting • Outsourcing	• Career management	
Industry Coverage	• IT • Healthcare & Lifesciences • Finance & Real Estate • Industrial • Automotive • Materials	• Energy • Utilities • Consumer Goods & Services • Transport & Logistics • Communication Services • Others	

H. Profile 8: Darwinbox Digital Solutions Private Limited

Company Overview	• Founded in the year 2015 and headquartered in Hyderabad, India, Darwinbox is a provider of HR management systems. Their platform is designed to handle HR needs, including Workforce Management, Payroll & Expenses, Talent Acquisition, Talent Management, People Analytics, Core HR, and Time & Attendance		
Footprint in India and abroad	• 1 office in San Mateo	• Presence in 4 locations including India, Middle	• N.A.

	• 3 offices in Hyderabad, Bangalore, Gurgaon • 1 office in Dubai • 3 offices in Jakarta, Kuala lumpur, Singapore • 1 office in Hanoi • 1 office in Philippines	East, United States & Southeast Asia	
Product/Services Offerings	• Core HR • Performance Management • People Analytics • Time & Attendance • Engage • Recruitment • Employee Engagement	• Employee onboarding • Rewards & Recognition • Travel & Expense • Payroll • Compensation Planning • Employee Helpdesk	
Industry Coverage	• Banking and Financial Services • IT & ITES • Manufacturing • Retail		

I. Profile 9: Integrated Personnel Services Limited

Company Overview	• Integrated Personnel Services Limited is a listed company on the Indian National Stock Exchange and provides human resource services across India since 2004 with a company headquartered in Mumbai, Maharashtra.		
Footprint in India and abroad	• With its strong networks and connections, it serves in 600+ locations, managing 35000+ associates in pan India	• Pan India	• 35,000+ associates
Product/Services Offerings	• RPO • IT Staffing Services	• Contract Staffing Services	
Industry Coverage	• Infrastructure Sector • Heavy Engineering / Manufacturing Industry • Construction Sector • Energy and Power Industry • Hospitality Sector	• Petrochemical and Refinery Industry • Telecommunication Sector • Banking and Finance Sector • Retail & FMCG Sector • Logistics Sector • Information & Technology Sector	

J. Profile 10: Spectrum Talent Management Limited

<table>
<tr><td>Company Overview</td><td colspan="4">• Incorporated in 2012, Spectrum Talent Management Ltd is in the business of Manpower supply, Recruitment and related services and Trading of Electronic Goods and based out of Noida, India</td></tr>
<tr><td>Footprint in India and abroad</td><td>• Company has presence in 4 locations which includes India, UAE, UK and the U.S. A</td><td colspan="2">• Present in India and overseas</td><td>• N.A.</td></tr>
<tr><td>Product/Services Offerings</td><td colspan="2">• Search & selection
• RPO</td><td colspan="2">• Permanent recruitment
• Staffing</td></tr>
<tr><td>Industry Coverage</td><td colspan="2">• IT
• Fintech
• E commerce
• Pharma</td><td colspan="2">• Technology
• Consulting
• Manufacturing</td></tr>
</table>

K. Profile 11: Betterplace

<table>
<tr><td>Company Overview</td><td colspan="2">• BetterPlace started in 2015 is a human capital SaaS platform in Asia that enables enterprises to manage the lifecycle of frontline workers. It offers HRMS solutions including discovery, hiring, onboarding, background verification, payroll, upskilling, and services like vendor management, workforce fulfilment, insurance, and credit.</td></tr>
<tr><td>Footprint in India and abroad</td><td>• The company's technology solution is available in 500 locations across the APAC, India, and GCC regions.</td><td>Present in India and overseas</td></tr>
<tr><td>Product/Services Offerings</td><td>• HRMS platform
• Onboarding suite</td><td>• Workforce management
• Vendor management</td></tr>
<tr><td>Industry Coverage</td><td>• BFSI
• Logistics
• E Commerce
• IT</td><td>• Manufacturing
• Pharmaceuticals
• Real Estate</td></tr>
</table>

L. Profile 12: Info Edge (India) Limited

<table>
<tr><td>Company Overview</td><td colspan="2">• Info Edge is online classified company with a diverse portfolio of brands including naukri.com, 99acres.com, jeevansathi.com, and shiksha.com. In addition to its core businesses, Info Edge acts as an investor, having invested in numerous start-ups in the online space, and is actively expanding its investment portfolio. The company was founded in 1997 and is widely used in India and the Middle East with headquarters based out of Noida, India.</td></tr>
<tr><td>Footprint in India and abroad</td><td>• The company has 62 offices located in 43 cities throughout India</td><td>• Present in India</td></tr>
<tr><td>Product/Services Offerings</td><td>• Recruitment</td><td>• Classifieds</td></tr>
<tr><td>Industry Coverage</td><td>• Real Estate
• Education</td><td>• Matrimony</td></tr>
</table>

8.2 Financial benchmarking

Exhibit 8.1: Revenue from the operation of key competitors, value (in INR Million), Y-o-Y Revenue Growth (in %), EBITDA (in INR Million), EBITDA Margin (in %), FY2021 – FY2024

Competitors	Revenue from Ops. (INR Mn)				YoY Growth (in %)				EBITDA (INR Mn)				EBITDA Margin (in %)			
	FY2021	FY2022	FY2023	FY2024	FY2021	FY2022	FY2023	FY2024	FY2021	FY2022	FY2023	FY2024	FY2021	FY2022	FY2023	FY2024
CIEL HR	3,054.7	5,195.2	7,996.4	10,857.4	9.6%	70.1%	53.9%	35.8%	30.6	111.2	73.2	241.6	1.0%	2.1%	0.9%	2.2%
BetterPlace	508.0	2,753.9`	5,230.8	NA	28.7%	442.1%	89.9%	NA	-138.8	-770.4	-1,280.3	NA	-27.3%	-28.0%	-24.5%	NA
Darwinbox	500.2	1,167.3	2,240.4	NA	97.7%	133.4%	91.9%	NA	-76.5	-542.1	-1300.7	NA	-15.3%	-46.4%	-58.1%	NA
GreytHR	413.4	539.6	713.4	NA	9.9%	30.5%	32.2%	NA	-46.0	-78.1	-254.5	NA	-11.1%	-14.5%	-35.7%	NA
Keka HR	145.0	248.8	481.6	NA	79.0%	71.6%	93.6%	NA	13.5	-42.3	-270.9	NA	9.3%	-17.0%	-56.3%	NA
Manpower Group	16,621.6	16,958.4	19,212.8	NA	-8.9%	2.0%	13.3%	NA	244.0	340.5	375.6	NA	1.5%	2.0%	2.0%	NA
Quess Corp	1,08,369.0	1,36,917.8	1,71,583.9	1,91,001.3	-1.4%	26.3%	25.3%	11.3%	5,032.0	6,432.9	6,120.0	7,228.9	4.6%	4.7%	3.6%	3.8%
Spectrum Talent	3,023.8	4,832.2	7,680.4	10,162.0	-6.4%	59.8%	58.9%	32.3%	55.0	161.7	243.4	118.4	1.8%	3.3%	3.2%	1.2%
Teamlease	48,814.6	64,798.2	78,700.0	93,215.3	-6.1%	32.7%	21.5%	18.4%	1,332.3	1,621.0	1,662.1	1,769.8	2.7%	2.5%	2.1%	1.9%
Peoplestrong	1,262.8	2,276.2	2,688.0	NA	-4.3%	80.2%	18.1%	NA	-167.8	-278.3	-769.8	NA	-13.3%	-12.2%	-28.6%	NA
Integrated Personnel Services	1,383.9	1,695.1	1,975.4	NA	-18.1%	22.5%	16.5%	NA	54.2	69.7	87.8	NA	3.9%	4.1%	4.4%	NA
InfoEdge	11,280.0	15,890.3	23,456.9	25,363.4	-14.0%	40.9%	47.6%	8.1%	2,187.8	30,749.6	7,302.1	11,120.0	19.4%	193.5%	31.1%	43.8%

Source: Annual Reports of Companies published in RoC, MCA; Frost & Sullivan Analysis

Revenue growth = (Current year revenue – previous year revenue)/ previous year revenue

Exhibit 8.2: PAT (in INR Million, PAT Margin (in %), RoE (in %), RoCE (in %), FY2021 – FY2024

Competitors	PAT (INR Mn)				PAT Margin (in %)				RoE				RoCE			
	FY2021	FY2022	FY2023	FY2024	FY2021	FY2022	FY2023	FY2024	FY2021	FY2022	FY2023	FY2024	FY2021	FY2022	FY2023	FY2024
CIEL HR	8.3	71.4	-31.5	108.5	0.3%	1.4%	-0.4%	1.0%	17.6%	52.5%	-8.9%	13.1%	18.8%	40.7%	7.1%	17.0%
BetterPlace	-181.8	-895.2	-1,320.1	NA	-35.8%	-32.5%	-25.2%	NA	-19.5%	-47.5%	-201.4%	NA	-17.2%	-46.1%	-181.6%	NA
Darwinbox	-87.1	-657.2	-1,582.5	NA	-17.4%	-56.3%	-70.6%	NA	-4.2%	-8.3%	-21.4%	NA	-4.6%	-8.2%	-19.2%	NA
GreytHR	-99.7	-131.6	-323.0	NA	-24.1%	-24.4%	-45.3%	NA	-97.0%	609.3%	108.6%	NA	-28.2%	-16.9%	-83.5%	NA
KekaHR	13.0	-46.0	-287.8	NA	9.0%	-18.5%	-59.7%	NA	-129.3%	85.7%	-17.8%	NA	-302.5%	100.1%	-17.2%	NA
Manpower Group	66.1	358.3	302.0	NA	0.4%	2.1%	1.6%	NA	5.3%	22.4%	15.9%	NA	11.4%	14.8%	14.9%	NA
Quess Corp	736.9	2,509.8	2,229.1	2,804.0	0.7%	1.8%	1.3%	1.5%	3.1%	10.3%	8.7%	10.3%	9.0%	14.1%	10.1%	12.1%
Spectrum Talent	46.9	152.5	278.1	116.0	1.6%	3.2%	3.6%	1.1%	23.9%	54.6%	49.8%	7.9%	22.6%	39.3%	37.7%	7.0%
Teamlease	784.7	394.5	1,115.5	1,126.6	1.6%	0.6%	1.4%	1.2%	12.0%	5.6%	13.6%	13.9%	13.0%	14.3%	12.2%	12.4%
Peoplestrong	-264.9	-341.7	-837.1	NA	-21.0%	-15.0%	-31.1%	NA	-63.6%	-44.5%	-99.6%	NA	-51.2%	-36.6%	-83.0%	NA
Integrated Personnel Services	20.1	36.1	45.3	NA	1.5%	2.1%	2.3%	NA	14.8%	21.0%	14.0%	NA	24.2%	26.1%	20.0%	NA
InfoEdge	14,180.3	1,28,822.3	-704.6	5,945.5	125.7%	810.7%	-3.0%	23.4%	25.9%	71.4%	-0.5%	1.9%	3.1%	15.7%	4.3%	2.9%

Source: Annual Reports of Companies published in RoC, MCA; Frost & Sullivan Analysis

PAT Margin has been calculated as restated profit for the year during the given period as a percentage of total income during that period. Return on Equity has been calculated as restated profit for the period/ shareholder's equity. Return on capital employed has been calculated as restated profit before tax / by capital employed where capital employed is sum of tangible net worth (less intangible assets including goodwill), total debt, and deferred tax liabilities.

Exhibit 8.3: Debt/Equity, Inventory Days, Trade Receivable Days and Trade Payable Days, FY2021 – FY2024

Competitors	Debt/Equity				Inventory Days				Trade Receivable Days				Trade Payable Days			
	FY2021	FY2022	FY2023	FY2024	FY2021	FY2022	FY2023	FY2024	FY2021	FY2022	FY2023	FY2024	FY2021	FY2022	FY2023	FY2024
CIEL HR	2.00	0.80	0.36	0.07	NA	NA	NA	NA	16	28	36	43	19	35	90	113
BetterPlace	0.01	0.00	0.01	NA	NA	26	45	NA	41	33	27	NA	211	59	45	NA
Darwinbox	0.00	0.00	0.00	NA	NA	NA	NA	NA	47	100	95	NA	41	48	91	NA
GreytHR	0.00	-23.82	-1.73	NA	NA	NA	NA	NA	22	40	46	NA	25	52	42	NA
KekaHR	0.00	0.00	0.00	NA	NA	NA	NA	NA	1	2	4	NA	9	42	60	NA
Manpower Group	0.20	0.16	0.07	NA	NA	NA	NA	NA	34	79	80	NA	308	581	506	NA
Quess Corp	0.05	0.02	0.01	0.00	26	37	21	13	15	29	29	29	25	39	31	32
Spectrum Talent	0.03	0.02	0.01	0.01	NA	4	5	3	15	25	24	25	7	120	132	128
Teamlease	0.00	0.00	0.00	0.00	NA	NA	NA	NA	10	18	17	16	55	82	89	92
Peoplestrong	0.06	0.03	0.02	NA	NA	NA	NA	NA	76	107	110	NA	40	49	41	NA
Integrated Personnel Services	0.62	0.68	0.37	NA	NA	NA	NA	NA	39	67	72	NA	36	64	38	NA
InfoEdge	0.00	0.00	0.00	0.00	NA	NA	NA	NA	1	4	3	2	172	405	189	207

Source: Annual Reports of Companies published in RoC, MCA; Frost & Sullivan Analysis

Debt to equity ratio has been calculated as total debt divided by shareholder's equity; Total Debt = Long-Term borrowings + Short-Term borrowings + Current portion of long-term debt. Inventory days has been calculated as average inventory/cost of goods sold or revenue multiplied by 365; Trade receivable days has been calculated as average trade receivables/cost of goods sold or revenue multiplied by 365; Trade payable days has been calculated as average trade payables/cost of goods sold or revenue multiplied by 365. CIEL HR Services Ltd consolidated total revenue was INR 3,054 million, INR 5,195 million and INR 7,996 million in FY2021, FY2022, and FY2023 respectively. The profit after taxation was INR 8.3 million, INR 71.4 million, and INR -31.5 million for the same period. This represents a CAGR growth of 62% in revenue between FY2021 and FY2023, while the industry CAGR grew at ~18.0 -20.0% during the same period. The HR solutions industry average CAGR was ~18.1% between Fiscal 2021 and Fiscal 2024. The company has been ranked as one of the top 20 fastest growing HR services companies in India with the largest geo-presence by the Staffing Industry Analyst (SIA) in their report published in February 2021 on 'Largest Staffing Companies in India'. EBITDA is calculated as the sum of profit after tax, income tax, finance cost and depreciation. EBITDA margin is calculated as EBITDA divided by total revenue. Total revenue is calculated as revenue from operations and other income.

Note: Subsidiaries of Betterplace are as follows:
Betterplace Safety Solutions Pvt. Ltd. (Holding company)
Aasanjobs Pvt. Ltd. (Subsidiary)

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. Prospective investors should read "Forward-Looking Statements" on page 26 for a discussion of the risks and uncertainties related to those statements along with "Risk Factors", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 28, 291 and 371, respectively, for a discussion of certain factors that may impact 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 Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2022, 2023 and 2024, and three month period ended June 30, 2024, included herein is based on or derived from our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. Additionally, please refer to "Definitions and Abbreviations" on page 1 for certain terms used in this section.

*Unless otherwise indicated, the industry and market data used in this section has been derived from the industry report titled "Industry Report on Human Resources Management Services Market in India" dated November 19, 2024 (the "**F&S Report**"), which has been prepared for the purpose of the Offer and issued by Frost & Sullivan and is exclusively commissioned for an agreed fee and paid for by the Company in connection with the Offer. Frost & Sullivan was appointed by our Company pursuant to an engagement letter dated May 21, 2024. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. Further, the F&S Report was prepared on the basis of information as of specific dates and opinions in the F&S Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. A copy of the F&S Report will be available on the website of our Company at https://cielhr.com/investors/industry-report. For more information and risks in relation to commissioned reports, see "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Frost & Sullivan exclusively commissioned and paid for by us for such purpose and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 51. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 25.*

Unless the context otherwise requires, in this section, references to "our Company" or "the Company" refers to CIEL HR Services Limited on a standalone basis, and references to "we", "us", "our" refers to CIEL HR Services Limited and its Subsidiaries on a consolidated basis.

Overview

We are the only company in India that offers a comprehensive suite of technology-driven human resources solutions across the entire human resource chain impacting every part of the employee lifecycle as of June 30, 2024. (*Source: F&S Report*) We offer multiple human resource services and technology platforms catering to the needs of a wide range of sectors. Our human resource services offer targeted support in recruitment, staffing, payroll processing, strategic HR advisory, and skill development, thereby enabling organizations to attract, retain, and develop top talent effectively. Complementing these services are our technology platforms which provide mechanisms for evaluating employee competencies, enhancing learning experiences, managing employee lifecycle, upskilling, ensuring regulatory compliance, and fostering workforce engagement. Our revenue from operations achieved a CAGR of 62.00% between Fiscal 2021 and Fiscal 2024. The HR solutions industry average CAGR was approximately 18.1% between Fiscal 2021 and Fiscal 2024. (*Source: F&S Report*)

Set out below are the various human resource services ("**HR Services**") and technology platforms ("**HR Tech Platforms**") provided by us:

Sr. No.	HR Service	Brand
1.	Professional staffing	CIEL® HR inspired by science
2.	Value staffing	
3.	Search, selection and recruitment process outsourcing	
4.	HR managed services	MA FOI A CIEL HR GROUP COMPANY
5.	HR advisory	
6.	Skilling	CIEL® SKILLS & CAREERS

Sr. No.	HR Tech Platform	Brand
1.	Talent Assessment and Development	JOMBAY A CIEL HR GROUP COMPANY
2.	Talent Engagement	WOW
3.	Employee learning experience	courseplay A CIEL HR GROUP COMPANY
4.	Human resource management system	hf HfactoR A CIEL HR GROUP COMPANY
5.	Fresher upskilling	ProSculpt
6.	Statutory compliance management	ezYCOMP EASY, ACCURATE AND RELIABLE

Further, set out below is the contribution of our HR Services and HR Tech Platforms to our revenue from operations as well as the EBITDA margin for the periods indicated:

Segment*	Fiscal 2022			Fiscal 2023			Fiscal 2024			Three month period ended June 30, 2024		
	Segmental revenue *(in ₹ million)*	**% contribution to Total segmental revenue**	**EBITDA margin (%)**	**Segmental revenue *(in ₹ million)***	**% contribution to Total segmental revenue**	**EBITDA margin (%)**	**Segmental revenue *(in ₹ million)***	**% contribution to Total segmental revenue**	**EBITDA margin (%)**	**Segmental revenue *(in ₹ million)***	**% contribution to Total segmental revenue**	**EBITDA margin (%)**
HR Services	5,278.30	99.78	2.19	7,996.00	99.14	0.66	10,625.25	96.82	1.36	3,181.36	96.77	1.71
HR Tech Platforms	11.42	0.22	(60.79)	69.49	0.86	13.48	349.29	3.18	31.54	106.05	3.23	28.23
Total	**5,289.72**	**100.00**	-	**8,065.49**	**100.00**	-	**10,974.54**	**100.00**	-	3,287,41	**100.00**	-

* *Including inter segment revenue.*

Across our entire solutions offerings, we cater to a broad spectrum of industries. During Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024, we served 4,019 customers. Some of our key customers include, Scootsy Logistics Private Limited (a wholly owned subsidiary of Swiggy Limited), Puma Sports India Private Limited, Niva Bupa Health Insurance Company Limited, Axis Bank Limited, Brigade Enterprises Limited, Blue Star Limited and Aditya Birla Group. Set out below are contributions to our revenue from operations for the periods indicated, from the key sectors in which our customers operate:

Key Sectors	Fiscal 2022		Fiscal 2023		Fiscal 2024		Three month period ended June 30, 2024	
	Revenue from operations *(in ₹ million)*	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations *(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations *(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations *(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**
Consumer, Retail and Service	2,101.05	39.83	3,249.58	40.64	3,691.17	34.00	957.90	29.46
Manufacturing and engineering	1,461.73	27.71	2,630.53	32.90	3,341.13	30.77	959.00	29.49
IT/ ITES	330.12	6.26	435.29	5.44	1,039.95	9.58	345.85	10.64
Energy, Process and Infrastructure	550.97	10.44	580.71	7.26	644.86	5.94	175.29	5.39
Agriculture	415.97	7.88	369.56	4.62	587.61	5.41	168.04	5.17
Construction	50.00	0.95	71.23	0.89	409.34	3.77	199.91	6.15
BFSI	110.67	2.10	216.87	2.71	330.75	3.05	81.38	2.50
Pharmaceuticals and life sciences	38.89	0.74	77.19	0.97	154.13	1.42	54.35	1.67

Key Sectors	Fiscal 2022		Fiscal 2023		Fiscal 2024		Three month period ended June 30, 2024	
	Revenue from operations ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations** ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations** ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations** ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**
Logistics	87.25	1.65	102.08	1.28	149.62	1.38	32.11	0.99
Education / EdTech	70.97	1.35	74.21	0.93	95.74	0.88	24.18	0.74
Automotive	4.72	0.09	12.86	0.16	38.24	0.35	33.08	1.02
MEH (Media, Entertainment, and Hospitality)	0.72	0.01	0.75	0.01	12.87	0.12	0.40	0.01
Telecom	-	-	-	-	7.58	0.07	1.81	0.06
Staffing	-	-	0.64	0.01	4.45	0.04	0.93	0.03
Mining	-	-	-	-	0.34	-	-	-
Chemical	-	-	-	-	0.19	-	-	-
Others	52.42	0.99	174.83	2.19	349.39	3.22	217.59	6.69
Total	**5275.48**	**100.00**	**7996.35**	**100.00**	**10857.35**	**100.00**	**3251.81**	**100.00**

Our business operates on asset-light model which is scalable due to low capital expenditure requirements. While our Company runs 18 offices, we have expanded our presence across the country through a business partnership model wherein we enter into agreements with business partners who possess expertise in the HR solutions industry. These business partners open offices in various locations using our brand name and source and service customers on our behalf. This model serves as a source of revenue enabling deeper market penetration. As on June 30, 2024, we have (i) 49 business partners across 33 locations; and (ii) 67 offices across India out of which 49 have been opened and are run by business partners, with a notable presence in tier two and three cities maintaining a significant footprint in the HR solutions sector in India. (*Source: F&S Report*)

In addition to being asset-light, we have a proven track record of inorganic growth through acquisitions and successful integration of the acquired businesses. We have successfully acquired and integrated the following companies during the last three Fiscals and the three month period ended June 30, 2024:

Sr. No.	Name of company	Capabilities acquired
1.	Next Leap Career Solutions Private Limited (**Jombay**)	Talent assessment, development and engagement platform
2.	Aargee Staffing Services Private Limited	Professional staffing services in IT/ ITeS
3.	Firstventure Corporation Private Limited (**Courseplay**)	Learning experience platform, Learning management system, Recruitment automation

We are focused on acquiring those businesses which enable us to access new clients, new sectors and/ or new services and platforms, thereby improving our synergies and profit margins. See, "*- Our Competitive Strengths – Proven track record of inorganic growth, integration and augmented financial performance*" on page 230. Further, our Company has also acquired 51% of the shareholding in each of People Metrics Private Limited and Thomas Assessments Private Limited pursuant to the share purchase agreement dated October 4, 2024. As on the date of this Draft Red Herring Prospectus, People Metrics Private Limited and Thomas Assessments Private Limited are subsidiaries of the Company. See, "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Thomas Assessments Private Limited and People Metrics Private Limited*" on page 258.

Our Promoters, Aditya Narayan Mishra (Managing Director and CEO), Santhosh Kumar Nair (Executive Director and COO) and Doraiswamy Rajiv Krishnan (Executive Director) have significantly contributed to our Company's growth, leveraging their years of experience and industry knowledge to drive strategic decisions and long-term success. Additionally, our Promoter Chairperson, Pandiarajan Karuppasamy and our Promoter Director, Hemalatha Rajan have a combined experience of over 43 years in the human resources industry. They were the original promoters of Ma Foi Management Consultants Private Limited ("**Erstwhile Ma Foi**"), an HR company which was subsequently acquired by a global staffing company.

We have been recognized as 'Great Place to Work' in the 'Mid-Size Organisations' by Great Place to Work Institute, India from January, 2024 to January, 2025 and received the ISO 9001:2015 certificate in accordance with QACS International Private Limited. For details, see "*History and Certain Corporate Matters – Awards, accreditations and recognition*" on page 256.

The table below sets out some of our financial performance measures as at the dates and for the periods indicated below.

Particulars	Fiscal			Three month period ended
	2022	2023	2024	June 30, 2024
Revenue from operations [1] *(₹ million)*	5,275.48	7,996.35	10,857.35	3,251.81
Revenue growth rate YoY [2] (%)	NA	51.58	35.78	NA
Gross profit [3]	392.92	636.07	994.88	306.67
Gross margin[4] (%)	7.45	7.95	9.16	9.43
EBITDA[5] *(₹ million)*	108.84	62.35	216.95	70.95
EBITDA Margin[6] *(%)*	2.06	0.78	2.00	2.18
Adjusted EBITDA [7] (*₹ million*)	108.92	125.97	253.95	72.79
Adjusted EBITDA margin [8] (%)	2.06	1.58	2.34	2.24
Profit/(loss) for the period/year ended [9] *(₹ million)*	68.75	(31.53)	108.48	31.71
Profit/(loss) for the period/year ended Margin[10] (%)	1.30	(0.39)	1.00	0.98
ROE[11] (%)	193.99	(9.39)	12.90	16.09
ROCE[12] (%)	25.67	4.58	13.18	15.43
Net cash flows/used in operating activities [13] (₹ *million*)	(71.16)	(171.56)	(52.55)	53.39
D/E [14]	9.38	1.72	0.79	0.80
WC Days [15]	8	10	14	13
DC [16]	19,842	25,831	34,516	36,145
Dividend [17] (%)	10.00	12.00	14.00	NA
Revenue from operations – HR Services [18] (₹ *million*)	5,278.30	7,996.00	10,625.25	3,181.36
Segmental GP Contribution - HR Services [19]	395.74	635.72	762.78	236.22
Segmental EBITDA Contribution - HR Services [20]	115.79	52.98	144.32	54.33
Revenue from operations – HR Tech Platform [21] (₹ *million*)	11.42	69.49	349.29	106.05
Segmental GP Contribution - HR Tech Platforms [22]	11.42	69.49	349.29	106.05
Segmental EBITDA Contribution – HR Tech Platforms [23]	(6.94)	9.37	110.18	29.94

As certified by Manian & Rao, Chartered Accountants, through their certificate dated November 19, 2024.

Notes:

(1) Revenue from operations is as per Restated Financial Information.
(2) Revenue from operations growth (%) refers to growth in the revenue from operations over the years
(3) Gross Profit : Revenue from operations as reduced by the Direct cost
(4) Gross Profit margin: Gross Profit/ revenue from operations
(5) EBITDA: Sum of Profit/(loss) for the year, Total tax expense, Finance costs, Depreciation and amortization expense & Exceptional items as reduced by other income.
(6) EBITDA margin (%): EBITDA for the relevant financial divided by Revenue from operations
(7) Adjusted EBITDA : Employee Stock Option Scheme Compensation + Performance Bonus(Next LeapCarrer Solution Private Limited) s-Corporate and HR Event(Next LeapCarrer Solution Private Limited)s-Exchange Gain
(8) Adjusted EBITDA margin (%): Adjusted EBITDA for the relevant financial divided by Revenue from operations
(9) Profit for the year/period year is as per Restated Consolidated Financial Information.
(10) Profit Margin is calculated by dividing profit for the period/year to revenue from operations for the year/period
(11) Return on Equity: Profit/(Loss) for the period/year attributable to Owners of the parent divided by Equity attributable to owners of the parent
(12) Return on Capital Employed : Earnings Before Interest and Tax divided by Capital Employed(Total Equity+ Non Current Borrowings+ Current Borrowings+ Non Current Lease Liabilities+ Current Lease Liabilities- Cash and Cash Equivalents- Bank balances other than cash and cash equivalents)
(13) Net cash flows/used in operating activities as per Restated Financial information
(14) Debt to Equity Ratio : Total debt/ Equity attributable to owners of the parent
*(15) Working Capital Days : = ((Total Current Assets – Total Current liabilities +Financial Liability payable to non-controlling shareholders)/Revenue from Operations)*365/90*
(16) Deputee Count
(17) Dividend % is calculated as = Amount of dividend paid for the respective year divided by the equity share capital as at the end of respective year.
(18) Revenue from Operations - H R Services as per Restated Financial Statements including inter segment revenue
(19) HR Services Segment Gross Profit Contribution= Revenue from operations of the HR Services including inter segment revenue – Direct expenses
(20) Sum of HR Services Segment profit, Depreciation and Amortization Expenses as reduced by Inter-segment revenues
(21) Revenue from Operations – HR Tech as per Restated Financial Statements including inter segment revenue
(22) HR Tech segment Gross Profit Contribution= Revenue from operations of the HR Tech including inter segment revenue – Direct expenses
(23) Sum of HR Tech Segment profit, Depreciation and Amortization Expenses as reduced by Inter-segment revenues.

Our Competitive Strengths

Only technology driven and integrated human resources solutions company in India covering all aspects of the human resource value chain

As of June 30, 2024 we are the only company in India that offers a comprehensive suite of technology-driven human resources solutions across the entire human resource chain impacting every part of the employee lifecycle. (*Source: F&S Report*) While our Company commenced its business as an HR services and staffing company, pursuant to acquisitions and in-house development of various technology platforms since Fiscal 2022, we have transformed ourselves into a comprehensive technology driven HR Solutions provider. Subsequent to our focus towards technology platforms, our EBITDA of 0.78% as of March 31, 2023 grew to 2.00% as of March 31, 2024. Following are the HR Solutions we offer:

HR Services

- Professional staffing: Our Company and one of our Subsidiaries, CIEL Technologies Private Limited, provide organisations with professionals who possess niche, specialised skills across IT and engineering roles on a contractual basis allowing organisations with access to niche talent on short and long-term projects, as required.

- Value staffing: Our Company and one of our Subsidiaries, Aargee Staffing Services Private Limited provide organisations across varying sectors with resources through a flexible model for a fixed duration without increasing permanent headcount and long-term employee costs for these organisations. Additionally, our Company is a licensed TPA under the NAPS programme to help organisations run apprenticeship programmes right from recruiting the apprentices to managing their entire lifecycle.

- Search, selection and recruitment process outsourcing ("**SSR**"): Our Company (i) offers services for recruitment of strategic roles such as CXOs, leadership positions and high-impact roles where our consultants use a well-defined process to leverage their network and find the best match for a role; (ii) enters into contracts with organisations to help their internal teams fill up vacancies on an ongoing basis; and (iii) offers recruitment process outsourcing services for companies seeking to outsource a significant portion of their recruitment needs which typically includes creating job descriptions, screening, conducting background checks and onboarding process.

- HR managed services: Ma Foi Strategic Consultants Private Limited offers a comprehensive payroll management solution that integrates technology and streamlines processes. Our services cover leaves and attendance management, verification of employee investments and claims, payroll calculation, and the generation of payslips and statutory reports. Additionally, employees can access relevant employment details through a self-service portal, simplifying HR administration for businesses. These solutions can be delivered through our HR Tech Platform, HfactoR, or via the software/portals of our customers. We also provide labour law compliance services, including remitting statutory dues, filing returns, maintaining statutory registers, and liaising with government offices to address complex queries and disputes. In some cases, these services may be fulfilled using our platform, EzyComp.

- HR advisory: Human capital management services such as design of organizational structures, strategic workforce planning, refining HR policies, and crafting competitive compensation and rewards strategies are provided by one of our Subsidiaries, Ma Foi Strategic Consultants Private Limited. In parallel, our business growth and transformation services cover sales strategy and enablement, digital transformation, supply chain management, and project management. Our strategies are tailor-made for customers to align with the culture, vision and mission unique to them. To strengthen our delivery and business development efforts, we've created an in-house portal called EzyConseil, which links senior freelance consultants with clients.

- Skilling: CIEL Skills and Careers Private Limited, a Subsidiary of our Company, offers skilling, training and placement under government initiatives such as Deen Dayal Upadhyaya Grameen Kaushalya Yojana (Ministry of Rural Development, GoI), Pradhan Mantri Kaushal Vikas Yojana (Ministry of Skill Development and Entrepreneurship, GoI) and Electronics System Design and Manufacturing (Ministry of Communications and Information Technology, GoI) across different sectors. Suitable candidates are identified for the skilling projects, trained and are placed in varied industries. Further, CIEL Skills has experience in designing and deploying large scale CSR projects for Indian companies.

HR Tech Platforms

- Talent Assessment and Development: Our Subsidiary, Next Leap Career Solutions Private Limited, offers a talent assessment and development HR Tech Platform, Jombay, which evaluates the leadership potential of employees using scientific assessment tools such as personality assessments, cognitive assessments, and behavioral assessments as well as identifies points of improvement and creates a development journey for them. Jombay works with organizations to help them identifies the right talent for the right roles and aims to foster future leaders internally.

  Additionally, our Subsidiaries, Thomas Assessments Private Limited and People Metrics Private Limited offer standard psychometric tools developed by a global assessment company and tailor made solutions, respectively, for talent assessment.

- Talent Engagement: Jombay also has an employee engagement diagnostic platform, Workplace of Winners to gauge workforce satisfaction through an innovative method of gathering employee feedback through a series of open-ended questions and stories. Jombay deploys large language models, an AI system capable of understanding and generating human language by processing vast amounts of text data, to interpret the feedback, pinpoint areas for improvement and suggest action plans for the managers. We believe that this promotes a positive work environment, reduce attrition and lead to a productive workforce.

- Employee learning: Our Subsidiary, Firstventure Corporation Private Limited operates Courseplay, a learning experience platform for enterprise employees. It functions as an employee's personal learning guide. Courseplay uses technology to tailor each employee's learning experience. It analyzes an employee’s skills and knowledge, identifies any gaps, and then recommends the best learning programs and resources to help fill those gaps. The platform not only provides learners with the appropriate content but also leverages AI application programming interfaces to generate quizzes to assess their understanding and translate content into multiple languages.

- Human resource management system: HfactoR, a SaaS based HR Tech Platform offered by our Subsidiary, Integrum Technologies Private Limited, helps organisations streamline core HR functions such as leave request management, attendance monitoring, automated payroll calculations, expense management and employee lifecycle management, among others as well as strategic HR functions. This HR Tech Platform utilises AI to help organisations score resumes in their repository to recommend the ones matching best with job requirements. Further, depending on the needs of the organisation, this platform may be customised.

- Fresher upskilling: Our Subsidiary, CIEL Skills and Services Private Limited offers the platform, ProSculpt which enhances skill development by aligning academic education with practical industry needs. It supports educational institutions in evaluating and training students and facilitates placement of graduates. Using data-driven insights, it recommends industry-aligned curriculum and optimizes placement processes. Helevate, an HR training program by Prosculpt equips HR students with practical skills and knowledge essential for success as HR operations professionals.

- Statutory compliance management: Our subsidiary, Ma Foi Strategic Consultants Private Limited, by way of its HR Tech Platform EzyComp enables organizations to ensure compliance with various central and state labour laws in India. Organisations have access to a compliance dashboard which plans the compliance calendar, automatically generates statutory documents such as wage, leave and accident registers basis the nature of establishment, place and nature of operations, audits compliance activities, provides actionable insights to address compliance gaps, assign roles and responsibilities to address gaps, if any, to avoid risk of non-compliance.

Our integrated services provide a single point of access for our customers to address a variety of their HR needs, saving them time and effort in finding multiple partners for different areas of expertise. During Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024, 15.77%, 14.26%, 10.24% and 10.49%, respectively, of our total customers availed more than one of our HR Services and/ or used more than one of our HR Tech Platforms. We believe that our HR Tech Platforms are robust and offer high levels of utility and functionality that can manage the demands of a rapidly scaling business.

Diversified business across multiple industries with long standing client relationships and growing wallet size

During Fiscals 2022, 2023 and 2024, and the three month period ended June 30, 2024, we served 4,019 customers. Across our entire solutions offerings, we have a diverse customer base from a variety of industries as demonstrated below. Our diverse clientele ensures a sustained and stable revenue flow, unaffected by adverse challenges within a specific sector:

Key Sectors	**Fiscal 2022**		**Fiscal 2023**		**Fiscal 2024**		**Three month period ended June 30, 2024**	
	Revenue from operations ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations** ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations** ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations** ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**
Consumer, Retail and Service	2,101.05	39.83	3,249.58	40.64	3,691.17	34.00	957.90	29.46
Manufacturing and engineering	1,461.73	27.71	2,630.53	32.90	3,341.13	30.77	959.00	29.49
IT/ ITES	330.12	6.26	435.29	5.44	1,039.95	9.58	345.85	10.64
Energy, Process and Infrastructure	550.97	10.44	580.71	7.26	644.86	5.94	175.29	5.39
Agriculture	415.97	7.88	369.56	4.62	587.61	5.41	168.04	5.17
Construction	50.00	0.95	71.23	0.89	409.34	3.77	199.91	6.15
BFSI	110.67	2.10	216.87	2.71	330.75	3.05	81.38	2.50
Pharmaceuticals and life sciences	38.89	0.74	77.19	0.97	154.13	1.42	54.35	1.67
Logistics	87.25	1.65	102.08	1.28	149.62	1.38	32.11	0.99

Key Sectors	Fiscal 2022		Fiscal 2023		Fiscal 2024		Three month period ended June 30, 2024	
	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)
Education / EdTech	70.97	1.35	74.21	0.93	95.74	0.88	24.18	0.74
Automotive	4.72	0.09	12.86	0.16	38.24	0.35	33.08	1.02
MEH (Media, Entertainment, and Hospitality)	0.72	0.01	0.75	0.01	12.87	0.12	0.40	0.01
Telecom	-	-	-	-	7.58	0.07	1.81	0.06
Staffing	-	-	0.64	0.01	4.45	0.04	0.93	0.03
Mining	-	-	-	-	0.34	-	-	-
Chemical	-	-	-	-	0.19	-	-	-
Others	52.42	0.99	174.83	2.19	349.39	3.22	217.59	6.69
Total	**5275.48**	**100.00**	**7996.35**	**100.00**	**10857.35**	**100.00**	**3251.81**	**100.00**

Additionally, set out below is the revenue of operations we derived from our top 10, top 15 and top 20 customers and customer groups (identified as customers forming a part of the same corporate group) for the periods indicated:

Customer/ Customer group	Fiscal 2022		Fiscal 2023		Fiscal 2024		Three month period ended June 30, 2024	
	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)	Revenue from operations *(in ₹ million)*	Percentage contribution to Revenue from operations (%)
Top 10	2,332.54	44.21	3,747.45	46.8%	4,218.15	38.85	1,179.38	36.27
Top 15	2,813.44	53.33	4,402.32	55.05	5,106.17	47.03	1,444.31	44.42
Top 20	3,136.15	59.45	4,859.19	60.77	5,754.59	53.00	1,661.94	51.11

Further, the table below showcases the growing wallet sizes of certain of our customers and/ or customer groups between Fiscals 2022 and 2024 in terms of revenue from operations:

(in ₹ million)

Customer	Fiscal 2022	Fiscal 2023	Fiscal 2024
Customer 1	357.93	380.46	431.81
Customer Group 1	274.14	319.41	361.45
Customer 2	227.41	249.78	313.36
Customer 3	203.29	434.06	492.07
Timken India Limited	137.84	223.90	270.34
Customer 4	112.95	358.35	387.08
Customer Group 2	88.60	142.77	321.04
Blue Star Limited group	88.09	143.62	170.28
Customer 5	71.21	125.50	181.67
Customer 6	61.40	191.23	231.51

Note: Names of customers have not been included in the above table because consents for disclosure of certain customer names were not available.

Our comprehensive suite of technology-driven human resources solutions has helped us develop long standing relationships with clients and has brought us repeat business over the years. We believe that our shift towards technology-driven solutions has helped strengthen client relationships, improved client retention and created a strong pipeline of future business. As of June 30, 2024 the management system of our Company has been certified ISO 9001:2015 for providing recruitment and staffing services by the Indian Staffing Federation. The table below sets out our average length of relationship with our key customers:

S. No.	Key customers	Average years of relationship (*in years*)
1.	Top 10	5.06
2.	Top 15	4.65
3.	Top 20	4.43

We believe our ability to offer diverse solutions that cater to the needs of our customers across business verticals has allowed us to deepen our relationships with our customers and enabled us to target a greater share of their requirements thereby leading to recurring business.

Strong geographical presence in India enabled by asset-light business partner model

We have achieved country wide presence through our business partner model. We enter into agreements with business partners with expertise in corporate sales, recruitment and other related HR services fields, who use our brand name (either through the presence of an office or virtually) in various locations, source new customers, help in servicing existing customers and cross sell our various HR Solutions which contributes to our revenue from operations. As on June 30, 2024, we have (i) 49 business partners across 33 locations; and (ii) 67 offices across India out of which 49 have been opened and are run by business partners, with a notable presence in tier two and three cities maintaining a significant footprint in the HR solutions sector in India. (*Source: F&S Report*).

Through this business partner model, we have a notable presence in the tier 2 and 3 cities in India where we are required to incur minimal capital expenditure. Our capital expenditure (property, plant and equipment and right to use assets) for Fiscal 2022, 2023 and 2024, and three month period ended June 30, 2024 was ₹33.19 million, ₹56.73 million, ₹11.61 million and ₹14.60 million, respectively. This being a scalable model, we ensure quality through an interview and screening process of prospective business partners and providing them with the right know-how, support systems such as IT and HR platforms to streamline operations and technical skills to carry out business. Our widespread network enables us to service a large number of customers and render customized solutions as per the specific needs of the customer within short timeframes which we believe leads to better client satisfaction. Our business partners have contributed 13.92%, 14.57%, 13.89% and 14.33% to our revenue from operations during Fiscals 2022, 2023 and 2024, and three month period ended June 30, 2024, respectively. Our asset-light model enables our business partners to leverage on our systems and know-how and gain from our brand value. Our RoCE and RoE for Fiscal 2022, 2023 and 2024 is 28.37%, 5.90% and 15.03%, respectively and is 105.15%, (14.41)% and 12.90%, respectively. We believe that our asset light model and scalability, puts us in an advantageous position to capitalize on a favourable macroeconomic landscape and grow our business along with the growing needs of our customers.

Robust in-house capabilities to develop customizable HR Tech Platforms to maintain competitive edge

The Indian workplace is undergoing a significant transformation, with traditional office spaces giving way to a more distributed workforce model.(*Source: F&S Report*) This trend has fueled the rapid adoption of HR tech solutions, empowering companies to effectively manage their geographically dispersed teams and enhance employee experience. (*Source: F&S Report*) Capitalising on this shift, our in-house skilled team of technology professionals has developed customizable HR Tech Platforms. For details, see "*- Only technology driven and integrated human resources solutions company in India covering all aspects of the human resource value chain*" on page 225. We have control over the development, updates, and upgrades as our HR Tech Platforms are indigenous. This autonomy allows us to quickly adapt to evolving industry trends and client needs without relying on external vendors. Additionally, owning the source code of such HR Tech Platforms grants us the flexibility to implement tailored enhancements and innovate continuously, ensuring our solutions remain relevant. Our ability to promptly incorporate changes and introduce new features ensures that we stay ahead of market developments, while our control over enhancements helps us deliver high quality standards.

Proven track record of inorganic growth, integration and augmented financial performance

We have an established track record of inorganic growth through strategic acquisitions to enhance the scale of our business operations and expand our solution offerings. These acquisitions have been instrumental in contributing to our steady growth. The table below sets out details of our past acquisitions:

Year of acquisition	Name of target	Capabilities acquired	Rationale for acquisition	Growth in revenue of operations of the target post-acquisition	Contribution to the Company
January, 2023	Next Leap Career Solutions Private Limited (**Jombay**)	Talent assessment and development platform	To enhance technology capability and improve margins	55.20% in Fiscal 2024	Fiscal 2024: 29.55% to the consolidated EBITDA Three month period ended June 30, 2024: 31.99% to the consolidated EBITDA
December, 2023	Aargee Staffing Services Private Limited	Professional staffing services in IT/ ITeS	To strengthen the professional staffing services	NA	Fiscal 2024: 0.63% Three month period ended June 30, 2024: 1.76% to the consolidated EBITDA
February, 2024	Firstventure Corporation Private Limited (**Courseplay**)	Learning experience platform, Learning management system, Recruitment automation	To expand digital offering in the learning management space	NA	Fiscal 2024: 1.44% Three month period ended June 30, 2024: 2.49% to the consolidated EBITDA
October 2024	Thomas Assessments Private Limited	Access to a psychometric tools of a global assessment company	Strengthen our talent assessment solutions	NA	NA
October 2024	People Metrics Private Limited	Access to tailored made talent assessment tools	To provide tailored talent assessment solutions	NA	NA
Acquisition of companies promoted by certain of our Promoters					
November, 2021	CIEL Technologies Private Limited	Managed services to optimise IT programmes	To enhance our market presence in managed services	498.05% in Fiscal 2023	Fiscal 2024: (3.10)% to the consolidated EBITDA Three month period ended June 30, 2024: (1.99)% to the consolidated EBITDA
July, 2022	CIEL Skills and Careers Private Limited	Skilling and placement/ fresher upskilling platform	For service category expansion	107.21% in Fiscal 2024	Fiscal 2024: 3.09% to the consolidated EBITDA

Year of acquisition	Name of target	Capabilities acquired	Rationale for acquisition	Growth in revenue of operations of the target post-acquisition	Contribution to the Company
					Three month period ended June 30, 2024: (0.73)% to the consolidated EBITDA
February, 2023	Ma Foi Strategic Consultants Private Limited	HR advisory services, payroll, HR and compliance outsourcing services, regulatory technology platform	For service category expansion	NA	Fiscal 2024: 6.56% to the consolidated EBITDA Three month period ended June 30, 2024: 8.40% to the consolidated EBITDA

For details on the acquisitions, see "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years*" on page 257.

We have successfully integrated these businesses, thereby increasing our revenue, profitability and operating efficiencies, resulting in increased operating margins for our business. They have also strengthened our value proposition to our clients. For example, the businesses which we acquired have expanded our offerings, which has enabled us cross-sell additional services to our existing clients.

Further, our Company has acquired 51% of the shareholding in each of People Metrics Private Limited and Thomas Assessments Private Limited, respectively, pursuant to shareholder purchase agreement dated October 4, 2024, respectively. As on the date of this Draft Red Herring Prospectus, People Metrics Private Limited and Thomas Assessments Private Limited are subsidiaries of the Company.

Promoted by seasoned entrepreneurs and driven by a qualified and experienced management team

Our senior management has several years of experience in the human resources industry. Our management team is spearheaded by promoters Pandiarajan Karuppasamy (Chairperson) and Hemalatha Rajan (Executive Director) who are seasoned entrepreneurs and had incorporated Erstwhile Ma Foi in 1992 which was subsequently acquired by a global staffing company. In 2010, they incorporated our Company and Aditya Narayan Mishra (Managing Director and CEO), Santhosh Kumar Nair (Executive Director and COO) and Doraiswamy Rajiv Krishnan (Executive Director) purchased equity shares of our Company and lent there significant experience in the HR services industry contributing to our success. All our Promoters were a part of the Erstwhile Ma Foi team. Our leadership team is a combination of management, consulting and technology experience which we believe enables our Company to build HR solutions relevant for the Indian consumer. Our Key Managerial Personnel and Senior Management Personnel have an average experience of 21 years in the HR solutions industry. Additionally, (i) Mohit Gundecha and Suruchi Wagh, the chief executive officer and chief product officer, respectively, of our Subsidiary, Next Leap Career Solutions Private Limited, (ii) Kiran Kumar Shetty, chief executive officer of our Subsidiary, Integrum Technologies Private Limited, and (iii) Arjun Gupta, chief executive officer of our subsidiary, Firstventure Corporation Private Limited, help fostering innovation and improving operational efficiency. For details, see "*Our Management*" on page 267. Our Board and the senior management team practice high standards of corporate governance and have instituted various policies such as the whistleblower policy, policy on information security, data privacy policy and policy on workplace harassment. Further, our Company has been recognised as a "Great Place to Work" for the fourth time in a row in 2023 by Great Place to Work Institute, India. See, "*History and Certain Corporate Matters – Awards, Accreditations and Recognitions*" on page 256.

Our Strategies

Continue to grow inorganically through strategic acquisitions

In the past, we have acquired new capabilities and clients through various acquisitions, which have been instrumental in our growth. We have focused on moving up the value chain of complexity and specialization by enhancing our solutions portfolio. See " *— Competitive Strengths — Proven track record of inorganic growth, integration and augmented financial performance*" on page 230. As our capabilities evolve, we intend to increase our focus on further expanding our solutions portfolio and providing higher value added and consequently, higher margin solutions to our customers.

Even as we continue to concentrate on enhancing our organic growth momentum, we intend to actively explore inorganic expansion by leveraging the experience that we have gained through our prior acquisitions, with a particular focus on niche, high-margin businesses.

We intend to undertake acquisitions (i) to enhance our profitability by adding HR technology platforms; (ii) that allow us to improve our market position; (iii) to expand our existing segments, such as staffing, recruitment and HR advisory; and (iv) enter into new segments, such as EPC and healthcare staffing, managed services, facilities management, business support services such as background verifications. We believe that our experience, proven track record and focused approach of identifying and implementing our inorganic growth strategy will enable us to acquire and successfully integrate the new businesses. To this end, we intend to utilise a portion of the proceeds of the Fresh Issue towards funding acquisitions. For details, see "*Objects of the Offer*" on page 116.

Each potential acquisition is put through multiple levels of evaluation to fit a strategic need and to be deemed financially prudent. Our acquisition strategy is aimed at deepening and broadening our expertise and offerings across our business lines and expanding the geographical coverage of our offerings. We typically hire an expert that identifies a potential target depending on our growth strategy. Subsequently, the senior management review the business performance of the target and conduct a detailed due diligence prior to execution of any definitive transaction documents for the acquisition.

Enhancing our existing technology capabilities and building new technology capabilities

We are a technology-driven HR solutions Company, where technology serves as a key enabler of our HR Tech Platforms. These platforms function both independently and as integral tools for the delivery and fulfilment of our HR Services. As at March 31, 2022, March 31, 2023, March 31, 2024 and June 30, 2024, our Gross Carrying Amount was ₹16.88 million, ₹104.77 million, ₹245.56 million and ₹292.92 million, respectively. Our aim is to utilize technology in every service we offer to our clients and seamless technology integration across systems which would enable us to better manage our solutions offerings and improve operating efficiencies. We will continue to invest in technology to (i) enhance productivity and operational efficiency; (ii) create new platforms that are pioneering and serve client requirements with a joining-the-dots approach; and (iii) improve margins as the revenue contribution of the HR Tech Platforms increase going forward.

Our investments in technology in the past has helped the enhancement of our HR Tech Platforms. For examples, (i) investments in product development has allowed Jombay to introduce innovative offerings in the space of talent management and learning and development including WOW manager program and 1000 Women Leaders Program; (ii) basis our experience through our HR managed services, we recognized the need to make investments to develop EzyComp to navigate the complex regulatory landscape. We propose to invest in the technology of our HR Tech Platforms, EzyComp HfactoR Jombay and Prosculpt. For details, see, "*Objects of the Offer*" on page 116. Enhancement of HfactoR would help introduce AI initiatives to improve recruiter efficiency as well as add talent screening and interview scheduling features. Further, an updated version EzyComp would improve existing user interface and user experience through adoption of AI. Additionally, expansion of Courseplay would include enhanced generative AI capabilities, content authoring, gamification and learning path recommendation. We believe that such expansions and enhancements would help improve operational efficiency, enhance customer satisfaction, and become a one-stop solution for clients seeking comprehensive support in their organizational growth and transformation journeys.

Organic growth through geographical expansion, cross selling and continuous improvement in margins

The Indian labour force grew from 515 million in CY 2018 to 594 million by the end of CY 2023, according to World Bank data. *(Source: F&S Report)* The Ministry of Statistics and Programme Implementation, GoI, reported that the rural labour force participation rate increased from 50.7% in Fiscal 2018 to 60.8% in Fiscal 2023 while in urban areas it rose from 47.6% to 50.4% during the same period. *(Source: F&S Report)* In line with the growing labour force, the HR market is set to grow, with services showing a CAGR of 11.1% from CY2018 to CY2023 and projected to grow at 16.5% CAGR from CY2023 to CY2028, driven by increased HR outsourcing and consultancy services. *(Source: F&S Report)* The Indian workplace is undergoing a significant transformation, with traditional office spaces giving way to a more distributed workforce model. *(Source: F&S Report)* This trend has fueled the rapid adoption of HR tech solutions, empowering companies to effectively manage their geographically dispersed teams and enhance employee experience. *(Source: F&S Report)* Accordingly, the HR Platforms sector, covering talent assessment, development, engagement, learning and development platforms, and HRMS, grew at a CAGR of 11.9% from Fiscal 2019 to Fiscal 2024 and is projected to grow at a CAGR of 15.9% from Fiscal 2024 to Fiscal 2029. *(Source: F&S Report)* This growth is driven by increased digitalisation, a focus on enhancing employee experience, and advancements in regulatory technology. *(Source: F&S Report)* Additionally, the value staffing market in India has grown significantly from ₹776.0 billion in Fiscal 2019 to ₹1,316.3 billion in Fiscal 2024. This growth is expected to continue, with projections indicating a market size of ₹2,640.5 billion by Fiscal 2029. *(Source: F&S Report*)

Through our integrated HR solutions covering the entire human resource chain, strong pan-India geographical presence including tier 2 and 3 cities, and dedication to leveraging technology throughout the employee value chain, we believe we are well-positioned to capitalize on the growing market through:

(i) Geographical expansion

We aim to drive organic growth by expanding our presence into new geographic regions, capitalizing on untapped markets and strengthening our footprint in existing ones. By identifying regions with high demand for HR services and solutions and lower competition, we plan to establish or enhance our offerings. This expansion will be supported by localized recruitment expertise and adherence to local labour laws. Our asset light franchisee model has proven successful for our business in the past and we intend to expand our presence further across the country, especially in Kerala, Maharashtra and Uttar Pradesh.

(ii) Cross-selling opportunities

To maximize client value and increase revenue, we aim to focus on cross selling our wide range of HR Services and HR Platforms across existing client relationships. By offering complementary services such as staffing, HR managed services including payroll processing (through HfactoR), statutory compliance management (through EzyComp), and Learning and development solutions (through ProSculpt, Courseplay and Jombay), we propose to deepen our engagement with clients and drive higher customer retention. To achieve this, we intend to develop integrated service packages that cater to the full employee lifecycle from recruitment to retirement, enhance internal collaboration and communication between sales teams, implementing client relationship management tools to identify cross-selling opportunities and track client needs and foster a seamless customer experience across all group companies. Diversity of our customer base allows us to further increase the span of services offered to our existing customers through cross selling initiatives at the group level.

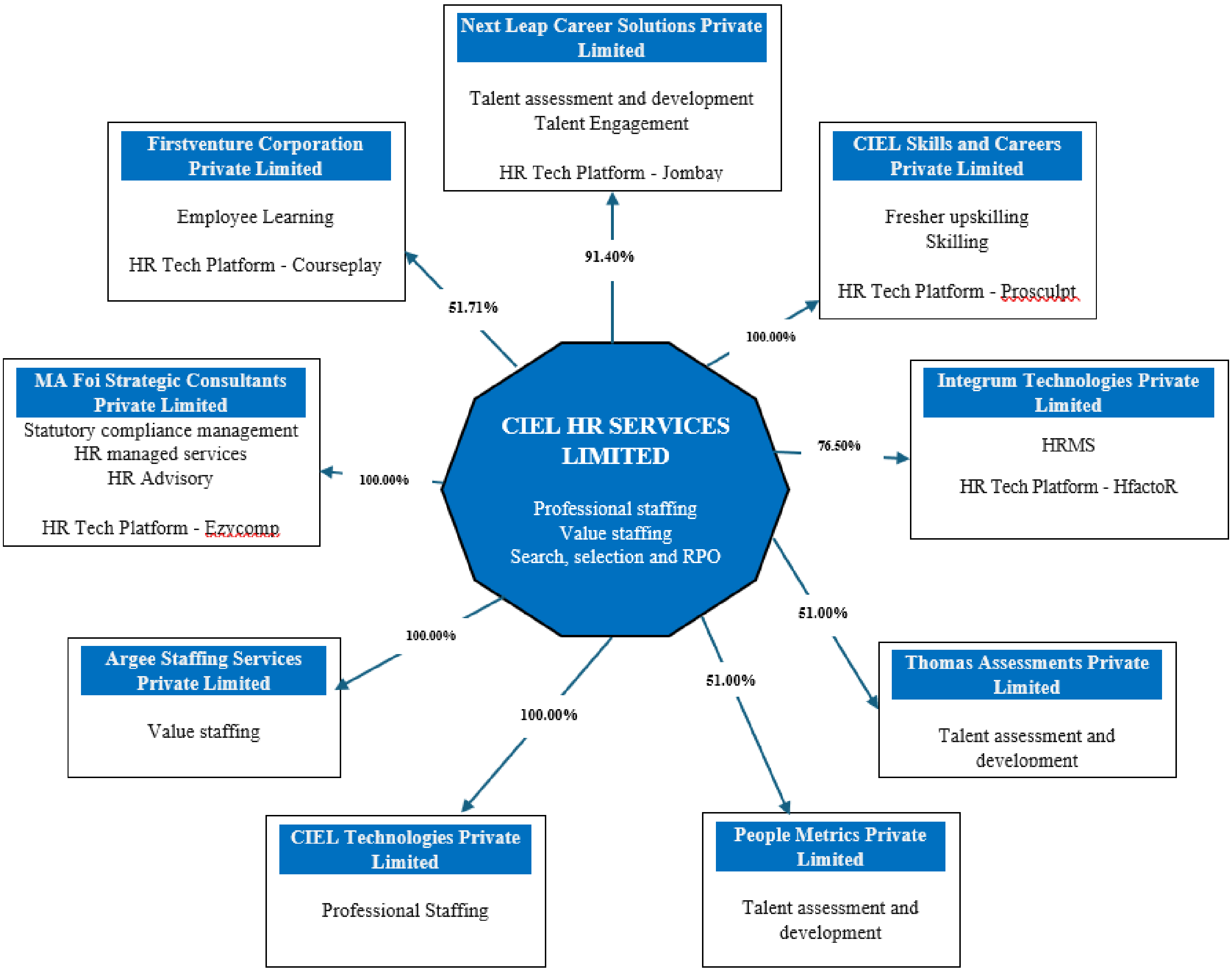
(iii) Continuous improvement in margins

We intend to focus on improving operational efficiency and reducing costs to enhance margins through automation, streamlining processes, and leveraging technology such as AI and data-driven HR analytics. One of our strategies is to invest in businesses and segments which generate high margins. For example, segmental EBITDA contribution of HR Tech Platforms for Fiscal 2024 was 110.18%. Accordingly, we prose to utilise a certain portion of our Net Proceeds towards expansion of our HR Tech Platforms. See, "*- Enhancing our existing technology capabilities and building new technology capabilities*" and "*Objects of the Offer*" on pages 232 and 116, respectively. Further, we aim to increase the scale of our business without the requirement for increasing our fixed and operating costs commensurately, implement lower percentage increases in our fixed costs as compared with our revenues and therefore, improve EBITDA margins and explore a shared services model to lower the costs of common services within our Group and improve operating leverage on a consolidated level.

DESCRIPTION OF OUR BUSINESS

Corporate structure

As on the date of this Draft Red Herring Prospectus, the CIEL Group structure is as set out below:



Our Business Operations

Our operations are divided into two segments: (1) HR Services, including professional staffing, value staffing, executive search, selection and recruitment process outsourcing, payroll and compliance, HR advisory, skilling; and (2) HR Tech Platforms, including talent assessment and development, talent engagement, employee learning, human resource management system, fresher upskilling, and statutory compliance management. Our HR Solutions cover all aspects of the human resource chain and impact every part of the employee lifecycle.

Set out below is the employee lifecycle with solutions offered by the CIEL Group:

Employee lifecycle stage	Solutions offered
Employability Assessment and Upskilling	• HR Tech Platform: ProSculpt • HR Service: Skilling
Recruitment	• HR Tech Platform: HfactoR
Onboarding	• HR Service: Search, Selection and RPO, Value staffing and Professional staffing
Induction Training	• HR Tech Platform: Courseplay • HR Service: Value Staffing and Professional staffing
Performance Management	• HR Tech Platform: Courseplay • HR Service: Value staffing and Professional staffing
Continuous Learning and Reskilling	• HR Tech Platform: Courseplay

Employee lifecycle stage	Solutions offered
Development and Growth, Leadership Development	• HR Tech Platform: Jombay (and the tools provided by PAPL and TAPL)
Internal Mobility	
Employee Engagement	• HR Tech Platform: Workplace of Winners (WOW) by Jombay
Compliance Management	• HR Tech Platform: EzyComp • HR Service: HR managed services
Exit and Offboarding	• HR Tech Platform: HfactoR • HR Service: Professional staffing and Value staffing

Organisation journey with HR Solutions offered by CIEL Group

Organisation journey stage	Solutions offered
Workforce Planning	• HR Service: (a) HR advisory; (b) Search, selection and RPO; (c) Value staffing; and (d) Professional staffing
Talent Acquisition	• HR Tech Platform: HfactoR • HR Service: (a) Search, selection and RPO; (b) Value staffing; and (c) Professional staffing
Onboarding, Induction and Training	• HR Tech Platform: (a) HfactoR; and (b) Courseplay
Employee Benefits Administration	• HR Tech Platform: HfactoR • HR Service: HR managed services
Employee Development	• HR Tech Platform: Jombay • HR Service: HR advisory
Strategic HR Management	

I. <u>HR SERVICES</u>

1. Professional staffing

This HR service focuses on providing highly skilled and experienced professionals, primarily for IT and engineering roles, to customers operating in global capacity centres and IT-ITeS organizations. These specialists, referred to as Deputees, may be recruited by our Company in response to specific customer requirements or redeployed from our existing pool of resources.

We offers flexible engagement models tailored to client needs:

(i) Fixed rate card model: Rates for various skills and experience levels are fixed up front;
(ii) Man-month model: Rates are specific to a Deputee;
(iii) Markup model: Fixed percentage markup on the cost of the Deputee; and
(iv) Recruitment fee along with a payroll fee model: One time recruitment fee is paid up front and subsequently, a monthly payroll management fees is payable for as long as the Deputee is deployed with the customer.

As on June 30, 2024, a total of 483 Deputees are deployed across the following skills and range of years of experience:

Skills	No. of Deputees deployed
Application development	93
IT infrastructure & security	126
Enterprise resource planning & software	1
Testing and quality assurance	62
Data, analytics & cloud	79
Others	122

Years of Experience	Percentage of Deputees (%)
0-1 year	12.00
1-3 years	29.00
3-6 years	30.00
6-9 years	21.00
More than 10 years	8.00

Deputees deployed under this HR Service are provided special insurance schemes for self and family, a dedicated account manager and HR business partner and a tax-saving salary structure.

Our Company has also started providing outcome based managed services for various tech and non-tech process wherein customer processes like application support and testing are run by our Company as a program where the outcome for each project is guaranteed. Customers typically pay on the outcomes being met and not on the Deputee headcount.

The core of this HR Service is the recruitment engine that specialises in identifying, hiring and managing Deputees who have expertise and experience and can be deployable at a short notice. As on June 30, 2024, our team consists of 43 recruiters and we use application tracking softwares, onboarding software, our in-house payroll software HfactoR as well as AI-based interview platforms that can screen several candidates and generate reports that maybe shared with customers to achieve a high resume to selection ratio.

2. Value staffing

We provide contract staffing solutions and apprentice program to meet business needs of our customers across diverse industries including consumer products and services, energy, financial services, healthcare, infrastructure, IT and ITeS and manufacturing. Our services address the need for customers to manage and expand their workforce across sales, production, service, and business support functions at varied levels. Additionally, we provide the flexibility required to align with fluctuating demand cycles. Our value staffing solutions enable organizations to scale their workforce during peak periods while offering the option to transition high-performing temporary employees into permanent roles. Deputees on the rolls of our Company are placed with customers for a specified period of time and we are responsible to manage their end-to-end employee life cycle. Each Deputee has access to a portal which helps them track payslips, file IT declarations and attendance.

The process followed is a structured timeline, encompassing key stages: the date of attendance submission (A), the issuance of invoices to clients (I), the collection of payments (C), and the final payout date (P). This workflow is optimized using our in-house recruitment tools, including the *CIEL Jobs* app and the *HYRE* recruitment lifecycle management system, ensuring seamless operations and transparency.

Additionally, our Company has a dedicated mobilisation team to support clients in transferring candidates between locations based on their requirements. The team ensures comprehensive logistical and operational arrangements are in place for relocated employees, fostering a positive and supportive environment for those working away from home.

We offer two pricing models primarily:

(i) Flat fee model: Designed for managing large workforces, this model charges a consistent service fee for each Deputee, irrespective of their salary package.
(ii) Percentage model: This model is offered to clients with a smaller workforce, where pricing is determined as a percentage of the Deputee cost-to-company.

Typically, the agreements entered into with customers comprise of the following fees:

(i) Recruitment fees: This could either be a flat fee or a percentage of the annual cost-to-company per Deputee;
(ii) Service fees: This is charged monthly for managing the employee life cycle which could be in the form of a flat fee or a percentage of the monthly cost to company per Deputee;
(iii) Reimbursement fees: This is charged if we are required to process anything apart from the monthly salaries including reimbursements or incentives.
(iv) Absorption fees: A fee charged in the event the customer absorbs our Deputee.

Apprenticeship training is one of the steps towards creating skilled human resources and contribute towards making India the “skill capital of the world”. (*Source: F&S Report*) In furtherance of this objective, the National Apprenticeship Promotion Scheme (“**NAPS**”) was launched in 2016 by the Ministry of Skill Development and Entrepreneurship, Government of India to provide financial support to establishments undertaking apprenticeship training. (*Source: F&S Report*) Our Company is a licensed third party aggregator under the NAPS program and provides end-to-end arrangement for the apprentice program, from the mobilization of apprentices to final assessment and certification.

Some of our prominent clients include Scootsy Logistics Private Limited (a wholly owned subsidiary of Swiggy Limited), Niva Bupa Health Insurance Company Limited, Hiranandani Group of Companies, Dr. Reddy’s Laboratories Private Limited, Blue Star Limited and Ken Lifestyles Private Limited.

3. Search, selection and recruitment process outsourcing

Our permanent recruitment business is designed to deliver highly qualified talent tailored to the specific needs of our clients. We specialize in sourcing and securing permanent staff across key industries such as consumer goods, consumer tech, IT, manufacturing, retail and pharmaceuticals. Our industry expertise, wide geographic reach, strong brand reputation, and understanding of sector-specific challenges allow us to consistently provide top-tier candidates that align with our clients' needs.

We offer a diverse range of recruitment services, including executive search, recruitment process outsourcing and contingency hiring, ensuring flexibility and effectiveness in meeting the varied hiring demands of our clients. Our success-based model involves a one-time recruitment fee for each successful placement, reflecting our commitment to delivering quality candidates for permanent roles.

A. *Recruitment Process Outsourcing ("**RPO**")*

We provide comprehensive RPO solutions designed to optimize talent acquisition processes across industries. Our offerings include:

(i) End-to-end RPO: We embed our expert talent acquisition teams within clients' organizations to manage the entire recruitment process, creating a scalable and strategic framework that aligns with long-term business goals.
(ii) Project RPO: This solution addresses short-term, high-volume, or complex hiring needs by providing specialized recruitment teams on a temporary basis, ensuring quality results in a timely manner.
(iii) Focus RPO: For clients seeking to enhance specific aspects of their recruitment process, this model allows for selective outsourcing of key recruitment functions, offering both flexibility and precision where it is most needed.

Our RPO services are designed to increase efficiency, reduce time-to-hire, and allow clients to focus on their core business, while we manage their talent acquisition needs.

B. *Executive Search*

Our executive search services are tailored to identify and secure top leadership talent. Leveraging our deep industry knowledge and a wide network, we specialize in aligning candidates with our clients' strategic business goals. Our rigorous process incorporates an understanding of organizational culture, role-specific competencies, and market dynamics. Using advanced assessment tools available in-house and a confidential approach, we deliver leadership candidates who are not only technically proficient but also possess the qualities essential for driving long-term success.

C. *Contingency hiring*

Our contingency hiring services cater to recurring, small scale hiring needs across a broad range of sectors and geographies. With extensive industry expertise and a vast network, we provide responsive and scalable solutions that align with our clients' evolving talent requirements. Supported by our pan India presence, this service ensures agility and operational efficiency, delivering high-quality candidates quickly and effectively.

Each of these models is tailored to provide strategic, flexible, and efficient recruitment solutions that meet the diverse needs of our clients.

4. HR managed services

Our statutory and compliance management solution is equipped with analytical support to ensure that our clients are complaint with statutory requirements.

A. *HR Outsourcing*

We provide tech-enabled outsourcing solutions across the full spectrum of HR functions, including payroll management and labour law compliance, covering:

(i) Talent administration: Managing tasks such as leave and attendance tracking, payroll, and administration of employee reimbursements and claims.
(ii) Talent management: Facilitating performance management, rewards and recognition, and career planning and development.
(iii) Talent engagement: Supporting onboarding, induction, employee relations, transition services, and addressing employee queries and grievances.
(iv) Talent development: Overseeing the administration of training and development programs.

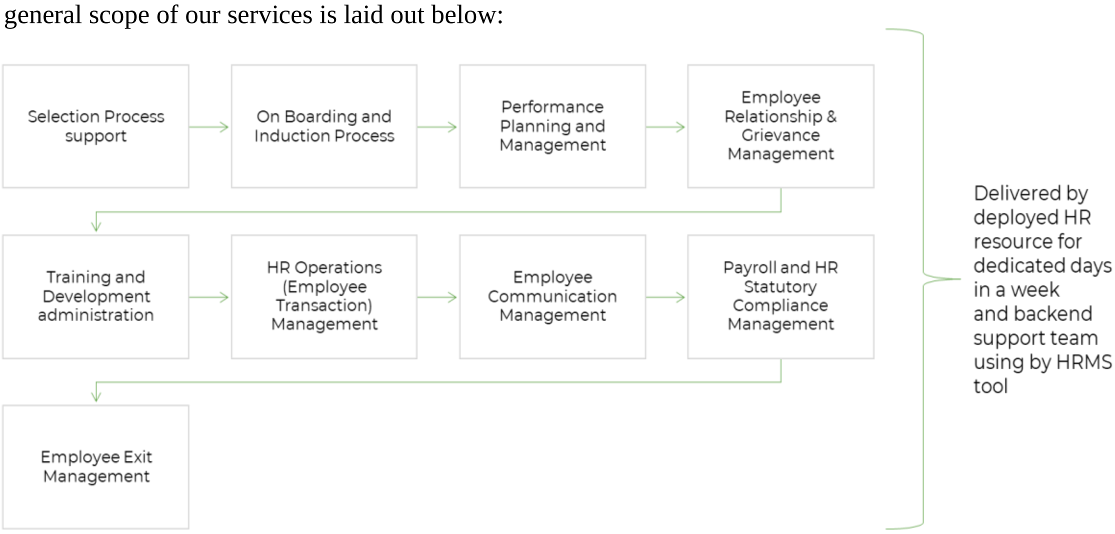
Service delivery includes:

- Delivery of services through our proprietary HR tech platform, HfactoR, or any third-party HR software as specified by the client.
- Remote support and query resolution via dedicated HR representatives.
- Continuous monitoring of service effectiveness through HR performance metrics and analytical reporting to the client's management team.

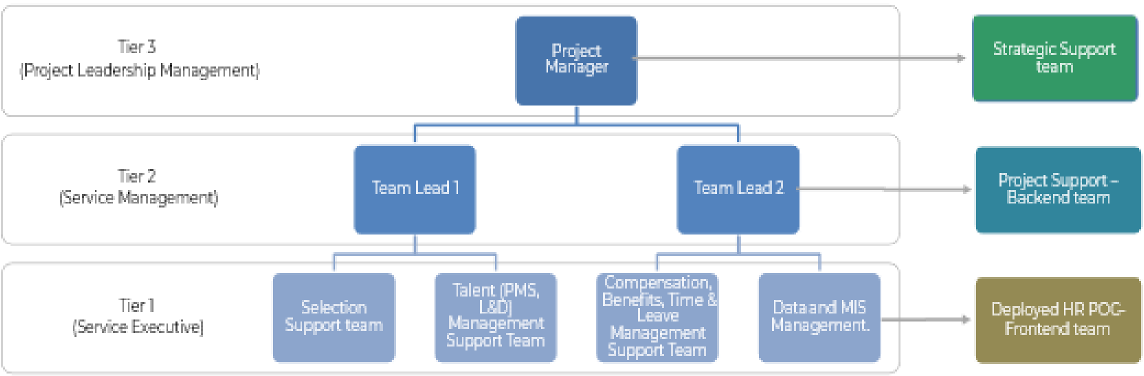
The delivery model includes:

- Exploration stage: Conduct an audit of HR and compliance levels to identify necessary interventions.
- Transformational interventions: Design and implement systems and procedures to enhance employee experience and HR performance.
- Transactional interventions: Execute the agreed systems and procedures, monitor performance, and make adjustments as needed in consultation with the client.

The general scope of our services is laid out below:

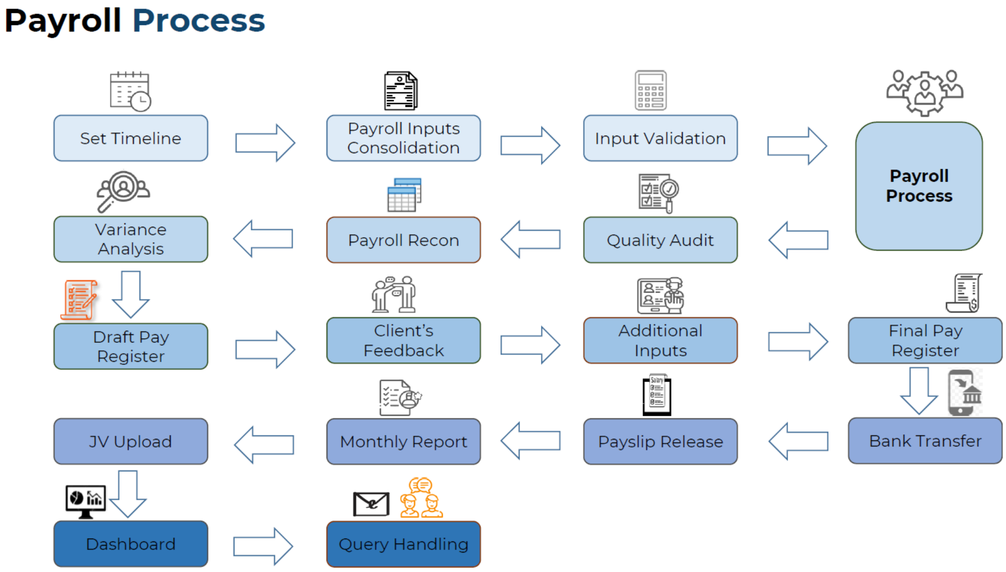


Illustrative delivery team structure



B. *Payroll Process:*

Ma Foi Strategic Consultants Private Limited provides technology-enabled payroll processing services, leveraging shared payroll experts to manage and update employee databases, track leaves and attendance in line with client HR policies, and verify employee claims and investment declarations. The service ensures accurate salary calculations, income tax, and statutory deductions, along with the preparation of bank advice files and the issuance of payslips and statutory reports via HR software. Additionally, employees benefit from a self-service portal for easy access to employment details, while comprehensive query management services streamline HR administrative functions for businesses.



C. *Labour compliance services:*

Ma Foi Strategic Consultants Private Limited also offers comprehensive Labour law compliance services, extending beyond payroll processing. These services include timely remittance of statutory dues, accurate filing of statutory returns, preparation of government-mandated registers, and expert advisory on applicable laws. Ma Foi also liaises with government offices to address complex queries and disputes. Leveraging technology to ensure efficiency and quality, the service is further enhanced by a nationwide team of experienced compliance experts. These professionals are proficient in local languages and adept at navigating diverse compliance challenges, offering personalized support close to client locations.

Certain of our key clients include Larsen & Toubro Limited, Vibe Insurance Broking and Advisory Private Limited, Dinamalar and CJ Darcl Logistics Limited.

5. *HR advisory*

Our HR advisory services include:

A. <u>Human capital management</u>: Our services are designed to help organisations navigate the complexities of modern business environments by streamlining acquisition, engagement, and retention processes and aligning them with the specific talent needs of a business. The main areas of service include:

(i) Strategic organizational alignment: We assist organizations in aligning their structure and culture with their strategic objectives through:

- Vision, mission and values development: Crafting foundational statements that provide clear guidance for the organization's strategic direction;
- Organizational design and structuring: Creating effective organizational frameworks, job descriptions, and internal parity;
- Strategic workforce planning: Aligning workforce capabilities with business needs to support growth; and
- Diversity, equity and inclusion initiatives: Implementing strategies to foster a diverse and inclusive workplace.

(ii) Human resource transformation: Our services aim to enhance HR effectiveness and support organizational change by:

- HR audit: Evaluating current HR practices and identifying areas for improvement;
- HR diagnostics and strategy roadmap: Analysing HR processes and developing strategic plans for transformation;

- HR policy and process optimization: Refining HR policies and processes for efficiency and effectiveness;
- Employee value proposition: Developing value propositions to attract and retain top talent; and
- Employee Engagement: Enhancing employee satisfaction and commitment through targeted initiatives.

(iii) Talent development: We focus on growing and preparing talent for future challenges through:

- Competency framework: Establishing skills required for success in various roles;
- Career path designing: Creating clear career progression paths to motivate and retain employees;
- Succession planning: Developing strategies to ensure a pipeline of skilled leaders and successors;
- Coaching: Providing personalized guidance to enhance individual performance and growth;
- Mentoring: Offering experienced guidance to support career development and skill acquisition;
- Intercultural training: Preparing employees to effectively work in diverse cultural environments; and
- Training and development: Delivering programs to build skills and knowledge across the organization.

(iv) Talent management: We support organizations in managing their workforce to drive performance and retention:

- Performance management: Designing frameworks and processes for evaluating and enhancing employee performance;
- Employee retention strategies: Developing approaches to reduce turnover and maintain a stable workforce; and
- Compensation and rewards: Structuring competitive compensation packages and recognition programs.

B. <u>Business growth and transformation</u>: This service emphasizes on continuous growth and adaptability in the modern business landscape. The key areas of service include:

(i) Growth Consulting: We provide strategic HR-focused advice to accelerate business expansion and adaptation by:

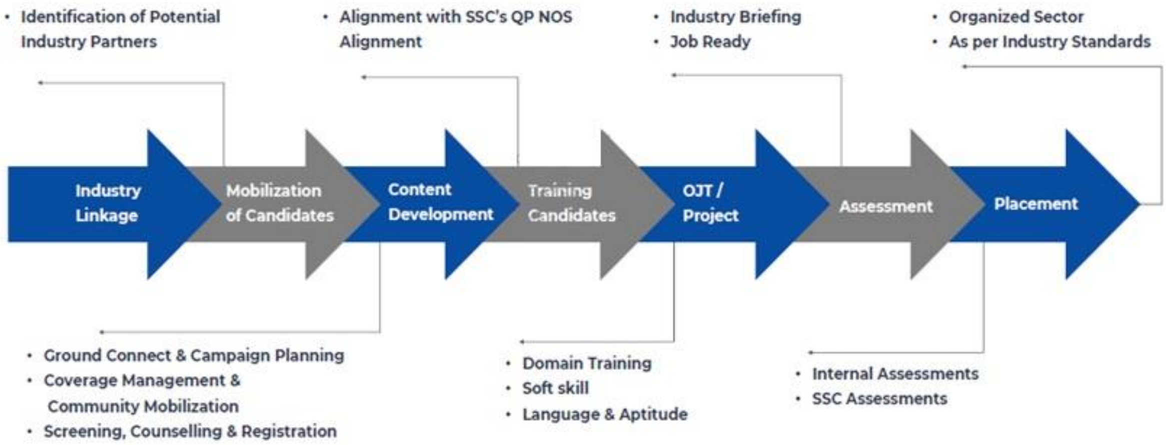
- Sales strategy and enablement: Developing people-centric sales strategies that boost performance through improved team capabilities and alignment with business goals;
- Digital transformation: Guiding organizations through tech-driven changes while optimizing workforce readiness and upskilling for innovation;
- Customer journey mapping: Enhancing customer experiences by aligning employee behaviours and skills to improve satisfaction and loyalty;
- Supply chain management: Ensuring the right talent is in place to support supply chain forecasting, planning, and execution; and
- Investment pitch deck: Building presentations that highlight the human capital and leadership capabilities required to attract investment and drive growth.

(ii) Project management: We enhance project outcomes by incorporating HR consulting to ensure the right people are in place for successful execution:

- Process review and improvement: Refining project processes by assessing the effectiveness of teams and aligning them with business objectives;
- Project management competency development: Building the necessary skills and leadership capabilities within project management teams to improve execution;
- Assessment and development of teams: Evaluating team dynamics and providing targeted development to boost project success; and
- Project management office: Establishing or optimizing a project management office to ensure the right leadership, structure, and talent are in place for seamless project oversight.

6. Skilling

The Government of India has introduced several skill development initiatives aimed at providing placement-linked training to eligible candidates. As part of these programs, we receive work orders from the GOI to assist in their implementation. Our role typically involves mobilizing and selecting candidates through aptitude assessments, developing tailored training modules, delivering classroom, practical, and soft skills training, organizing industrial visits, conducting assessments, facilitating certification, and ensuring placement. Additionally, we provide post-placement support, including mentorship, to help candidates transition successfully into their careers. While the work orders provide specifications for each program, see below the process deployed by us:



We have participated in various government-led skilling schemes including Deen Dayal Upadhyaya Grameen Kaushalya Yojana (offered by Ministry of Rural Development, GoI), Deen Dayal Upadhyaya Antyodaya Yojana, Pradhan Mantri Kaushal Vikas Yojana (offered by Ministry of Skill Development and Entrepreneurship, GoI), Pradhan Mantri Dakshta Aur Kushalta Sampann Hitgrahi (offered by Ministry of Social Justice and Empowerment, GOI) and Electronics System Design and Manufacturing (offered by Ministry of Communications and Information Technology, GoI).

Additionally, we also assist large corporates in their CSR projects. As a part of the CSR initiatives of companies in the past, we have helped (i) train personnels to be deployed in a newly established welding center; (ii) mobilized and trained candidates for a food processing unit to enable them to earn a livelihood; and (iii) train women to manage and operate forklifts as well as placed them with automotive companies at the end of the course.

II. HR TECH PLATFORMS

1. Talent Assessment and Development

Jombay combines technology with behavioural science to help organisations in their assessment, development and succession planning through various tools and programs. Our solutions are digital-first developed using indigenous frameworks developed by us to cater to the continuously evolving and dynamic managerial landscape, women in leadership & leading multigenerational workforce. Jombay's platform allows for the customized design and delivery of solutions that match an organization's specific competencies, industry, audience, and business goals. This ensures Jombay can effectively meet the unique needs of each customer. Further, the user experience is modern, intuitive and user friendly for the end user across the assessments, simulations and digital learning platform.

The assessment tools used for our programs are reviewed by the British Psychological Society. Following are the some of our offerings:

Talent Advisory	**Learning & Development**
Managerial/ Leadership Identification	People leadership - Young Leaders' Development Program - First Time Manager Program - Connecting Leader Program for Middle Managers
Succession Planning	Theme/ competency based - Manager as a Coach - Productivity through Agility - Problem Solving & Decision making

Talent Advisory	Learning & Development
Perception Surveys	

Few of our prominent clients include Puma Sports India Private Limited, Axis Bank Limited, Magicbricks Realty Services Limited, CRISIL Limited and Xiaomi Technology India Private Limited. During Fiscals 2022, 2023 and 2024, and the three month period ended June 30, 2024, Jombay has completed 220,378 number of assessments and 115,824 number of learning journeys.

Additionally, our Subsidiary, Thomas Assessments Private Limited, has entered into a distribution agreement dated November 1, 2022 with Thomas International Limited ("**TIL**"), a global talent assessment company, to exclusively distribute the psychometric tools developed by TIL in India, Sri Lanka, Pakistan, Nepal, Bhutan, Bangladesh and Male, Maldives. These tools are used assess employees or prospective candidate basis multiple factors like behavior, learnability, emotional intelligence and leadership personality traits. The 'Thomas Personal Profile Analysis' is based on the theory of "Emotions of Normal People" by Professor William Marston, that combines the stimuli and response to stimuli from people to plot a person's behaviour on four dimensions, namely Dominance, Influence, Steadiness and Compliance. The 'Thomas Human Job Analysis' helps companies to define behavioural requirements for each role.

Our Subsidiary, People Metrics Private Limited has developed in-house, tailor made solutions to help organisations identify key competencies required for creating a team utilising a series of simulated exercises aligned to relevant business, taking into account their vision, current circumstances, future goals and market conditions. PMPL has won the 'Innovative Approach in Talent Development' at the Asia Training and Development Excellence Awards, Singapore in 2014.

2. ***Talent Engagement***

Traditionally, engagement surveys have relied on multiple-choice questions to calculate engagement scores. Jombay has developed an AI powered engagement solution, 'Workplace-for-Winners' or WOW to capture and analyse employee stories through open-ended questions. AI groups responses into themes, identifies patterns and serves up positive employee stories. This in turn boosts the employer brand of our customers. This platform also delivers instant on-the-go action planning for the managers to rectify their managerial issues. The WoW solution utilises our understanding of the modern Indian workspace, with all its dynamics of being multigenerational and hybrid.

Cohort based open programs	Engagement
WOW Manager Program - Risers Program - Achievers program 1000 Women Leaders Program - Rise like a woman - Lead like a woman - Win like a woman HR Leadership Program - HR 30under30 - HR 40under40 - CHRO of tomorrow	Workplace of Winners - AI enabled engagement solutions

Our '1000 Women Leaders' programme has seen a participation of 1,196 and 1,603 leaders in 2023 and 2024, respectively.

3. Employee learning

Courseplay offers the following solutions jointly and separately:

- *LXP for knowledge workers:* Courseplay leverages advanced AI capabilities and an extensive partner content library to deliver highly personalized learning experiences tailored to the unique needs of each employee. By utilizing various data points, including 360-degree feedback, on-the-job behaviours, and performance metrics, Courseplay accurately identifies skill gaps. This enables employers to curate targeted development plans aimed at addressing these gaps. This personalized approach not only enhances employee engagement but also facilitates the creation of defined career pathways, contributing to the overall success of the organization.

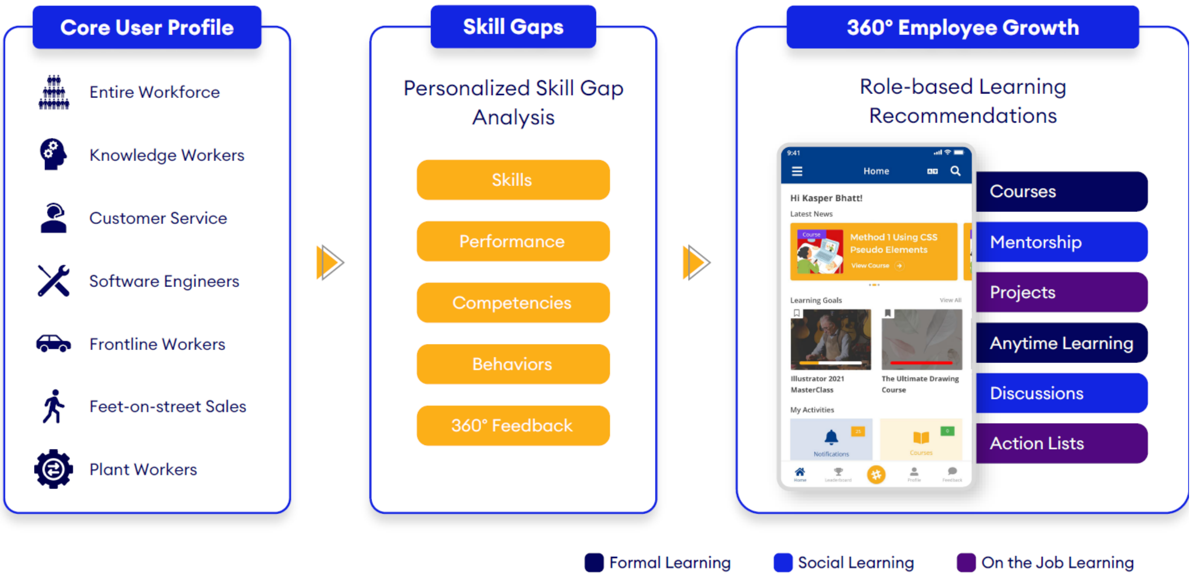
- *Learning management system ("**LMS**") for frontline workers:* Courseplay offers a comprehensive solution for managing, tracking, and reporting on learning and development initiatives for frontline employees, including sales personnel, technicians, and delivery associates. By providing an engaging and effective mobile and web-based learning experience, the platform enhances employee performance and productivity, supporting over 100 languages. Organizations with large frontline workforces can leverage Courseplay's LMS capabilities to expedite the onboarding process for new employees, enhance the customer experience, and boost learner engagement. Additionally, the platform fosters a competitive environment and recognizes employee achievements through features such as leaderboard points, contests, and badges, thereby encouraging greater participation and performance.

- *Performance management system ("**PMS**") for all employers:* Courseplay enables performance tracking for both employees and managers by allowing the setting of clear, measurable goals and facilitating progress monitoring and regular feedback. Its PMS streamlines the review process, ensuring timely and accurate evaluations. By collecting feedback from peers, managers, and subordinates, Courseplay provides a comprehensive view of employee performance, using this data to deliver more precise learning recommendations.

- *Ticket management system ("**TMS**"):* The TMS streamlines communication and problem-solving between employees and the learning & development team. Employees can submit, track, and receive updates on requests or issues, while the system categorizes and routes tickets for efficient resolution. An integrated knowledge base provides quick access to common inquiries, and the TMS manages service level agreements to ensure timely responses. By centralizing communication and issue resolution, the TMS enhances operational efficiency, reduces response times, and improves the employee learning experience.

- *Chatbot:* Courseplay's AI-powered chatbot enhances the learning experience by delivering personalized, instant responses to employee inquiries about course content, assignments, or learning resources. It provides real-time answers, recommends relevant courses based on learning history and preferences, and offers troubleshooting assistance for platform-related issues. The chatbot is a valuable tool that supports learners, boosts engagement, and streamlines the learning process for greater efficiency and satisfaction.

Courseplay covers a plethora of employee learning experience solutions:



Some of our key customers include Magic Bus India Foundation, PT Kanmo Retailindo and Atica Hospitality Private Limited. During the last three Fiscals and the three month period ended June 30, 2024, Courseplay has coached 864,011 employees who have completed 6.74 million courses with a total of 7.37 million learning hours.

4. *Human resource management system*

HfactoR provides various modules and functions as set out below:

Sr. No.	Module	Functionality
1.	Recruitment	The AI-enabled applicant tracking system streamlines talent discovery, screening, evaluation, and offer management, while offering application programming interface integration with job boards and downstream applications such as onboarding and background verification

Sr. No.	Module	Functionality
2.	Onboarding	This module automates salary structuring, ensures compliance with minimum wage regulations, and facilitates the collection of necessary onboarding documents, incorporating a maker-checker process for accurate document validation
3.	Leave management	This configurable module accommodates any leave policy within an organization, streamlining leave requests and approvals to ensure efficient workforce management
4.	Online Attendance	Employee attendance can be tracked and managed in real-time for seamless workforce monitoring from any location, with support for geo-tagging, geo-fencing, and facial recognition technology
5.	Employee life cycle	This module facilitates seamless management of every stage of the employee journey, including salary revisions and relocations
6.	Payroll	Rule driven framework to accommodate any type of complex payroll and tax calculations from hourly to monthly payroll.
7.	Statutory reports	The platform provides access to all necessary statutory reports, which can be instantly extracted into excel spreadsheets with a single click
8.	Expense and claims	Track, manage, and approve employee expenses and claims effortlessly for smooth, transparent financial control.
9.	Full and final settlement	Ensure accurate and timely full and final settlements, simplifying the exit process with complete adherence to compliance. Automated calculation of liabilities and payments from/to employees ensures complete transparency.
10.	Direct salary payouts	This module facilitates the direct transfer of salaries from the company's bank account to employees' accounts and incorporates an automated system for retrieving payment references from the bank.
11.	Shift management	Optimize workforce efficiency by effortlessly scheduling, tracking, and managing multiple type employee shifts in real-time.
12.	Self-service portals	Employees are empowered with 24/7 access to manage personal information, requests, and tasks through user-friendly self-service portals, while managers can efficiently approve leave requests and expenses via their dedicated self-service platforms.
13.	Timesheet	Track project hours and productivity with accuracy through automated timesheets, streamlining time management and billing processes, with the added option of daily timesheet entries
14.	Deduction	Manage employee liabilities and deductions easily with options to configure periodic deductions with threshold limits/cycles
15.	Ad hoc payments	Process one-time payments swiftly and accurately, with options to set up subsequent deductions for payments such as salary advances.
16.	Asset management	Streamline asset tracking and allocation to ensure efficient management and accountability across the organization
17.	Employee helpdesk	Deliver quick, efficient support with an integrated employee helpdesk, ensuring seamless resolution of queries and issues
18.	Custom reports	Create insightful user defined reports tailor-made as per the organisations requirements
19.	Performance management	Drive employee growth and success with comprehensive performance management that aligns goals, feedback, competencies and development
20.	Learning management	Empower continuous growth with a learning management system that delivers curated and personalized training and skill development programs

During the last three Fiscals and the three month period ended June 30, 2024, 150,824 employees across 765 clients were payrolled, 12,255 appointment letters were generated.

5. ***Fresher upskilling***

ProSculpt is a campus to corporate platform that is designed with three core modules for students, educational institutions and corporates:

(i) Student: The student module includes assessments, upskilling, internship opportunities and jobs. ProSculpt focuses on enhancing the employment prospects of students from diverse disciplines like polytechnic, engineering, arts and sciences, hotel management, and paramedical studies. The resume builder feature helps students create their first CVs from different templates.

(ii) Educational institutions: ProSculpt acts as a platform that streamlines campus placement drives, offering a comprehensive dashboard to track students' journeys from campus participation to job offers.

(iii) Corporates: ProSculpt has introduced the 'Ma Foi Employability Score', a holistic assessment tool that generates a detailed profile of a student capturing their aptitude, skills and job role compatibility by evaluating them across 12 key traits, including aptitude skills. These profiles empower organizations to identify and recruit talent precisely aligned with their needs. In addition, companies can post job openings and promote hiring events targeted at specific colleges and locations. Prosculpt further enhances the recruitment process by offering a comprehensive dashboard that tracks metrics from candidate applications through to successful hires.

During Fiscals 2022, 2023 and 2024, and the three month period ended June 30, 2024, ProSculpt has onboarded 7,000 students from 30 colleges, conducted offline trainings using LMS course content for 90,000 students across 400 colleges in Tamil Nadu and Karnataka. Our course content includes Ma Foi's soft-skill program, aptitude content, aptitude assessment, pre-placement training, and Helevate. In addition to in-house content, ProSculpt is also partnered with multiple domain specific course content providers to enable the platform as a one-stop solution for all learning needs of the students.

Helevate is a career elevation program and certification which has been developed in-house, designed to integrate with the existing college syllabus, focusing on providing HR students with the practical skills and knowledge. Helevate is an HR specialisation program which provides immersive HR tech tool access. It includes multiple foundational HR topics and the session is conducted by HR professionals**.**

6. Statutory compliance management

EzyComp, a web-based HR compliance platform, has consolidated all labour and employment regulations, statutory forms, register formats, due dates, compliance criticality, and associated penalties into a single, accessible portal and updates the same on a continuous basis, as and when amendments are rolled out. This comprehensive platform enables organizations to seamlessly manage HR compliance with India's central and state employment laws. EzyComp offers robust features, including document management, a compliance calendar, detailed dashboards, and actionable insights, ensuring organizations stay ahead of their compliance obligations. There are three models:

(i) Automated compliance register preparation ("**PERFORMER**")

- A tool for compliance managers to prepare registers, forms as per specified formats applicable for each labour law which may vary for each state in India.
- Registers and forms are automatically prepared after validation of inputs provided by the user.
- Increase the efficiency of human resources involved in the compliance activities by reducing the operating hours

(ii) Compliance monitoring ("**PLANNER**")

- An application that provides pre-set alerts to track and complete labour compliance related activity with a deadline. Additionally, organisation can centrally track the status of compliance, get timely escalation for monitoring the level of compliance as and when the legal framework is revised/ updated.
- The application is preloaded with classification of risks associated with non-compliance, due dates, and an escalation matrix. A scheduler ion the dashboard helps with preparation.
- Reduces instances of non-compliance and thereby costs on penalties

(iii) Compliance audit ("**CHECKER**")

- An introspection tool to validate all documents such as registers, forms and challans uploaded by the user and provide audit score.
- Auditor can download and inspect the document for completeness, accuracy and time of submission against the due date and provide audit score.
- Improves the quality of compliance work and reduces cost instances of errors through concurrent audits

All the above three models are designed and developed to work independently as well as in an integrated manner to provide a holistic solution to any client. EzyComp is encrypted and the server is hosted on a datacenter with security standards and compliance certificates. Further, all data is stored locally and a back-up guarantee of 5 years is provided.

Case studies

Case Study I:

A leading IT services company with a global workforce of 1,500 employees sought to use Courseplay to train their employees. The company faced challenges in upskilling its employees to meet the rapidly evolving demands of the technology industry.

Challenges

1. Skill gaps: The company was unable to identify skill gaps in its workforce. Employees were working on emerging technologies such as cloud computing, artificial intelligence, and cybersecurity.
2. Inefficient training methods: Traditional training methods, such as instructor-led workshops, were time-consuming, expensive and often failed to address the diverse learning styles of employees.
3. Lack of personalized learning: Employees encountered difficulties in locating relevant training materials and resources tailored to their specific needs and career objectives.
4. High training costs: The company incurred substantial costs for external training programs and travel expenses.
5. Difficulty in measuring return on investment: It was challenging to quantify the impact of training programs on employee performance and business outcomes.

Solutions

1. Personalized learning paths: Courseplay's AI-powered platform analyzed the skills and knowledge of each employee to create personalized learning paths that addressed their specific skill gaps.
2. Diverse content library: The platform provided access to a vast library of learning content from a partner content provider, including courses, articles, and videos.
3. Gamification and engagement: Courseplay integrated gamification elements, including badges, leaderboards, and points, to enhance engagement and motivation in the learning process
4. Cost-effective training: By leveraging Courseplay's online platform, the company reduced training costs by eliminating the need to travel and report to physical classrooms.
5. Robust analytics and reporting: The platform's analytics tools provided detailed insights into employee learning progress, enabling the company to measure the effectiveness of training programs and identify areas for improvement.

By leveraging Courseplay, the client was able to address its training challenges, upskill its workforce, and drive business growth.

Case Study 2:

One of the leading fintech companies specialised in providing financial services to customers for buying electric vehicles needed to train their frontline salespersons and their supervisors spread pan India including the Tier 2 and 3 cities.

Challenge: The client faced significant challenges in coordinating and managing logistics for scheduling multiple training sessions across various locations and coordinating with trainers to execute the programs. Additionally, the costs involved were very high. With a large team spread across the country, delivering a uniform impact at each location was a considerable challenge.

Solution: We implemented iDevplus, a dedicated online training and development solution, as a value-added service to our staffing engagement with the client. This solution provided a uniform learning and development experience. Its simplicity, scalability, and compatibility with web, Android, and iOS platforms facilitated quick adoption.

Business benefit: The post-training analysis revealed that candidates were actively engaged in the training program. The client found the solution to be both time-saving and cost-effective, resulting in improved overall stakeholder engagement.

Case Study 3

Our client, a prominent multinational paints manufacturer in India, actively involved in the production, sale, and distribution of paints and coatings, sought assistance in managing their channel sales personnel.

Challenge: The client experienced difficulties due to the disorganized management of essential documents, which complicated invoice processing, reimbursements, and payroll tasks. This inefficiency adversely affected the motivation and engagement of temporary workers and resulted in revenue leakages. Additionally, the client faced challenges in managing various recruitment support partners, each adhering to different processes, leading to bottlenecks in meeting desired turnaround times.

Solution: Utilizing tech tools, including a customized invoicing system, and a payroll management system, we effectively generated accurate and up-to-date reports for each employee. A dedicated team, operating under a hub-and-spoke model, was assigned to organize paperwork and ensure proper documentation throughout the entire employee lifecycle, from onboarding to exit. We designed a custom invoicing process through which invoices and attendance records from various locations were collated according to a defined timeline, sent for necessary approvals, and processed within the specified turnaround times. The dedicated team verified and processed invoices for the client's recruitment partners, creating a streamlined process.

Business benefit: We established a structured system with proper checks and balances, enhancing transparency and security. By ensuring timely salary disbursals, we reduced Deputee queries, increased stakeholder satisfaction, and boosted the client's productivity and employer brand. We identified and customized benefits, enhancing Deputee motivation and engagement.

Our Customers

The table below illustrates the certain players we cater to in end user industries:

Key Sectors	Customers
BFSI	Niva Bupa Health Insurance Company Limited, Axis Bank Limited, HDB Financial Services Limited, Findial Solution Private Limited, Vibe Insurance Broking and Advisory Private Limited
Construction	Hiranandani Group of Companies,Brigade Enterprises Limited
Consumer, Retail and Service	Scootsy Logistics Private Limited (a wholly owned subsidiary of Swiggy Limited), Swiss Beauty Cosmetics Pvt Ltd, Puma Sports India Private Limited, Atica Hospitality Private Limited, Marico Limited, CRISIL Limited, Titan Company Limited, Sathya agencies Private Limited, Blue Star Limited, Ken Lifestyles Private Limited, PT Kanmo Group Retailindo, Kohler India Corporation Private Limited, Aditya Birla Group, Daily Thanthi Private Limited, Dinamalar
Energy, Process and Infrastructure	Taqa Neyveli Power Company Private Limited, Larsen & Toubro Limited, Kalpataru Projects International Limited
Internet Technology and Commerce	Innovative Retail Concepts Private Limited, Mensa Brands Technologies Private Limited
IT/ ITES	Internet Travel Services, LLC, Xiaomi Technology India Private Limited, Kavi Software Technologies Private Limited, Invicara India Private Limited, Magicbricks Realty Services Limited, Savista Global Solutions Private Limited, Anunta Technology Management Services Limited
Logistics	CJ Darcl Logistics Limited
Manufacturing and engineering	Timken India Limited, The Metal Powder Company Limited, IDEX India Private Limited, Sick India Private Limited, Lintec India Private Limited, Camfil India Private Limited, PCBL Limited, Premium Transmissions Private Limited, Saini Electrical and Engineering Works, B. J Electronics Private Limited
NGO	Magic Bus India Foundation
Pharmaceuticals and life sciences	Zydus Lifesciences, Savista Global Solutions, Dr. Reddy’s Laboratories Private Limited, Ken Lifestyles Private Limited

Sales and Marketing

Our focus on grasping client needs and leveraging our delivery capabilities is key to maintaining client satisfaction and engagement. Our marketing team includes nine employees as on June 30, 2024 and are experienced in boosting client interactions and attracting new business. We emphasize on search engine optimisation to improve our visibility among our target audience. Our webchat is powered by chatbots to handle various queries from prospective customers and create a seamless user experience. Such inbound leads are qualified by the sales team as marketing qualified leads based on various parameters and passed on to the business development team to qualify and further the sales process. We use traditional go-to-market strategy and account based marketing approach to nurture and acquire clients. The Sales process is augmented with the help of CRM to manage leads, Contact Mapping and Customer Intent measurement tools. The prospects and clients are periodically engaged as part of Account Based Marketing efforts via drip email campaigns and performance marketing to share targeted and relevant content with them.

Competition

The staffing solutions industry in India is highly fragmented, with over 2,000 – 2,500 companies operating in this market. (*Source: F&S Report*). Our Company faces competition from both organized and unorganized players, depending on the nature and location of the services provided. (*Source: F&S Report*) Many industries our Company operates in have low entry barriers, resulting in competition from both the unorganized segment and established players with substantial marketing and financial resources. (*Source: F&S Report*) Additionally, our Company faces competition from regional firms that may have a better understanding of local markets and advantages in regional and language-specific contexts. (*Source: F&S Report*) Our Company competes based on factors such as its network of offices, client relationships, technological and operational excellence, and both organic and inorganic growth and integration. (*Source: F&S Report*)

Major players in the HR Services segment include Quess Corp Limited, Teamlease Services Limited, Randstad, PeopleStrong Technologies Solution Limited, Manpower Group, Integrated Personnel Services Limited and Spectrum Talent Management Limited while in the HR Tech Platform segment include Induslynk Training Services Private Limited (Mercer Mettl), Vantage Circle, ExtraMile Engagement Private Limited, Upside, Zing HR and Keka Technologies Private Limited. (*Source: F&S Report*)

Intellectual Property

As on the date of this Draft Red Herring Prospectus, our Company and our Subsidiaries have 10 and 15 trademark registrations for logos and wordmarks in India, respectively. Additionally, our Company and Subsidiaries have applied for eight and 36 trademark registrations, respectively, which are currently pending. Set out below are the trademark registrations we hold as on the date of this Draft Red Herring Prospectus:

Entity	Description	Class	Type of trademark	Registration No.	Validity
CIEL HR Services Private Limited*	CIEL	35	Word	3308845	July 13, 2026
CIEL HR Services Private Limited*	CIEL	35	Logo	3308846	July 13, 2026
CIEL HR Services Private Limited*	CIEL	42	Word	5096282	August 20, 2031
CIEL HR Services Private Limited*	Ciel Technologies	42	Word	5407196	April 13, 2032
CIEL HR Services Private Limited*	CIEL Jobs	35	Word	5440035	May 9, 2032
CIEL HR Services Private Limited*	CIEL Careers	35	Word	5407194	April 13, 2032
CIEL HR Services Private Limited*	CIEL RAPID	35	Word	5834811	March 4, 2033
CIEL HR Services Private Limited*	CIEL RAPID	35	Logo	5834812	March 4, 2033
CIEL HR Services Private Limited*	CIEL RAPID	42	Word	5834813	March 4, 2033
CIEL HR Services Private Limited*	CIEL (HR inspired by science)	42	Logo	5096283	August 20, 2031
Firstventure Corporation Private Limited	Courseplay	42	Word	3383727	October 8, 2026
Integrum Technologies Private Limited	HfactoR	9	Word	5622908	September 24, 2032
Integrum Technologies Private Limited	HfactoR	35	Word	5622909	September 24, 2032
Integrum Technologies Private Limited	HfactoR	42	Word	5622910	September 24, 2032
Ma Foi Strategic Consultants Private Limited	Prosculpt	9	Word	5616433	September 20, 2032
Ma Foi Strategic Consultants Private Limited	Prosculpt	41	Word	5616435	September 20, 2032
Ma Foi Strategic Consultants Private Limited	Prosculpt	42	Word	5616436	September 24, 2032
Ma Foi Strategic Consultants Private Limited	eZYCOMP	42	Word	6181494	November 9, 2033
Ma Foi Strategic Consultants Private Limited	Prosculpt	42	Logo	5616440	September 20, 2032
Ma Foi Strategic Consultants Private Limited	Prosculpt	35	Word	5616434	September 20, 2032
Ma Foi Strategic Consultants Private Limited	Prosculpt	9	Logo	5616437	September 20, 2032
Ma Foi Strategic Consultants Private Limited	Prosculpt	35	Logo	5616438	September 20, 2032
Ma Foi Strategic Consultants Private Limited	Prosculpt	41	Logo	5616439	September 20, 2032
Next Leap Career Solutions Private Limited	Jombay	42	Logo	3726732	January 13, 2028
People Metrics Private Limited	People Metrics	16	Logo	5260942	December 24, 2031

**Trademark registration in former name of our Company*

For details in relation to applications made, see *"Government and Other Approvals – Intellectual Property"* on page 407. Further, see "*Risk Factors - Any failure to register our trademarks may have an adverse effect on our business and goodwill. Further, our intellectual property rights may be infringed upon or we may infringe the intellectual property rights of third parties, which could lead to an adverse impact on our financial statements*" on page 38.

Human Resources

As of March 31, 2022, March 31, 2023, March 31, 2024 and June 30, 2024, our Company and Subsidiaries had 423, 657, 755 and 833 permanent Core Employees, respectively. As on June 30, 2024, set out below is a department wise break-up of the employees of our Company:

Department	No. of employees
Value staffing	229
Professional staffing	58
Search, selection and RPO	89
Business Partner	64
Ma Foi	59
CIEL Skills and Career	25
Courseplay	38
Jombay	138
CIEL Tech	03
Aargee	06
HfactoR	56

Department	No. of employees
Corporate	68

Insurance

We have obtained group health insurance, group term insurance and group personal accident insurance policy for our employees. Further, we have obtained a directors and officers' liability and commercial general liability insurance and certain of our Subsidiaries have also obtained cyber liability insurance and professional indemnity (technology) insurance. See, "*Risk Factors - Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our business, results of operations, financial condition and cash flows*" on page 45.

Environmental, Social and Governance ("ESG")

We are committed to ESG principles and believe in the transformative power of diversity and inclusion and strive to create an environment for growth. Our ESG framework includes:

1. Environmentally conscious: Some of the sustainability initiatives we have adopted include recycling, use of LED lighting, partnering with certified e-waste recyclers to manage our electronic waste efficiently and in compliance with environmental laws.

2. Human conscious: We ensure gender diversity and as on June 30, 2024, 49.02% of our employees are women. We have also created targeted solutions to support SMEs.

   We approach our CSR activities with utmost significance. Our Company has adopted a CSR policy in compliance with the Companies Act. In Fiscal 2022, 2023 and 2024, and three month period ended June 30, 2024, our Company's CSR expenses were nil, ₹0.80 million, ₹1.00 million and nil, respectively. Further, we have organised donation drives.

3. Governance: We aim to have adequate governance systems in place and have adopted several policies such as anti-bribery policy, prevention of sexual harassment policy and whistleblower policy. Further. our Board includes five independent directors ensuring diverse perspectives and industry expertise. Additionally, we conduct comprehensive vulnerability assessments and penetration testing (VAPT) regularly to proactively protect ourselves from potential cyber threats including theft of sensitive and personal data.

Property

Our Company's registered office is located at Plot No. 3726, Door No. 41, 'Ma Foi House' 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu while the corporate office is located at 2802 (Broadway building) 2nd & 3rd Floor, 27th Main Road, HSR Layout, Sector 1, Bengaluru, 560 102, Karnataka. We have entered into lease agreements in respect of all our immovable properties, including our registered office, corporate office and other branch offices. See, "*Risk Factors - We do not own any immovable property and failure to renew, any revocation or adverse changes in the terms of our leases may have an adverse effect on our business, prospects, results of operations and financial condition. Further, our Registered Office has been leased from our Sornammal Educational Trust, of which our Promoters, Hemalatha Rajan, is a managing trustee and Pandiarajan Karuppasamy is a trustee.*" on page 46.

KEY REGULATIONS AND POLICIES

The following is an overview of certain key laws and regulations in India which are applicable to the operations of our Company and the Subsidiaries. The information available in this chapter has been obtained from various legislations, rules and regulations made thereunder and other regulatory requirements available in the public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of the Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.

Under the provisions of various Central Government and State Government statutes and legislations, our Company and our Material Subsidiaries are required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see "Government and Other Approvals" on page 405.

A. Labour laws

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our offices are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments' acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions. Laws governing the states where we have presence, include and are not limited to, Andhra Pradesh Shops and Establishments Act, 1988, the Karnataka Shops and Commercial Establishments Act, 1961, the Delhi Shops and Establishments Act, 1954, the Maharashtra Shops and Establishments Act, 1948, the Gujarat Shops and Establishments Act, 1948, the Tamil Nadu Shops and Establishments Act, 1947, the West Bengal Shops and Establishments Act, 1963 and the rules prescribed thereunder these legislations.

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Industrial Disputes Act, 1947, Contract Labour (Regulation and Abolition) Act, 1970, Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Trade Unions Act, 1926 the Payment of Bonus Act, 1965, Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013, Employees Compensation Act, 1923, Child Labour (Prohibition and Regulation) Act, 1986, Apprentices Act, 1961 and the Maternity Benefit Act, 1961, Unorganised Workers Social Security Act, 2008, Industrial Employment Standing Order Act,1946, and Inter - State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 among others. In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

a) The Code on Wages, 2019, which regulates and amalgamates laws relating to wage and bonus payments and subsumes four existing laws namely –the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, among other things, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. The Ministry of Labour and Employment has implemented certain provisions of this code regarding the central advisory board through a notification dated December 18, 2020. The Central Government will notify the effective date of other provisions of this code.

b) Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947. The provisions of this code will be brought into force on a date to be notified by the Central Government.

c) The Code on Social Security, 2020, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, among other things, including the Employee's Compensation Act, 1923, Employee's State Insurance Act, 1948, the Employee's Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961,the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1966 and the Unorganized Workers' Social Security Act, 2008. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others. On September 28, 2020, the Indian President gave his approval to the Code on Social Security. By notification dated April 30, 2021, the Ministry of Labour and Employment, Government of India ("MLE"), has implemented Section 142 of the Social Security Code as of May 3, 2021. The MLE announced on May 3, 2023, the date on which the Social Security Code's provisions pertaining to the employees' pension plan would come into effect. These provisions include, among other things: (a) giving the Central Government the authority to create a program known as the employees' provident fund scheme; and (b) combining some of the provisions of the Employees' Pension Scheme, 1995 ("EPS") with the Social Security Code and doing away with the corresponding EPS provisions.

d) The Occupational Safety, Health and Working Conditions Code, 2020, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces certain old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970, the Factories Act, 1948, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The remaining provisions of these codes shall become effective as and when notified by the Government of India. The Central Government will announce the date on which the provisions of this code shall take effect. The Occupational Safety, Health, and Working Conditions Code, 2020 draft regulations have been released by the Central Government. The Occupational Safety, Health and Working Conditions Code, 2020's provisions regarding the health and safety of dock workers, building and other construction workers, mine workers, interstate migrant workers, contract labour, journalists, audio-visual workers, and sales promotion employees will be operationalized through the draft rules.

Certain portions of the Code on Wages, 2019, have come into force upon notification by the Ministry of Labour and Employment.

B. Foreign exchange laws

Foreign Investment Regulations

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time (the "**Consolidated FDI Policy**"). Under the current Consolidated FDI Policy, foreign investment in manufacturing sector is under automatic route. Further, a manufacturer is permitted to sell its products manufactured in India through wholesale and/or retail, including through e-commerce, without Government approval.

In terms of Press Note 3 of 2020, dated April 17, 2020 , issued by the DPIIT, the FDI Policy and the FEMA Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

C. Information Technology and Privacy laws

The Information Technology Act, 2000 (the "IT Act") and the rules made thereunder

The IT Act and the rules made thereunder seek to:

(i) Provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information;

(ii) Facilitate electronic filing of documents; and

(iii) Create a mechanism for the authentication of electronic documentation through digital signatures.

The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system, or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor, or decrypt any information in the interest of sovereignty, integrity, defence, and security of India, among other things.

The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access to any information generated, transmitted, received, stored, or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability, and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability, including fines and imprisonment for computer-related offences, including those relating to unauthorized access to computer systems, tampering with or unauthorized manipulation of any computer, computer system, or computer network, and damaging computer systems. It also creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology (DoIT), Ministry of Electronics and Information Technology, Government of India, in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**IT Security Rules**"), which prescribe directions for the collection, disclosure, transfer, and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate.

The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it, and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT also notified the Information Technology (Intermediaries Guidelines) Rules, 2021 ("**IT Intermediary Rules**"), requiring intermediaries receiving, storing, transmitting, or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select, or modify any information prohibited under the IT Intermediaries Rules and to disable hosting, publishing, transmission, selection, or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries.

The Digital Personal Data Protection Act, 2023 ("DPDP Act")

The Parliament passed the DPDP Act on August 9, 2023. The DPDP Act received the assent of the President and was notified on August 11, 2023. The DPDP Act seeks to balance the rights of individuals to protect their personal data with the need to process personal data for lawful and other incidental purposes. All data fiduciaries, determining the purpose and means of processing personal data, are mandated to provide an itemised notice to data principals in plain and clear language containing a description of the personal data sought to be collected along with the purpose of processing such data. The DPDP Act further provides that personal data may be processed only for a lawful purpose after obtaining the consent of the individual. A notice must be given before seeking consent. The notice should contain details about the personal data to be collected and the purpose of processing. Consent may be withdrawn at any point in time.

An individual whose data is being processed (data principal), will have the right to *inter alia* (i) obtain information about processing; (ii) seek correction and erasure of personal data; and (iii) nominate another person to exercise rights in the event of death or incapacity. The DPDP Act lays down several duties for the data principal. As per the DPDP Act, data principal shall not inter alia (i) register a false or frivolous grievance or complaint; and (ii) furnish any false particulars or impersonate another person in specified cases. It further imposes certain obligations on data fiduciaries including (i) make reasonable efforts to ensure the accuracy, completeness and consistency of data; (ii) build reasonable security safeguards to prevent breach of personal data; (iii) inform the Data Protection Board of India (established under the DPDP Act) and affected persons in the event of a breach; and (iv) erase personal data upon the data principal withdrawing her consent or as soon as it is reasonable to assume that the specified purpose is no longer being served, whichever is earlier.

D. Consumer protection laws

Consumer Protection Act, 2019 (the "Consumer Protection Act") and rules made thereunder

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia, to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers, and traders.

The definition of "consumer" has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of deficiency of services, are empowered to impose imprisonment for a term which may extend to two years and a fine which may extend to ten lakh rupees.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India ("MoCA") has also notified the Consumer Protection (E-Commerce) Rules, 2020 ("E-Commerce Rules"), which provide a framework to regulate the marketing, sale, and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage a digital or electronic facility or platform for electronic commerce, and sellers of products and services. Further, the MoCA has also released the discussion paper in relation to the draft amendments to the E-Commerce Rules for public consultation.

E. Taxation Laws

The Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the State Government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("**CGST**"), relevant state's Goods and Services Act, 2017 ("**SGST**"), Union Territory Goods and Services Act, 2017 ("**UTGST**"), Integrated Goods and Services Act, 2017 ("**IGST**"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the "**Income Tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc.

F. Intellectual Property Laws

The Trade Marks Act, 1999 (the "Trademarks Act")

The Trademarks Act governs the statutory protection of trademarks and prohibits any registration of deceptively similar trademarks, among others. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of such marks. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trademark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration are required to be restored. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010 ("**Trademark Amendment Act**") simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark Amendment Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice.

G. Other Laws

In addition to the aforementioned laws and regulations, which are applicable to our Company, our Company is also required to comply with the provisions of the Indian Contract Act, 1872, Companies Act, 2013, Transfer of Property Act, 1882, Indian Stamp Act, 1899, Foreign Exchange Management Act, 1999, Prevention of Corruption Act, 1988, to the extent applicable, Income Tax Act 1961, Income Tax Rules, 1962, as amended by the Finance Act in respective years, the relevant goods and services tax legislations, Customs Act, 1962, Customs Tariff Act, 1975, Insolvency and Bankruptcy Code, 2016, and other applicable statutes promulgated by the relevant Central and State Governments including the central and state tax laws.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as a private limited company with the name "Suhanila Management Consultants Private Limited" under the provisions of the Companies Act, 1956, at Chennai, India, pursuant to a certificate of incorporation dated August 23, 2010, issued by the RoC. Subsequently, pursuant to a Board resolution dated July 10, 2015and a special resolution passed at an extraordinary general meeting dated July 13, 2015, the name of our Company was changed to "CIEL HR Services Private Limited" pursuant to a change in the main object clause of the Company and a fresh certificate of incorporation dated July 24, 2015 was issued by the RoC. Upon the conversion of our Company into a public limited company, pursuant to a Board resolution dated October 9, 2023 and a special resolution dated October 19, 2023 passed by the Shareholders at an extraordinary general meeting, the name of our Company was changed to "CIEL HR Services Limited" and a fresh certificate of incorporation dated November 30, 2023 was issued by the RoC.

Changes in the registered office of our Company

Except as disclosed below, there has been no change in the registered office of our Company since its incorporation.

Date of change	Details of change in the registered office	Reasons for change of registered office
September 18, 2015	The address of the registered office of our company was changed from to No. 25, IV Street, 9th Main Road, Shanthi Colony, Anna Nagar, Chennai 600 040, Tamil Nadu, India to Amble Side, No: 30, 3rd Floor, Khader Nawaz Khan Road, Nungambakkam, Chennai – 600 006, Tamil Nadu	Change within local limits of the city, town or village
March 30, 2018	The address of the registered office of our Company was changed from Amble Side, No: 30, 3rd Floor, Khader Nawaz Khan Road, Nungambakkam, Chennai – 600 006, Tamil Nadu to Plot No. 3726, Door No. 41, 'Ma Foi House' 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu	Change within local limits of the city, town or village

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

1) *"To establish, maintain, conduct, provide, procure or make available services, management consulting, strategic consulting, human resources consulting, recruitment, staffing process outsourcing, project management, research and development, project report development, pay roll services, HR IT products and solutions, HR analytics, commercial, educational, training, statistical, financial accountancy, medical, legal, geographical, management, educational, engineering, data processing, communication and other technological, consulting services to all industries public, private government, civil society organizations.*

2) *To carry out research and development activities in relation to the objects in (1) above, including investigation, preparation and drafting of all manner of studies including economic and commercial studies. To collect information and data and submit reports on feasibility of new projects and/or improvements to and/or expansion of existing projects, to diagnose operational difficulties and weaknesses and suggest remedial measures to improve and modernize existing projects, undertakings and businesses.*

3) *To provide onsite support and IT enabled consultancy services in India and abroad and to act as consultants or advisors in information technology, software development, and to develop and maintain in or outside India software and/or facilities to service onsite and / or offshore outsourcing of business activities including professional outsourcing services in various industries like IT, ITES, manufacturing, engineering activities, etc. but not limited to outsourced managed services, professional services, engineering, construction outsourced services, data processing, data analysis, data mining, data control, information related projects and activities.*

4) *To carry on business of providing software as a service (SaaS), to manage the entire human resources hire to retire functions, online and in the field of information technology and software development in all its forms and perspectives and to undertake all such activities as are connected, linked or associated with software development, operation, data communication and other related services and to provide services of project management, IT requirements management and others related professionals as per needs of Clients whether domestic or overseas.*

5) *To carry on the business or vocation of acting as advisers and consultants in areas of strategy and general management relating to all industries, institutions, government, its various bodies, civil organisations and non-profit organisations, to collect information and data and submit reports on feasibility of new projects and/or improvement to and/or expansion of existing projects; and to diagnose operational difficulties and weaknesses and suggest remedial measures*

to improve and modernize existing units and to enter in to agreements or arangements with any other entity or any person in the field of management consultancy.

6) *To establish, promote, subsidise, encourage, provide, maintain, organise, undertake, manage, build, construct, equip, develop, recondition, operate, conduct and to run in India or abroad schools, colleges, boarding houses, ashrams, gurukuls, teaching classes where general, scientific, commercial, engineering or any other type of education be imparted to the students orally or through post on such terms and conditions as may be laid down by the company from time to time and for primary, secondary and higher education in all fields and to promote, provide and organize skill development programs offered by Government and Non-Government organizations.*

7) *To carry on the business of providing online solutions, advisory, services, consultancy and guidance for recruitment, hiring, staffing, placement, human resource services, organizational development, phycho profiling, diagnostics, assessments and employee engagement, overseas education, global educational, local education, assisting students to pursue education in overseas educational institutions, careers and admission counseling, imparting IELTS, TOEFL, NANNY courses, Immigration consultancy services, education services, liaison of all types of Visa's with respective high commissions, to act as authorized agent to issue admissions in any educational institutions, and hostel local or aboard, to conduct different entry level examination for students.*

The main objects clause and matters necessary for furtherance of the main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being undertaken by us.

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the last 10 years:

Date of Shareholder resolution	Particulars
July 13, 2015	The name Suhanila Management Consultants Private Limited wherever it occurs in the Memorandum of Association to be substituted by the name CIEL HR Services Private Limited. Further, the title of the Part A of the objects clause was amended to include the terms object to be pursued by the company on its incorporation and the title of the Part B of the objects clause was amended to include matters which are necessary for furtherance of the object specified in Clause III(A). The title of Part C of object clause of the MOA was deleted.
August 5, 2015	Clause V of the Memorandum of Association was amended to reflect that the authorised share capital shall be ₹15,000,000 divided into 1,500,000 equity shares of ₹10 each
March 17, 2016	Clause V of the Memorandum of Association of our Company was substituted with a new clause stating that the authorised share capital was to be ₹18,000,000 divided into 1,500,000 equity shares of ₹10 each and 300,000 redeemable preference shares of ₹10 each.
October 12, 2016	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the authorized share capital of our Company from ₹18,000,000 divided into 1,500,000 equity shares of ₹10 each and 300,000 redeemable preference shares of ₹10 to ₹30,000,000 divided into 2,700,000 equity shares of ₹10 and 300,000 redeemable preference shares of ₹10 each.
November 30, 2017	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the authorized share capital of our Company from ₹30,000,000 divided into 2,700,000 equity shares of ₹10 each and 300,000 redeemable preference shares of ₹10 to ₹40,000,000 divided into 3,700,000 equity shares of ₹10 and 300,000 redeemable preference shares of ₹10 each.
November 19, 2021	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the authorized share capital of our Company from ₹40,000,000 divided into 3,700,000 equity shares of ₹10 each and 300,000 redeemable preference shares of ₹10 to ₹45,000,000 divided into 4,200,000 equity shares of ₹10 and 300,000 redeemable preference shares of ₹10 each.
March 29, 2022	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the authorized share capital of our Company from ₹ 45,000,000 comprising of 4,200,000 equity shares of ₹10 each and 300,000 0.01% Optionally Convertible preference shares to ₹ 48,000,000 by creation of 300,000 Equity Shares of ₹ 10 each amounting to ₹ 3,000,000.
January 24, 2023	Clause V of the Memorandum of Association of our Company was amended to reflect the reclassification of the authorized share capital of our Company from ₹48,000,000 divided into 4,500,000 equity shares of ₹10 each and 300,000 redeemable preference shares of ₹10 to ₹48,000,000 divided into 4,800,000 equity shares of ₹10. The resolution was passed to convert 300,000 optionally convertible preference shares of ₹10 into 300,000 equity shares of ₹10 each.
August 14, 2023	Clause III(A) – main objects clause of the Memorandum of Association of the Company was altered in order to add new sub-clauses 3 to 7 after the existing sub-clause 2.
October 19, 2023	The Memorandum of Association of our Company was amended to reflect the change in name from "CIEL HR Services Private Limited" to "CIEL HR Services Limited"
October 19, 2023	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the authorized share capital of our Company from ₹48,000,000 to ₹110,000,000 by the creation of 6,200,000 equity shares of ₹10 each.
June 10, 2024	The Memorandum of Association of our Company was amended to reflect sub-division of the equity shares of the

Date of Shareholder resolution	Particulars
	company. One equity share of face value of ₹10 each shall stand sub-divided into 5 equity shares of the face value of ₹2 each w.e.f. May 15, 2024.
October 08, 2024	The authorising capital has been increased from 110,000,000 to ₹ 150,000,000 by the creation of 8,000,000 equity shares of ₹ 2

Major events and milestones of our Company

The table below sets forth some of the major events and milestones in the history of our Company:

Year	Milestone
2015	Introduction of the asset-light franchise business model
2018	Introduce the Company's first human resource management systems (HRMS) platform called 'H factoR'
2019	Obtained ISO 9001:2015 certification for providing recruitment and staffing services
2021	Recognised by Staffing Industry Association as the largest staffing firm on the basis of branches in India
2022	Acquisition of CIEL Skills and Careers Private Limited to include 'skill development' as a part of the offering by the Company
2022	Launched a tech platform, 'ProSculpt', connecting the four pillars of employment eco-system namely student, faculty, institution and industry
2023	Acquisition of stake in Next Leap Career Solutions Private Limited to include 'talent assessment and development' as a part of the offering by the Company
2023	Acquisition of stake in Ma Foi Strategic Consultants Private Limited to include 'Advisory, Payroll and Compliance Management Solutions' as a part of the offering by the Company
2024	Acquisition of stake in First Venture Corporation Private Limited, which operates 'Courseplay Platform' to facilitate employee learning
2024	Acquisition of stake in Thomas Assessments Private Limited and People Metrics Private Limited to provide internationally acclaimed talent assessment suite of products to the markets in South Asian Association of Regional Cooperation region

Awards, accreditations and recognition

The table below sets forth some of the key awards, accreditations and recognition received by our Company:

Calendar Year	Awards, accreditations and recognition
2020	Recognised as 'Great Place to Work' in the 'Small and Mid-Size Organisations' by Great Place to Work Institute, India from March 2020 to February 2021.
2021	Recognised as 'Great Place to Work' in the 'Small and Mid-Size Organisations' by Great Place to Work Institute, India from March 2021 to February, 2022.
2022	Recognised as 'Great Place to Work' in the 'Mid-Size Organisations' by Great Place to Work Institute, India from March, 2022 to March, 2023.
2022	Recognised at the Partners Summit, 2022, as the 'Best HR Partner' for rendering human resource services rendered to JLL and its clients during 2022
2023	Recognised as 'Great Place to Work' in the 'Mid-Size Organisations' by Great Place to Work Institute, India from January, 2023 to January, 2024.
2023	Received ISO 9001:2015 certificate in accordance with QACS International Private Limited
2024	Recognised as 'Great Place to Work' in the 'Mid-Size Organisations' by Great Place to Work Institute, India from January, 2024 to January, 2025.
2024	CIEL HR Services Limited was recognised for meticulous brand building efforts with a brand strength rating of AA and a brand value of USD30 million in the 'India 100 2024" annual report issued in June 2024 by Brand Finance

Significant financial and strategic partnerships

Our Company does not have any significant financial or strategic partnerships as on the date of this Draft Red Herring Prospectus.

Time/cost overrun in setting up projects

Our Company has not experienced any instance of time and cost overruns in respect of our business operations, as of the date of this Draft Red Herring Prospectus, except in the ordinary course of business.

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

There has been no instance of rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our borrowings from lenders.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation, location of projects

For details of key services offered by our Company, entry into new geographies or exit from existing markets or capacity/facility creation, location of projects, see "*Our Business*" on page 222.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as disclosed below, our Company has not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years;

1. **Next Leap Career Solutions Private Limited** ("**NLCSPL**")

   Pursuant to share purchase agreement dated November 30, 2022 ("**NLCSPL SPA**") entered between our Company, NLCSPL, Mohit Gundecha, Suruchi Wagh ("**NLCSPL Erstwhile Promoters**"), Nirvana Digital India Fund, Digital Nirvana Fund Company Limited, Nickhil Harshvardhan Jakatdar, Monisha Advani, Alok Kejriwal, Keshav Singhi, Nikunj Jhaveri, Manu Narang Wadhwa, Shanta Vallury Gandhi and Abhishek Tiwary ("**Erstwhile Shareholders**"), our Company acquired 470,834 equity shares of NLCSPL from the NLCSPL Erstwhile Promoters and the Erstwhile Shareholders for a total consideration of ₹184.57 million including a non-cash consideration pursuant to which 15,716 equity shares of face value ₹10 each of our Company were allotted to each of the NLCSPL Erstwhile Promoters. Based on the valuation report dated December 21, 2023 issued by registered valuer, Heena Haren Shah, the fair value per equity share of our Company was determined to be ₹ 503.10 for the purpose of the issuance of equity shares of our company to Next Leap, with the same share entitlement as mentioned above.

   Additionally, our Company has also entered into a shareholders agreement dated November 30, 2022 ("**NLCSPL SHA**") with NLCSPL and the NLCSPL Erstwhile Promoters, pursuant to which, our Company exercised the tranche I call option and acquired 51,125 equity shares of NLCSPL from the NLCSPL Erstwhile NLCSPL Promoters on December 28, 2023. Pursuant to the NLCSPL SHA, our Company has the right to acquire further equity shares of NLCSPL making it our Company's wholly owned subsidiary. See "*Objects of the Offer – Acquisition of additional shareholding in certain Subsidiaries – Next Leap Career Solutions Private Limited*" on page 120.

2. **Ma Foi Strategic Consultants Private Limited** ("**MFSCPL**")

   Pursuant to the share purchase agreement dated January 11, 2023, entered between our Company and MFSCPL, our Company acquired 1,966,472 and 2,045,203 equity shares of face value of ₹10 each of MFSCPL held by Pandiarajan Karuppasamy and Hemalatha Rajan, respectively. As part of the non-cash consideration, 16,360 and 17,015 equity shares of our Company were issued to Pandiarajan Karuppasamy and Hemalatha Rajan, respectively. Based on the valuation report dated January 10, 2023, issued by registered valuer, S Sandeep, the fair value per equity share of our Company was determined to be ₹1,202 for the purpose of the issuance of equity shares of our company to MFSCPL, with the same share entitlement as mentioned above.

   Subsequently, pursuant to the share purchase agreement dated July 10, 2024, entered between our Company and MFSCPL, our Company further acquired equity shares of face value ₹10 each of MFSCPL (i) 829,523 equity shares held by Pandiarajan Karuppasamy; (ii) 1,351,719 equity shares held by Hemalatha Rajan; (iii) 1,573,000 equity shares held by Doraiswamy Rajiv Krishnan; (iv) 50,000 equity shares held by Sumathi Rajamanikam; (v) 4,069 equity shares held by Nirupama VG; (vi) 4,069 equity shares held by Mustafa Moochhala; (vii) 3,974 equity shares held by Vivekanandha R; (viii) 7,948 equity shares held by Vasanthamohan; (ix) 3,974 equity shares held by Kandaswamy M; (x) 3,974 equity shares held by Amudha Kandasamy; (xi) 3,974 equity shares held by Rajadurai A; (xii) 7,948 equity shares held by Shirley Vasanthamohan; (xii) 4,069 equity shares held by Srinivasan Varadarajan; (xiii) 813 equity shares held by Rowena Scurville. Based on the valuation report dated April 25, 2024, issued by registered valuer, S Sandeep, the fair value per equity share of our Company was determined to be ₹205.20 for the purpose of the issuance of equity shares of our company to Ma Foi, with the same share entitlement as mentioned above.

3. **Aargee Staffing Services Private Limited** ("**ASSPL**")

   Pursuant to share purchase agreement dated November 23, 2023 ("**ASSPL SPA**") executed among our Company, ASSPL, Meenakshisundaram Ramachandran, M K Koushik Iyer and M K Keshav Iyer (*represented by M C Karthikeyan Iyer)*, K Meenakshi, Lakshmi Ramchandran and Seshadri Badrinarayanan ("**Erstwhile Shareholders**"), our Company acquired 600,000 equity shares of ASSPL from the Erstwhile Shareholders for a:

   (a) cash consideration of ₹1.38 million paid to M K Koushik Iyer and M K Keshav Iyer (*represented by M C Kartikeyan Iyer*), K Meenakshi and Lakshmi Ramchandran in respect of 41,500 equity shares;

(b) cash consideration of ₹0.60 million to Seshadri Badrinarayanan in respect of 1,80,000 equity shares; and

(c) non-cash consideration of 1,230 equity shares of face value of ₹10 each of our Company to Meenakshisundaram Ramachandran for purchase of 3,78,500 equity shares.

Based on the valuation report dated December 18, 2023 issued by registered valuer, S Sandeep, the fair value per equity share of our Company was determined to be ₹ 3.33 for the purpose of the issuance of equity shares of our company to ASSPL, with the same share entitlement as mentioned above.

4. **Firstventure Corporation Private Limited** ("**FCPL**")

Pursuant to the share purchase agreement dated February 29, 2024 ("**FCPL SPA**") entered into amongst our Company, FCPL, Arjun Gupta and Nishita Gupta ("**FCPL Erstwhile Promoters**"), IPV Advisors Private Limited and Anish Anand Singh ("**Erstwhile Shareholders**"), our Company acquired 190,788 equity shares of face value of ₹10 each of FCPL from Arjun Gupta and the Erstwhile Shareholders for a cash consideration of ₹36.11 million paid to FCPL Erstwhile Promoters and Erstwhile Shareholders and a non-cash consideration of 19,844 Equity Shares of our Company issued to Arjun Gupta. Based on the valuation report dated January 15, 2024, issued by registered valuer, Bhavesh M Rathod, the fair value per equity share of our Company was determined to be ₹ 296 for the purpose of the issuance of equity shares of our company to Firstventure, with the same share entitlement as mentioned above.

Additionally, our Company has also entered into a securities subscription and securities holders' agreement dated February 29, 2024 with FCPL and the FCPL Erstwhile Promoters to acquire further equity shares of FCPL in tranches to make FCPL our Company's wholly owned subsidiary. See "*Objects of the Offer – Acquisition of additional shareholding in certain Subsidiaries – Firstventure Corporation Private Limited*" on page 118.

5. Thomas Assessments Private Limited and People Metrics Private Limited ("Thomas Group")

Pursuant to the share purchase agreement entered between our Company, Thomas Group, Sundara Rajan Aravamuthan, Prahlad Rao, Rathana Sundara Rajan and Surekha Prahlad ("**Thomas Group Shareholders**") dated October 4, 2024, our Company acquired:

(a) 5,100 equity shares of face value ₹10 each of PMPL from the Thomas Group Shareholders for a cash consideration of ₹15.82 million; and

(b) 5,100 equity shares of face value ₹10 each of TAPL from the Thomas Group Shareholders for a total cash consideration of ₹41.02 million and non-cash consideration pursuant to which 184,682 Equity Shares of the Company were issued to Sundara Rajan Aravamuthan, Prahlad Rao and Rathana Sundara Rajan.

Based on the valuation report dated October 15, 2024 issued by registered valuer, Venkata Subbarao Kalva, the fair value per equity share of ₹10 was determined to be ₹15,474.37.

Additionally, our Company has also entered into a shareholders' agreement dated October 4, 2024 with the Thomas Group and the Thomas Group Shareholders to acquire further equity shares of the Thomas Group in tranches to make TAPL and PMPL our Company's wholly owned subsidiaries. See "*Objects of the Offer – Acquisition of additional shareholding in certain Subsidiaries – People Metrics Private Limited and Thomas Assessments Private Limited*" on page 121.

Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale

Except as stated below, as on the date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoter Selling Shareholders offering their Equity Shares in the Offer for Sale to third parties.

S. No.	Date of guarantee	Guarantee issued in favour of	Borrower	Guarantee amount (in ₹ million)	Type of facility
1.	May 14, 2020	Canbank Factors Limited	CIEL HR Services Limited	60.00 (1)	Sales bill factoring
2.	October 6, 2021	Canara Bank Limited	Ma Foi Strategic Consultants Private Limited	2.47 (2)	Vehicle loan
3.	December 21, 2022	HDFC Bank Limited	CIEL HR Services Limited	510.00 (3)	Term loan
4.	January 1, 2023	Federal Bank Limited	CIEL HR Services Limited	200.00 (4)	Working capital

S. No.	Date of guarantee	Guarantee issued in favour of	Borrower	Guarantee amount (in ₹ million)	Type of facility
5.	November 24, 2023	OXYZO Financial Services Private Limited	CIEL HR Services Limited	60.00 (5)	Term loan

(1) Personal guarantee provided by Pandiarajan Karuppasamy
(2) Personal guarantee provided by Hemalatha Rajan
(3) Personal guarantee provided by Pandiarajan Karuppasamy, Hemalatha Rajan, Aditya Narayan Mishra and Santhosh Kumar Nair.
(4) Personal guarantee provided by Pandiarajan Karuppasamy, Hemalatha Rajan, Aditya Narayan Mishra and Santhosh Kumar Nair
(5) Personal guarantee provided by Aditya Narayan Mishra

The guarantees set out above have been issued as security in connection with the facilities availed by our Company, and our Subsidiary, Aargee Staffing Services Private Limited. Pursuant to the terms of the guarantees, the obligations of our Promoters and Selling Shareholders include repayment of the guaranteed sum in case of default by the respective borrowers. The financial implications in case of default by the borrower are that the lender would be entitled to invoke the guarantees to the extent of the outstanding loan amount, together with any interests, costs or charges due to the respective lenders. The guarantees are effective for a period until the underlying loan is repaid in full by the respective borrower. Any default or failure by our Company or the relevant borrower entity to repay the loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoter Selling Shareholder. No consideration has been paid or is payable to our Promoter Selling Shareholders for providing these guarantees. The borrowings of our Company and Subsidiaries are typically secured by immovable property, movable fixed assets and current assets. See "*Financial Indebtedness*" and *"Risk Factors - Our Promoters have provided personal guarantees to loan facility availed by us, which if revoked may require alternative guarantees, repayment of amount due or termination of the facilities "* on pages 369 and 49, respectively.

Shareholders' agreement and other key agreements

As on the date of this Draft Red Herring Prospectus, other than as disclosed below, there are no other subsisting shareholders' agreements, arrangements or agreements that our Company is aware of, and there are no clauses/covenants which are material and which need to be disclosed in this Draft Red Herring Prospectus or nondisclosure of which may have a bearing on the investment decision in connection with the Offer. Further, there are no other clauses/covenants that are adverse or prejudicial to the interest of the minority/public Shareholders of our Company.

1) Shareholders rights agreement dated February 29, 2024 ("Firstventure Promoter SHA") entered between our Company, Pandiarajan Karuppasamy, Hemalatha Rajan, Santhosh Kumar Nair, Aditya Narayan Mishra, Doraiswamy Rajiv Krishnan ("Promoters") and Arjun Gupta ("Other Shareholder") as amended pursuant to the amendment agreement dated November 5, 2024 ("Amendment Agreement")

The Firstventure Promoter SHA records the mutual understanding between the parties with respect to, *inter alia*, their rights as shareholders of our Company and their *inter se* rights and obligations by virtue of their respective shareholding in our Company. Pursuant to the terms of the Firstventure Promoter SHA, the Promoters have a right of first offer. Additionally, the Other Shareholders have certain special rights, including *inter alia*, pre-emptive right to subscribe to the shares of our Company, a right to call upon our Company/ Promoters to buy-back all or any of the Equity Shares held by them and information rights.

In order to facilitate the Offer, the parties to the Firstventure Promoter SHA have entered into an Amendment Agreement pursuant to which certain provisions of the Firstventure Promoter SHA have been amended to facilitate the Offer, and parties have also provided certain waivers and consents, in relation to their rights under the SHA for the purposes of the Offer, including, *inter alia*, deletion of buy-back provisions, waiver of right of first offer and information rights. The Amendment Agreement shall automatically terminate and the amendments, waivers, deletions, and consents provided pursuant to it shall automatically cease to be effective and the rights and obligations of the parties to the Firstventure Promoter SHA shall stand reinstated, as existing prior to the execution of the Amendment Agreement, upon the earlier of (i) expiry of 12 months from receipt of final SEBI observations in relation to the DRHP filed by the Company with SEBI; or (ii) if the DRHP is rejected by SEBI; or (iii) in the event that the Board, or committee constituted for the purposes of the IPO thereof decide not to undertake the IPO (including withdrawal of any DRHP filed), then on the date of meeting in which the same is decided; or (iv) such other date as mutually agreed between the parties in writing.

Upon the commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, the Firstventure Promoter SHA, along with all rights available to the parties, shall stand automatically terminated without requiring any further action.

2) Shareholders rights agreement dated October 4, 2024 ("Thomas Group Promoter SHA") entered between our Company, Pandiarajan Karuppasamy, Hemalatha Rajan, Santhosh Kumar Nair, Aditya Narayan Mishra, Doraiswamy Rajiv Krishnan ("Promoters"), Sundara Rajan Aravamuthan, Rathna Sundara Rajan

("Promoters") and G Prahlad Rao, Surekha Prahlad Rao (along with Promoters the "Other Shareholders") as amended pursuant to the amendment agreement dated November 5, 2024 ("Amendment Agreement")

The Thomas Group Promoter SHA records the mutual understanding between the parties with respect to, *inter alia*, their rights as shareholders of our Company and their *inter se* rights and obligations by virtue of their respective shareholding in our Company. Pursuant to the terms of the Thomas Group Promoter SHA, the Promoters have a right of first offer. Additionally, the Other Shareholders have certain special rights, including *inter alia*, a right to call upon our Company/ Promoters to buy-back all or any of the Equity Shares held by them, information rights and the right of Sundara Rajan Aravamuthan to be appointed on the Board.

In order to facilitate the Offer, the parties to the Thomas Group Promoter SHA have entered into an Amendment Agreement pursuant to which certain provisions of the Thomas Group Promoter SHA have been amended to facilitate the Offer, and parties have also provided certain waivers and consents, in relation to their rights under the SHA for the purposes of the Offer, including, *inter alia*, deletion of buy-back provisions, waiver of right of first offer, information rights and right of appointment on the Board. The Amendment Agreement shall automatically terminate and the amendments, waivers, deletions, and consents provided pursuant to it shall automatically cease to be effective and the rights and obligations of the parties to the Thomas Group SHA shall stand reinstated, as existing prior to the execution of the Amendment Agreement, upon the earlier of (i) expiry of 12 months from receipt of final SEBI observations in relation to the DRHP filed by the Company with SEBI; or (ii) if the DRHP is rejected by SEBI; or (iii) in the event that the Board, or committee constituted for the purposes of the IPO thereof decide not to undertake the IPO (including withdrawal of any DRHP filed), then on the date of meeting in which the same is decided; or (iv) such other date as mutually agreed between the parties in writing.

Upon the commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, the Thomas Group Promoter SHA, along with all rights available to the parties, shall stand automatically terminated without requiring any further action.

Key terms of other subsisting material agreements

Except as disclosed under "- ***Shareholders' agreement and other key agreements***" above, our Company has not entered into any subsisting material agreements with strategic partners, joint venture partners and/or financial partners other than in the ordinary course of business of our Company.

Agreements with Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Holding company

As on the date of this Draft Red Herring Prospectus, our Company has no holding company.

Other confirmations

Neither our Promoter nor any other Key Managerial Personnel, Senior Management, Directors or any other employee of our Company, either by themselves or on behalf of any other person, have entered into any agreements with any Shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners or financial partners, which is not in the ordinary course of business carried on by our Company.

We confirm that there are no other agreements, arrangements and clauses or covenants which are material and which needs to be disclosed or the non-disclosure of which may have bearing on the investment decision, other than the ones which have already been disclosed in this DRHP.

OUR SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Subsidiaries of our Company

As on the date of this Draft Red Herring Prospectus, our Company has nine Subsidiaries.

1. Aargee Staffing Services Private Limited (**"ASSPL"**)

Corporate Information

ASSPL was originally incorporated on March 9, 2009 as a private limited company limited by shares under Companies Act, 1956, with the Registrar of Companies, Tamil Nadu, at Chennai. Its registered office is located at No. 177/103, Third Floor, Avvai Shanmugam Salai (Lloyds Road), Royapettah, Chennai – 600 014, Tamil Nadu.

Nature of business

ASSPL is engaged in the business of *inter alia*, consulting and provision of services related to identification, recruitment and staffing, of all types of human resources, in India and abroad.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of ASSPL is ₹ 10,000,000 divided into 1,000,000 equity shares of ₹ 10 each and its issued, subscribed and paid-up share capital is ₹6,000,000 divided into 600,000 equity shares of ₹10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of ASSPL, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	CIEL HR Services Limited	599,999	100.00
2.	Hemalatha Rajan, on behalf of CIEL HR Services Limited (Holding Company)	1	*Negligible*
	Total	**600,000**	**100.00**

Amount of accumulated profits or losses

There are no accumulated profits or losses of ASSPL that have not been accounted for by our Company.

2. CIEL Skills and Careers Private Limited ("**CSCPL**")

Corporate Information

CSCPL was incorporated as a private limited company limited by shares on December 30, 2011 under the Companies Act, 1956 with the name, "Ma Foi Educational Services Private Limited" pursuant to a certificate of incorporation issued by the Registrar of Companies, Tamil Nadu at Chennai. Subsequently, its name was changed to CIEL Skills and Careers Private Limited and a fresh certificate of incorporation was issued on March 9, 2022. The registered office of CSCPL is located at Plot No. 3726, Door No. 41, Ma Foi House, 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu.

Nature of business

CSCPL is engaged in the business of, *inter alia*, establishing, promoting and running, in India or abroad, schools, colleges, boarding houses, ashrams, gurukuls, etc. where general, scientific, commercial, engineering or any other type of education be imparted, for primary and secondary and higher education.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of CSCPL is ₹ 25,000,000 divided into 2,500,000 equity shares of ₹ 10 each and its issued, subscribed and paid-up share capital is ₹20,400,000 divided into 2,040,000 equity shares of ₹10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of CSCPL, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹ 10 each	Percentage of total equity shareholding (%)
1.	CIEL HR Services Limited	2,039,999	100.00
2.	Pandiarajan Karuppasamy, on behalf of CIEL HR Services Limited (Holding Company)	1	*Negligible*
	Total	**2,040,000**	**100.00**

Amount of accumulated profits or losses

There are no accumulated profits or losses of CSCPL that have not been accounted for by our Company.

3. CIEL Technologies Private Limited ("**CTPL**")

Corporate Information

CTPL was originally incorporated on November 23, 2011 as a private limited company limited by shares under Companies Act, 1956, under the name "Suhanila Creations Private Limited" with the Registrar of Companies, Tamil Nadu, at Chennai. Subsequently, its name was changed to CIEL IT Solutions Private Limited and a fresh certificate of incorporation was issued by the registrar of companies, on July 27, 2015. Thereafter, its name was changed to CIEL Technologies Private Limited, and a fresh certificate of incorporation was issued on November 22, 2021. Its registered office is located at Plot No. 3726, Door No. 41, Ma Foi House, 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu.

Nature of business

CTPL is engaged in the business of *inter alia,* (a) creation, production, maintenance, selling of software solutions and services to industries, institutes, etc. both in India and abroad; (b) making available human resources, recruitment, training, and providing any other information technology related services in relation to human resources; and (c) providing onsite support and IT enabled consultancy services.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of CTPL is ₹ 1,000,000 divided into 100,000 equity shares of ₹ 10 each and its issued, subscribed and paid-up share capital is ₹100,000 divided into 10,000 equity shares of ₹10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of CTPL, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	CIEL HR Services Limited	9,999	100.00
2.	Pandiarajan Karuppasamy, on behalf of CIEL HR Services Limited (Holding Company)	1	*Negligible*
	Total	**10,000**	**100.00**

Amount of accumulated profits or losses

There are no accumulated profits or losses of CTPL that have not been accounted for by our Company.

4. Firstventure Corporation Private Limited (**"FVCPL"**)

Corporate Information

FVCPL was originally incorporated on March 14, 2012 as a private limited company limited by shares under Companies Act, 1956, under the name "Firstventure Corporation India Private Limited" with the Registrar of Companies, Maharashtra, at Mumbai. Subsequently, its name was changed to Firstventure Corporation Private Limited and a fresh certificate of incorporation was issued by the Registrar of Companies, on May 1, 2012. Its registered office is located at 163/C, Mittal Tower, Nariman Point, Mumbai 400 021, Maharashtra.

Nature of business

FVCPL is engaged in the business of *inter alia*, providing formal and informal education to students, graduates, undergraduates, professionals, imparting training related to various fields of study as well as provide services as and to operate as a SaaS platform in relation to employee learning and upskilling.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of FVCPL is ₹ 10,000,000 divided into (a) 750,000 equity shares of ₹ 10 each; and (b) 250,000 preference shares of ₹ 10 each and its issued, subscribed and paid-up share capital is ₹5,975,960 divided into 597,596 equity shares of ₹10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of FVCPL, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	CIEL HR Services Limited	309,031	51.71
2.	Arjun Gupta	288,564	48.29
3.	Nishita Gupta	1	*Negligible*
	Total	**597,596**	**100.00**

Amount of accumulated profits or losses

There are no accumulated profits or losses of FVCPL that have not been accounted for by our Company.

5. Integrum Technologies Private Limited (**"ITPL"**)

Corporate Information

ITPL was incorporated on August 13, 2018 as a private limited company, limited by shares, under Companies Act, 1956 issued by the Registrar of Companies, Tamil Nadu, at Chennai. The registered office of ITPL is located at Plot No. 3726, Door No. 41, Ma Foi House, 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu.

Nature of business

ITP is engaged in the business of providing software as a service to manage the entire human resources hire to retire functions, online in the fields of information technology and software development in all its forms and perspectives and to undertake all such activities as are connected, linked or associated with software development, operation, data communication and other related services.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of CTPL is ₹ 10,000,000 divided into 1,000,000 equity shares of ₹ 10 each and its issued, subscribed and paid-up share capital is INR 7,550,100 divided into 755,010 equity shares of INR 10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of ITPL, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	CIEL HR Services Limited	577,582	76.50
2.	Kiran Kumar Shetty	71,716	9.50
3.	V. Balaji	52,851	7.00
4.	Sandeep Kishan Jampana	52,851	7.00
5.	Hemalatha Rajan	10	*Negligible*
	Total	**755,010**	**100.00**

Amount of accumulated profits or losses

There are no accumulated profits or losses of ITPL that have not been accounted for by our Company.

6. Ma Foi Strategic Consultants Private Limited (**"MFSCPL"**)

Corporate Information

MFSCPL was incorporated on January 6, 2011 as a private limited company, limited by shares, under Companies Act, 1956 issued by the Registrar of Companies, Tamil Nadu, at Chennai. The registered office of MFSCPL is located at Plot No. 3726, Door No. 41, Ma Foi House, 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu.

Nature of business

MFSCPL is engaged in the business of *inter alia,* acting as advisers and consultants in areas of strategy and general management relating to all industries, institutions, government, its various bodies, civil organisations and non-profit organisations.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of MFSCPL is ₹ 80,000,000 divided into 8,000,000 equity shares of ₹ 10 each and its issued, subscribed and paid-up share capital is ₹78,650,000 divided into 7,865,000 equity shares of ₹10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of MFSCPL, as on the date of this Draft Red Herring Prospectus:

Sr. No.	**Name of the shareholders**	**Number of equity shares of face value ₹10 each**	**Percentage of total equity shareholding (%)**
1.	CIEL HR Services Limited	7,864,999	100.00
2.	Pandiarajan Karuppasamy, on behalf of CIEL HR Services Limited (Holding Company)	1	*Negligible*
	Total	**7,865,000**	**100.00**

Amount of accumulated profits or losses

There are no accumulated profits or losses of MFSCPL that have not been accounted for by our Company.

7. Next Leap Career Solutions Private Limited (**"NLCSPL"**)

Corporate Information

NLCSPL was incorporated on October 18, 2010 as a private limited company, limited by shares, under Companies Act, 1956 issued by the Registrar of Companies, Maharashtra, at Mumbai. The registered office of NLCSPL is located at S. No. 18/1/1, E1-402, Water's Edge, Vishal Nagar, Pimple Nilakh, Pune 411 027, Maharashtra.

Nature of business

NLCSPL is engaged in the business of, *inter alia,* providing online solutions, advisory services, for recruitment, hiring, staffing, human resource services, overseas education, global education, and assisting students to pursue education in overseas educational institutions.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of NLCSPL is ₹ 97,499,951 divided into (a) ₹6,195,500 equity share capital of 619,550 equity shares of ₹ 10 each; (b) ₹21,896,000 Class A preference share capital divided into 136,000 preference shares of ₹ 161 each; (c) ₹ 25,000,080 Class B compulsory convertible preference share capital divided into 155,280 preference shares of ₹161 each; (d) 20,000,211 Class C compulsory convertible preference shares divided into 55,097 preference shares of ₹363 each; and (e) ₹24,408,160 Class D compulsory convertible preference shares divided into 39,368 preference shares of ₹620 each. Its issued, subscribed and paid-up share capital is ₹ 5,710,930 divided into 571,093 shares of ₹ 10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of MFSCPL, as on the date of this Draft Red Herring Prospectus:

Sr. No.	**Name of the shareholders**	**Number of equity shares of face value ₹10 each**	**Percentage of total equity shareholding (%)**
1.	CIEL HR Services Limited	5,21,959	91.40
2.	Mohit Gundecha	24,567	4.30
3.	Suruchi Wagh	24,567	4.30
	Total	**571,093**	**100.00**

Amount of accumulated profits or losses

There are no accumulated profits or losses of NLCSPL that have not been accounted for by our Company.

8. People Metrics Private Limited **("PMPL")**

Corporate Information

PMPL was incorporated on May 17, 2005 as a private limited company, limited by shares, under Companies Act, 1956 issued by the Registrar of Companies, Karnataka at Bangalore. The registered office of PMPL is located at T2, 3rd Floor, TNT Tower, Infantry Road, Bangalore 560 001, Karnataka, India

Nature of business

PMPL is engaged in the business of, *inter alia*, developing, sourcing and providing human resource related assessment and training services to measure managerial competencies, to carry on the business of providing consultancy in the area of general management.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of PMPL is ₹ 100,000 divided into 10,000 equity shares of ₹10 each and its issued, subscribed and paid-up share capital is ₹ 100,000 divided into 10,000 shares of ₹ 10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of PMPL, as on the date of this Draft Red Herring Prospectus:

Sr. No.	**Name of the shareholders**	**Number of equity shares of face value ₹10 each**	**Percentage of total equity shareholding (%)**
1.	Company	5,100	51.00
2.	Rathna Sundara Rajan	3,144	31.44
3.	Surekha Prahlad Rao	1,568	15.68
4.	Sundara Rajan Aravamuthan	122	1.22
5.	G. Prahlad Rao	66	0.66
	Total	**10,000**	**100.00**

Amount of accumulated profits or losses

Not applicable as PMPL was acquired by our Company post June 30, 2024.

9. Thomas Assessments Private Limited **("TAPL")**

Corporate Information

TAPL was incorporated on April 7, 2005 as a private limited company, limited by shares, under Companies Act, 1956 issued by the Registrar of Companies, Karnataka at Bangalore. The registered office of TAPL is located at T2, 3rd Floor, TNT Tower, Infantry Road, Bangalore 560 001, Karnataka, India.

Nature of business

TAPL is engaged in the business of, *inter alia*, behavioral profiling services, cognitive assessments , psychological testing and training related only to the instrument and tools.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of TAPL is ₹ 100,000 divided into 10,000 equity shares of ₹10 each and its issued, subscribed and paid-up share capital is ₹ 100,000 divided into 10,000 shares of ₹ 10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of TAPL, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	Company	5,100	51.00
2.	Sundara Rajan Aravamuthan	2,450	24.50
3.	G. Prahlad Rao	1,634	16.30
4.	Rathna Sundara Rajan	816	8.20
	Total	**10,000**	**100.00**

Amount of accumulated profits or losses

Not applicable as TAPL was acquired by our Company post June 30, 2024.

Joint Ventures

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

Associates

As on the date of this Draft Red Herring Prospectus, our Company does not have any Associates.

Confirmations

Interest in our Company

Except as provided in "*Our Business*" on page 222, none of our Subsidiaries have any business interest in our Company. For details of related business transactions between our Company and our Subsidiaries, see "*Offer Document Summary–Related Party Transactions*" on page 16.

Common Pursuits

As on the date of this Draft Red Herring Prospectus, our Subsidiaries have no common pursuits with our Company.

There are no conflict of interests between the suppliers of our Company (crucial for operations of the Company) and our Subsidiaries or their respective directors.

There are no conflict of interests between the third party service providers of our Company (crucial for operations of the Company) and our Subsidiaries or their respective directors.

There are no conflict of interests between the lessors of immovable properties of our Company (crucial for operations of the Company) and our Subsidiaries or their respective directors.

As on the date of this Draft Red Herring Prospectus, none of our Subsidiaries are listed in India or abroad.

OUR MANAGEMENT

Board of Directors

In accordance with the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors, or such higher number as determined by our Company after passing a special resolution in its general meeting.

As of the date of this Draft Red Herring Prospectus, our Board comprises ten Directors, five of whom are executive directors, and five of whom are non-executive, independent director.

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

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Pandiarajan Karuppasamy ***DIN***: 00116011 ***Designation***: Chairman and Executive Director ***Date of birth***: April 26, 1959 ***Address***: C3, Golden Kings Court AK 61 TAS Enclave, Shanthi Colony, Anna Nagar, Chennai 600 040, Tamil Nadu ***Occupation***: Business ***Current term***: Appointed for a period of 5 years from June 14, 2021 ***Period of directorship***: Director since June 14, 2021	65	***Indian Companies:*** • CIEL Skills and Careers Private Limited • Firstventure Corporation Private Limited • MA FOI Strategic Consultants Private Limited • Next Leap Career Solutions Private Limited • People Metrics Private Limited • Thomas Assessments Private Limited ***Foreign Companies:*** *Nil*
Hemalatha Rajan ***DIN***: 00115674 ***Designation***: Executive Director ***Date of birth***: December 7, 1965 ***Address***: C3, 3rd Floor, Golden Kings Court, AK 61, TAS Enclave, 10th Main Road Shanti Colony, Anna Nagar, Chennai 600 040, Tamil Nadu ***Occupation***: Business ***Current term***: Appointed from April 1, 2024, for a period not exceeding 5 years ***Period of directorship***: Director since August 23, 2010	58	***Indian Companies:*** • Aargee staffing Services Private Limited • Athera Enterprises Private Limited • CIEL Skills and Careers Private Limited • CIEL Technologies Private Limited • Firstventure Corporation Private Limited • Inscribe Graphics Limited • Integrum Technologies Private Limited • MA FOI strategic Consultants Private Limited • Native Angels Network Association • Next Leap Career Solutions Private Limited • Rudi Multi Trading Company Limited • Virudhunagar Kamaraj Memorial Software Private Limited ***Foreign Companies:*** *Nil*
Aditya Narayan Mishra ***DIN:*** 05303409 ***Designation***: Managing Director and Chief Executive Officer ***Date of birth:*** May 10, 1971 ***Address:*** CA 1504, Salarpuria Greenage, Hosur Road, next to Oxford Institution, Bommanhalli, Bangalore South, Bengaluru 560 068, Karnataka, India ***Occupation*****:** Business ***Current term:*** Appointed for a period of 5 years from July 1, 2022	53	***Indian Companies:*** • Aargee Staffing Services Private Limited • CIEL Technologies Private Limited • Firstventure Corporation Private Limited • Integrum Technologies Private Limited • MA FOI Strategic Consultants Private Limited • Next Leap Career Solutions Private Limited • People Metrics Private Limited • Thomas Assessments Private Limited ***Foreign Companies:*** *Nil*

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Period of directorship: Director since July 1, 2022		
Doraiswamy Rajiv Krishnan ***DIN***: 00221856 ***Designation***: Executive Director ***Date of birth***: August 4, 1961 ***Address***: A-903, Linden Godrej Woodsman Estate, Bellary Road, Hebbala, Bangalore North, H.A. Farm, Bangalore 560 024, Karnataka ***Occupation***: Business ***Current term***: Appointed for a period of five years from February 12, 2024 ***Period of directorship***: Director since December 8, 2021	62	***Indian Companies:*** • Aargee Staffing Services Private Limited • CIEL Skills and Careers Private Limited • Firstventure Corporation Private Limited • Integrum Technologies Private Limited • MA FOI strategic Consultants Private Limited • Next Leap Career Solutions Private Limited ***Foreign Companies:*** *Nil*
Santhosh Kumar Nair ***DIN***: 07279988 ***Designation***: Executive Director ***Date of birth***: March 11, 1976 ***Address***: No. 13, Sycamore B, 1st Floor, Tata Sherwood, Off Old Airport Road, Basavanagar, Bangalore North, Marathahalli Colony, Bengaluru 560 037, Karnataka ***Occupation***: HR Consultancy ***Current term***: Appointed for a period from October 8, 2015 till termination due to breach of agreement ***Period of directorship***: Director since October 8, 2015	48	***Indian Companies:*** • CIEL Technologies Private Limited • Firstventure Corporation Private Limited • MA FOI strategic Consultants Private Limited • Next Leap Career Solutions Private Limited ***Foreign Companies:*** *Nil*
Arunkumar Nerur Thiagarajan ***DIN***: 02407722 ***Designation***: Non-Executive, Independent Director ***Date of birth***: September 24, 1969 ***Address***: R301, Atrium Apartments, 22 Kalakshetra Road, Behind S2 Thiagaraja Theatre, Thiruvanmiyur, Chennai 600 041, Tamil Nadu ***Occupation***: Business ***Current term***: Appointed for a period of five years from February 12, 2024 ***Period of directorship***: Director since November 15, 2021	54	***Indian Companies:*** • Agrosperity Tech Solutions Private Limited • Angel One Limited • Dvara Solutions Private Limited • Ghodawat Consumer Limited • Northern Arc Capital Limited ***Foreign Companies:*** *Nil*
Chandu Nair ***DIN***: 00259276 ***Designation***: Non-Executive, Independent Director ***Date of birth***: January 20, 1962 ***Address***: 49 Ethiraj Salai Egmore, Chennai 600 008, Tamil Nadu ***Occupation***: Business advisor and investor	62	***Indian Companies:*** • CG Financial Consultancy Private Limited • Chesapeake India Private Limited • Menterra Venture Advisors Private Limited • Shankara Building Products Limited ***Foreign Companies:*** *Nil*

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Current term: Appointed for a period of five years from June 27, 2024. ***Period of directorship***: Director since June 27, 2024		
Ipsita Kathuria ***DIN***: 10643220 ***Designation***: Non-Executive, Independent Director ***Date of birth***: May 30, 1958 ***Address***: 11122 Martha Way, Fulton, Maryland, 20759, United States of America ***Occupation***: Business ***Current term***: Appointed for a period of five years from June 27, 2024 ***Period of directorship***: Director since June 27, 2024	66	***Indian Companies:*** BlueDome Technologies Private Limited ***Foreign Companies:*** *Nil*
Roopa Satish ***DIN***: 07943586 ***Designation***: Non-Executive, Independent Director ***Date of birth***: May 13, 1970 ***Address***: Flat no-501, Raheja Regency, (Next to Sion Telephone Exchange) Sion East, Mumbai 400 022, Maharashtra ***Occupation***: Service ***Current term***: Appointed for a period of 5 years from June 27, 2024 ***Period of directorship***: Director since June 27, 2024	54	***Indian Companies:*** IIM Lucknow Enterprise Incubation Centre ***Foreign Companies:*** *Nil*
Lilian Jessie Paul ***DIN***: 02864506 ***Designation***: Non-Executive, Independent Director ***Date of birth***: May 2, 1970 ***Address***: Villa 1, Prestige Cedars, 7 Covenant Road, Richmond Town, Bengaluru – 560025, India ***Occupation***: Service ***Current term***: Appointed for a period of 5 years from May 30, 2024. ***Period of directorship***: Director since May 30, 2024.	54	***Indian Companies:*** • Bajaj Consumer Care Limited • Credit Access Grameen Limited • Expleo Solutions Limited • Paul Writer Strategic Services Private Ltd • PB Fintech Limited • Policy Bazar Insurance Brokers Private Limited ***Foreign Companies:*** *Nil*

Brief Profiles of our Directors

Pandiarajan Karuppasamy is the Executive Director and Chairman of our Company. He has more than 30 years of experience in management and human resources. He holds a bachelor's degree in engineering from PSG College of Technology, Coimbatore, University of Madras and a postgraduate diploma in personnel management and industrial relations from Xavier Labour Relations Institute (XLRI), Jamshedpur. He is the founder of Ma Foi Strategic Consultants Private Limited. He moved to consulting, analytics, and education businesses with the incorporation of CIEL Skills and Career Private Limited (*formerly known as Ma Foi Educational Services Private Limited*) in the year 2012. He is the Chairman of our Company. He is a former Tamil Nadu State Minister handling portfolios of school education, youth & sports, culture & Tamil development.

Hemalatha Rajan is an Executive Director of our Company. She holds a bachelor's degree in commerce from the Nagpur University. She is a registered member of the ICAI. She has been associated with our Company since August 23, 2010. She has previously been associated with S.B. Billimoria & Co. (*correspondents of Ernst & Young LLP*) as an auditor. She has over 13 of experience in the HR solutions industry.

Aditya Narayan Mishra is the Chief Executive Officer and Managing Director of our Company. He holds a bachelor's degree in engineering (Electronics and Telecommunication) from University College of Engineering, Burla, Sambalpur University and a master's degree in business administration from Jadavpur University. He is associated with the CIEL group since 2015. He has over 25 years of experience in the HR solutions industry. He has previously worked with Larsen & Toubro, and CIEL Skills India. He is a member of the CII HR Forum and was an executive board member of the Indian Staffing Industry from April 1, 2014 to June 17, 2015. He is a Certified Six Sigma Green Belt.

Doraiswamy Rajiv Krishnan is an Executive Director and Promoter of our Company. He holds a bachelor's degree in mechanical engineering from University of Madras and a post graduate diploma in business administration from Xavier Labour Relations Institute, Jamshedpur. He has been associated with the Company, as its Director since December 8, 2021. He has previously been associated with DDI India Private Limited, Mercer Consulting (India) Private Limited, Hay Consultants Private Limited (Korn Ferry) and Ernst & Young Private Limited (as a partner).

Santhosh Kumar Nair is an Executive Director of our Company. He holds a bachelor's degree in commerce from the University of Calicut and a master's degree in business administration from University of Madras. He has been associated with the Company since March 13, 2003. He has worked with Ma Foi Management Consultants Limited, Randstad. He has 20 years of experience in handling recruitment and staffing business.

Arunkumar Nerur Thiagarajan is the Non-Executive, Independent Director of our Company. He holds a post graduate diploma in personnel management and industrial relations from Xavier Labour Relations Institute, Jamshedpur. He acted as senior vice president during the period of 2000-2004 at Polaris Software Limited and between 2011 and 2017, he was the managing director and global ODC (service delivery & strategic partnerships) head for UBS AG. He was the chief executive officer of Dun & Bradstreet TransUnion between 2007-2010. He has prior experience in the area of technology management with Citigroup/Citibank and PepsiCo.

Chandu Nair is a Non-Executive, Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Madras. He holds a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He has been associated with our Company since May 30, 2024. He has been associated with our Company since May 30, 2024. He is currently a director in CG Financial Consultancy Private Limited, Chesapeake India Private Limited, Menterra Venture Advisors Private Limited and Shankara Building Products Limited.

Ipsita Kathuria is an Non-Executive, Independent Director of our Company. She holds a master's degree in economics from the University of Delhi. She has previously been associated with Sopra Steria India Limited as vice president HR. She has also worked at International Monetary Funds in primarily developing and implementing talent management solutions for 12 years. She has been associated with the Company since June 27, 2024.

Roopa Satish is a Non-Executive, Independent Director of our Company. She holds a post graduate diploma in management from Indian Institute of Management Society, Lucknow and a certificate in environmental, social and governance investing from the CFA Institute. She has been associated with our Company since June 27, 2024. She has previously been associated with ABN AMRO Bank, Banque Nationale de Paris, India.

Lilian Jessie Paul is a Non-Executive, Independent Director of our Company. She holds a bachelor's degree in engineering from Bharathidasan University. She has been associated with the Company since May 30, 2024. She has previously been associated with Tata Elxsi, Ogliv & Mather Advertising Limited, and Infosys Limited in marketing sector. She also headed the marketing at iGATE Global Solutions Limited and was designated chief marketing officer at Wipro for five years.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except as disclosed below none of our Directors are related to each other or to any of the Key Managerial Personnel or Senior Management:

(a) Our Promoters Pandiarajan Karuppasamy and Hemalatha Rajan are spouses.
(b) Two of our Senior Management Personnel being Mohit Gundecha and Suruchi Wagh are spouses.

Confirmations

None of our Directors is or has been a director on the board of any listed company whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure, in the five years preceding the date of this Draft Red Herring Prospectus.

None of our Directors have been or are directors on the board of any listed companies which is or has been delisted from any stock exchange(s) during his/her tenure.

No consideration, either in cash or shares or in any other form has 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 any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors were appointed as Directors of our Company pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service contracts with Directors

None of our Directors have entered into service contracts with our Company which provide benefits upon termination of employment.

Borrowing Powers of our Board

In accordance with the Articles of Association of our Company, Section 180(1)(a) and Section 180(1)(c) of the Companies Act, our Shareholders have pursuant to a special resolution passed at their meeting dated October 8, 2024, authorised our Board with the borrowing power, to borrow any sum or sums of money for the ordinary course of business of the company, together with the moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will exceed the aggregate of paid up capital and free reserves (not set apart for any specific purpose), provided that, the total amount up to which moneys may be borrowed by the board of directors.

Terms of Appointment of our Executive Directors

Chairman and Executive Director

Pandiarajan Karuppasamy

Pandiarajan Karuppasamy has been a director since June 14, 2021. He was appointed as the Chairman and Executive Director of our Company pursuant to the resolution passed by our Board at its meeting dated June 14, 2021, and the special resolution passed by our Shareholders on July 28, 2021, for a period of five years from June 14, 2021.

Further pursuant to the resolution passed by the Board on May 3, 2024 and the resolution passed by the Shareholders on June 10, 2024 , he is entitled the following remuneration and perquisites w.e.f. April 1, 2024:

Particulars	Description
Basic Salary	A yearly gross salary of ₹8 million payable in 12 monthly instalments for each calendar month.
Commission and performance linked incentive	He is eligible for variable pay. The variable pay is subject to the performance milestones and is linked to EBITDA
Allowances and Perquisites	Nil

Executive Director

Hemalatha Rajan

Hemalatha Rajan has been a director on the Board since August 23, 2010. She was re-appointed as the Executive Director of our Company pursuant to the resolution passed by our Board at its meeting dated February 12, 2024, and the special resolution passed by our Shareholders on February 26, 2024, for a period of five years from April 1, 2024.

Further pursuant to the resolution passed by the Board on May 3, 2024 and the resolution passed by the Shareholders on June 10, 2024 , he is entitled the following remuneration and perquisites w.e.f. April 1, 2024:

Particulars	Description
Basic Salary	A yearly gross salary of ₹6.18 million payable in 12 monthly instalments for each calendar month.
Commission and performance linked incentive	She is eligible for variable pay. The variable pay is subject to the performance milestones and is linked to EBITDA
Allowances and Perquisites	Nil

Managing Director and Chief Executive Officer

Aditya Narayan Mishra

Aditya Narayan Mishra has been a director on the Board since July 1, 2015. He was appointed as the Managing Director and Chief Executive Officer of our Company pursuant to the resolution passed by our Board at its meeting dated June 8, 2022, and the special resolution passed by our Shareholders on July 1, 2022, for a period of five years from July 1, 2022.

Further pursuant to the resolution passed by the Board on May 3, 2024 and the resolution passed by the Shareholders on June 10, 2024 he is entitled the following remuneration and perquisites w.e.f. April 1, 2024:

Particulars	Description
Basic Salary	A yearly gross salary of ₹10.00 million payable in 12 monthly instalments for each calendar month.
Commission and performance linked incentive	He is eligible for variable pay. The variable pay is subject to the performance milestones and is linked to EBITDA
Allowances and Perquisites	Nil

Executive Director

Doraiswamy Rajiv Krishnan

Doraiswamy Rajiv Krishnan has been a director on our Board since since December 8, 2021. He was appointed as the Executive director of our Company pursuant to the resolution passed by our Board at its meeting dated February 12, 2024 and the special resolution passed by our Shareholders on February 12, 2024, for a period of five years from February 12, 2024.

Further pursuant to the resolution passed by the Board on May 3, 2024 and the resolution passed by the Shareholders on June 10, 2024 , he is entitled the following remuneration and perquisites w.e.f. April 1, 2024:

Particulars	Description
Basic Salary	A yearly gross salary of ₹10.50 million payable in 12 monthly instalments for each calendar month.
Commission and performance linked incentive	He is eligible for variable pay. The variable pay is subject to the performance milestones and is linked to EBITDA
Allowances and Perquisites	Nil

Executive Director

Santhosh Kumar Nair

Santhosh Kumar Nair was appointed as the Executive Director of our Company beginning from October 8, 2015 pursuant to the resolution passed by our Board at its meeting dated September 8, 2015 and the special resolution passed by our Shareholders on July 24, 2024, and is liable to retire by rotation.

Further pursuant to the resolution passed by the Board on May 3, 2024 and the resolution passed by the Shareholders on June 10, 2024 , he is entitled the following remuneration and perquisites w.e.f. April 1, 2024:

Particulars	Description
Basic Salary	A yearly gross salary of ₹6.77 million payable in 12 monthly instalments for each calendar month.
Commission and performance linked incentive	He is eligible for variable pay. The variable pay is subject to the performance milestones and is linked to EBITDA
Allowances and Perquisites	Nil

Our Company has paid the following remuneration to our Executive directors in Fiscal 2024:

S. No.	Name of Director	Total remuneration* (in ₹ million)
1.	Pandiarajan Karuppasamy	7.57
2.	Hemalatha Rajan	Nil
3.	Aditya Narayan Mishra	9.72
4.	Doraiswamy Rajiv Krishnan	Nil
5.	Santhosh Kumar Nair	7.17

**This is the total remuneration paid in Fiscal 2024 and excludes the provision of variable compensation.*

Terms of appointment of our Non-Executive Directors

Our Non-Executive Directors may be entitled to receive sitting fees, as determined by our Board from time to time, for attending meeting of our Board and committees of the Board thereof. Further, our Non-Executive Directors are eligible for a commission linked to the profits, subject to shareholders approval, restricted at maximum of 1% of the profit before taxes of our Company and available to be shared equally with all the Non-Executive Directors of the Company.

Pursuant to a Board resolution dated May 30, 2024, the Non-Executive Directors are entitled to receive sitting fees of ₹ 100,000 per meeting for attending meetings of the Board, and sitting fees of ₹ 50,000 per meeting for attending meetings for the committees such as, the Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee, within the limits prescribed under the Companies Act, and the rules made thereunder.

Our Company has paid the following remuneration to our Non-Executive Directors in Fiscal 2024:

S. No.	Name of Director	Total remuneration for Fiscal 2024 (in ₹ million)
1.	Arunkumar Nerur Thiagarajan	1.30#
2.	Chandu Nair*	Nil
3.	Ipsita Kathuria*	Nil
4.	Lilian Jessie Paul*	Nil
5.	Roopa Satish*	Nil

**Appointed during Fiscal 2025*

 # Till January 31, 2024 , Arunkumar Nerur Thiagarajan was receiving professional fee of ₹0.10 million per annum for providing advisory and consulting services. Subsequently, he has been receiving sitting fees only.

Remuneration paid or payable to our Directors by Subsidiaries

Except for Hemalatha Rajan and Doraiswamy Rajiv Kumar who have received ₹1.20 million and ₹ 10.00 million, respectively from Ma Foi Strategic Private Limited, none of our Directors have received any remuneration, sitting fees or commission from our Subsidiaries in Fiscal 2024.

Contingent or Deferred Compensation to our Directors

There is no contingent or deferred compensation payable to our Directors which does not form part of their remuneration.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Except as disclosed below, as on date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares in our Company:

Sr. No.	Name of Director	Number of Equity Shares	Percentage shareholding (%)
1.	Pandiarajan Karuppasamy	18,804,083	44.24
2.	Hemalatha Rajan	6,835,337	16.08
3.	Aditya Narayan Mishra	5,982,241	14.08
4.	Santhosh Kumar Nair	4,026,832	9.47
5.	Doraiswamy Rajiv Krishnan	1,214,330	2.86
6.	Arunkumar Nerur Thiagarajan	184,490	0.43
7.	Chandu Nair	23,190	0.05

Bonus or profit-sharing plan of the Directors

Except as stated above in "*Terms of Appointment of our Executive Directors*" and "*Terms of appointment of our Non-Executive Directors*", our Directors are not party to any bonus or profit-sharing plan of our Company.

Interest of Directors

All our Non – Executive Directors including the Independent Directors may be deemed to be interested to the extent of sitting fees and commission payable, if any, to them for attending meetings of our Board and committees thereof, and reimbursement of expenses available to them. Our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them and their relatives on our Board or in the ordinary course of their employment with us, if any.

Our Directors may also be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer.

The Directors may also be regarded as interested in the Equity Shares held by them or by their relatives, if any, or that may be subscribed by or allotted to them or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Offer. Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares, if any, held by them or their relatives or to companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters and also to the extent of contracts, transactions, agreements or arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective capacity.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business.

Interest of Directors in the promotion or formation of our Company

Except Pandiarajan Karuppasamy, Hemalatha Rajan, Aditya Narayan Mishra, Rajiv Doraiswamy and Santhosh Kumar Nair, who are the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company as on the date of this Draft Red Herring Prospectus. Also see, "*Our Promoter and Promoter Group*" on page 285.

Interest in land and property

Our Directors do not have any interest in any property acquired or proposed to be acquired of or by our Company.

Business interest

Except in the ordinary course of business and as disclosed in "*Offer Document Summary - Related Party Transactions*" at page 16, our Directors do not have any other business interest in our Company.

Loans to Directors

Our Directors have not availed any loans from our Company.

There are no conflict of interests between the suppliers of raw materials of our Company (crucial for operations of the Company) and our Directors, Key Managerial Personnel and members of Senior Management.

There are no conflict of interests between the third party service providers of our Company (crucial for operations of the Company) and our Directors and Key Managerial Personnel.

There are no conflict of interests between the lessors of immovable properties of our Company (crucial for operations of the Company) and our Directors, Key Managerial Personnel and members of Senior Management.

Changes to our Board in the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of appointment/ cessation reappointment/resignation/ regularisation	Designation (at the time of appointment/ cessation reappointment/ resignation/ regularisation)	Reason
Doraiswamy Rajiv Krishnan	*Date of appointment:* February 12, 2024	*Designation at the time of appointment:* Director	Change from Non-executive director and Independent Director

Name	Date of appointment/ cessation reappointment/resignation/ regularisation	Designation (at the time of appointment/ cessation reappointment/ resignation/ regularisation)	Reason
Arunkumar Nerur Thiagarajan	*Date of appointment:* February 12, 2024	*Designation at the time of appointment:* Director	Change from Non-executive director and Independent Director
Chandu Nair	*Date of appointment:* July 24, 2024.	*Designation at the time of appointment:* Director	Appointment as Independent Director
Lilian Paul	*Date of appointment:* May 30, 2024	*Designation at the time of appointment:* Director	Appointment as Independent Director
Ipsita Kathuria	*Date of appointment:* July 24, 2024.	*Designation at the time of appointment:* Director	Appointment as Independent Director
Roopa Satish	*Date of appointment:* July 24, 2024.	*Designation at the time of appointment:* Director	Appointment as Independent Director

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the constitution of the Board and committees thereof and formulation and adoption of policies. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of SEBI Listing Regulations and the Companies Act, 2013.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee;

(d) IPO Committee;

(e) Corporate Social Responsibility Committee; and

Audit Committee

The Audit Committee was constituted by our Board on June 27, 2024 pursuant to a resolution passed by our Board at its meeting held on June 27, 2024. The Audit Committee is in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations.

The members of the Audit Committee are:

Name of the Director	Position in the Committee	Designation
Arunkumar Nerur Thiagarajan	Chairperson	Non-Executive, Independent Director
Roopa Satish	Member	Non-Executive, Independent Director
Hemalatha Rajan	Member	Executive Director

Scope and terms of reference: The terms of reference of the Audit Committee shall include the following:

The Audit Committee shall have powers, including the following:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial interest to ensure that the financial statement are correct, sufficient and credible;

2. Recommending to the Board the appointment, remuneration and terms of appointment of the statutory, secretarial and internal auditor of the Company;

3. Reviewing, with the management quarterly, half yearly and annual financial statements before submission to the Board, with particular reference to:

a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report to members;

b. Changes, if any, in accounting policies and practices and reasons for the same;

c. Major accounting entries involving estimates based on the exercise of judgment by management;

d. Significant adjustments made in the financial statements arising out of audit findings;

e. Compliance with listing and other legal requirements relating to financial statements;

f. Disclosure of any related party transactions; and

g. Qualifications in the draft Auditor's report.

4. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

5. Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department reporting structure and frequency of internal audit;

6. Discussing with the internal auditors any significant finding and follow up thereon;

7. Reviewing the findings of any internal investigation by the internal auditors into matter where there is suspected fraud or irregularity or failure of the internal control systems of a material nature and reporting the matter to the Board;

8. Discussing with the statutory auditors before audit commences, about the nature & scope of audit as well as post audit discussion to ascertain any area of concern;

9. Laying down the review of procedures relating to risk assessment & risk minimization to ensure that executive management controls risk through means of a properly defined framework;

10. Laying down guidelines on KYC Norms;

11. Reviewing on quarterly basis the securitization/bilateral assignments transactions and investment activities of the Company;

12. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

13. Examination of the financial statement and the auditor's report thereon;

14. Approval or any subsequent modification of transaction of the company with related parties;

15. Scrutinising of inter-corporate loans and investments;

16. Valuation of undertakings or assets of the Company, wherever it is necessary;

17. Evaluating of internal financial controls and risk management systems;

18. Quality and integrity of the accounting, reporting practices of the Company adequacy and reliability of Internal Control System;

19. Overall compliance by the Company with legal and regulatory requirements;

20. Any other area that the Board of Directors of the Company may mandate /direct the Audit Committee take up;

The Audit Committee shall mandatorily review the following information:

1. Management's discussion and analysis of financial condition and results of operations;

2. Statement of significant related party transaction;

3. Management letters / letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses;

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board on June 27, 2024 and was last re-constituted pursuant to a resolution passed by our Board at its meeting held on June 27, 2024. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations.

The members of the Nomination and Remuneration Committee are:

Name of the Director	Position in the Committee	Designation
Chandu Nair	Chairperson	Non-Executive, Independent Director
Lilian Jessie Paul	Member	Non-Executive, Independent Director
Arunkumar Nerur Thiagarajan	Member	Non-Executive, Independent Director

Scope and terms of reference: The terms of reference of the Nomination and Remuneration Committee shall include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

    a. use the services of an external agencies, if required;

    b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

    c. consider the time commitments of the candidates

3. Formulating of criteria for evaluation of the performance of the independent directors and the Board;

4. Devising a policy on Board diversity;

5. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director’s performance;

6. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. Analysing, monitoring and reviewing various human resource and compensation matters;

8. Determining the company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

9. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

10. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

11. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

12. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

    a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or

    b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

13. Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the SEBI Listing Regulations or by any other regulatory authority; and

14. Recommend to the Board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary."

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by the meeting of the Board held on October 3, 2024. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The members of the Stakeholders' Relationship Committee are:

Name of the Director	Position in the Committee	Designation
Roopa Satish	Chairperson	Independent Director
Hemalatha Rajan	Member	Executive Director
Santhosh Kumar Nair	Member	Executive Director

The terms of reference of the Stakeholders' Relationship Committee are as follows:

1. Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

2. Review of measures taken for effective exercise of voting rights by shareholders.

3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;

4. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;

5. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

6. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

7. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

8. To approve, register, refuse to register transfer or transmission of shares and other securities and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

9. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

10. Allotment and listing of shares;

11. To authorise affixation of common seal of the Company;

12. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

13. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

14. To dematerialize or rematerialize the issued shares;

15. Ensure proper and timely attendance and redressal of investor queries and grievances;

16. Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and

17. To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

IPO Committee

The IPO Committee was constituted by our Board on August 12, 2024 and was constituted pursuant to a resolution passed by our Board at its meeting held on August 12, 2024.

The members of the IPO Committee are:

Name of the Director	Position in the Committee	Designation
Pandiarajan Karuppasamy	Chairperson	Chairperson and Executive Director
Hemalatha Rajan	Member	Executive Director
Aditya Narayan Mishra	Member	Managing Director and Chief Executive Officer

Corporate Social Responsibility Committee

Our Corporate Social Responsibility Committee was constituted by our Board on March 19, 2020 and last re-constituted on by our Board on June 27, 2024. The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act.

The members of the Corporate Social Responsibility Committee are:

Name of the Director	Position in the Committee	Designation
Hemalatha Rajan	Chairperson	Executive Director
Aditya Narayan Mishra	Member	Managing Director and Chief Executive Officer
Doraiswamy Rajiv Krishnan	Member	Executive director
Ipsita Kathuria	Member	Non-Executive, Independent Director
Lalita Pasari	Secretary	Company Secretary

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. Formulation of corporate social responsibility policy to the Board, indicating the activities to be undertaken by the Company in areas or subjects specified in the Companies Act, 2013. The activities should be within the list of permitted activities specified in the Companies Act, 2013 and the rules thereunder;

2. To recommend the amount of expenditure to be incurred, amount to be at least 2% of the average net profit of the Company in the three immediately preceding fiscal years or where the Company has not completed the period of three fiscal years since its incorporation, during such immediately preceding fiscal years;

3. To institute a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken of the Company;

4. To monitor the corporate social responsibility policy from time to time and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

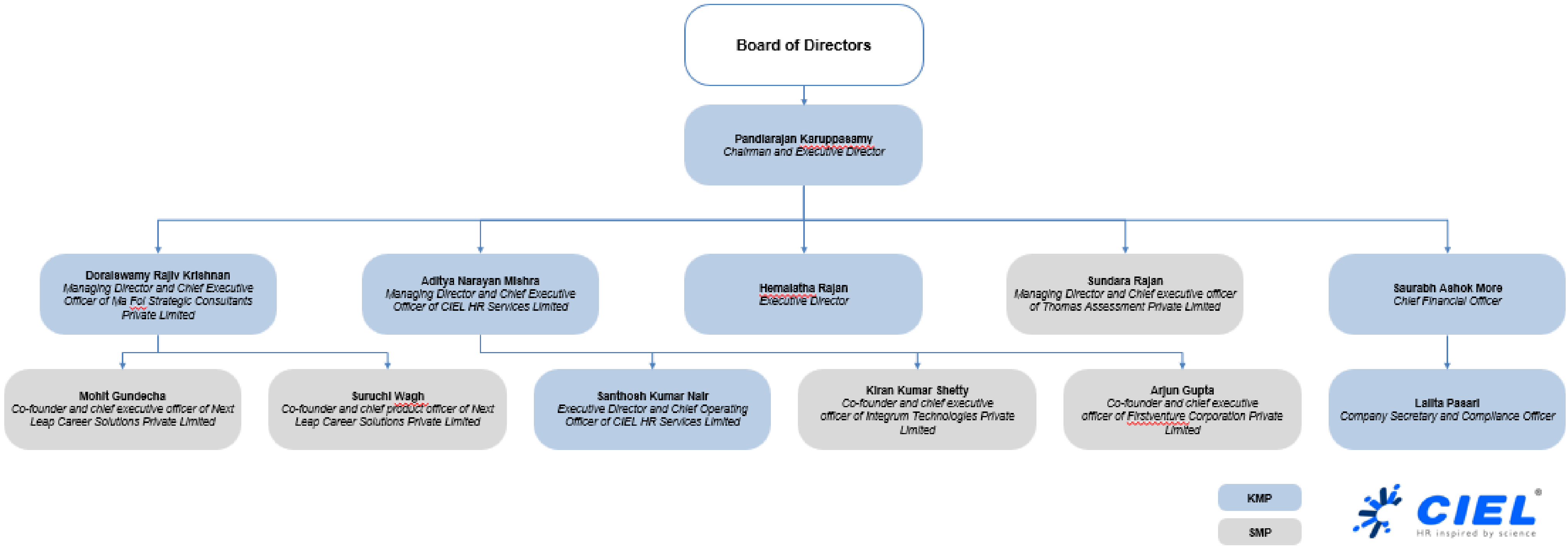
5. Identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

6. To identify and appoint the corporate social responsibility team of the Company including corporate social responsibility manager, whenever required;

7. To perform such other duties and functions as the Board may require the Corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company or as may be required under applicable laws; and

8. To take note of the compliance made by implementing agency (if any) appointed for the corporate social responsibility activities of the Company.

Management organization chart



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Aditya Narayan Mishra, our Managing Director and Chief Executive Officer, Pandiarajan Karuppasamy, our Chairman and Executive Director and Hemalatha Rajan, Santhosh Kumar Nair, Doraiswamy Rajiv Krishnan, our Executive Directors, whose details have been provided under "*Our Management – Brief profile of our Directors*" on page 269, the details of our remaining Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

Saurabh Ashok More is the Chief Financial Officer of our Company since June 9, 2022. He holds a bachelor's degree in commerce from Veer Narmad South Gujarat University, Gujarat. He is a registered member of the Institute of Chartered Accountants of India ("**ICAI**"). He also holds rank certificates for the final examination, professional competence examination and common proficiency test from the ICAI. He has also passed the professional programme examination conducted by the Institute of Company Secretaries of India. He holds a diploma in Information Systems Audit Assessment Test from ICAI and has undertaken a course on Concurrent Audit of Bank. He has previously worked with Marlabs Innovations Private Limited, Quess Corp Limited, Wipro Limited and Reliance Industries Limited and was associated with M/s More Rawal and Associates as a partner. For Fiscal 2024, he was paid an aggregate compensation of ₹ 5.39 million.

Lalita Pasari is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company as a Company Secretary from June 27, 2024. She holds bachelor's degree in commerce from University of Calcutta. She is also registered with the Institute of Company Secretaries of India. Prior to joining our Company, she was associated with Cue Learn Private Limited, Visa Resources India Limited, Shyaam Steel Limited, Ambey Mining Private Limited. She has also worked in S Bhalotia & Associates as a senior executive. As she joined our Company during Fiscal 2025, no remuneration was paid to her for Fiscal 2024.

Senior Management

Except Saurabh Ashok More, our Chief Financial Officer and Lalita Pasari, our Company Secretary and Compliance Officer who are also our Key Managerial Personnel and whose details are mentioned above, the details of our Senior Management as on the date of this Draft Red Herring Prospectus are as set forth below:

1. **Mohit Gundecha** is an erstwhile promoter and chief executive officer of our Subsidiary, Next Leap Career Solutions Private Limited. He has been associated with Next Leap Career Solutions Private Limited as the chief executive officer from July 30, 2011. He holds master's degree in management science and engineering from Stanford University. For Fiscal 2024, he was paid an aggregate compensation of ₹ 7.40 million by NLCSPL. He has 13 years of experience in the human resource industry.

2. **Suruchi Wagh** is an erstwhile promoter and chief product officer of our Subsidiary, Next Leap Career Solutions Private Limited. She has been associated with Next Leap Career Solutions Private Limited as chief product officer from August 9, 2011. She holds a master's degree in engineering management from University of Southern California. For Fiscal 2024, she was paid an aggregate compensation of ₹ 7.40 million by NLCSPL.

3. **Kiran Kumar Shetty** the erstwhile promoter and chief executive officer of Integrum Technologies Private Limited. He has been associated with the Company as a 'co-founder and chief executive officer' from May 10, 2018. He has been associated with Ma Foi Outsourcing Solutions Limited as a software developer since December 11, 2003. He holds a bachelor's degree in electrical & electronics engineering from Nitte Mahalinga Adyanthaya Memorial Institute of Technology. He has previously worked with Focus Infotech Private Limited and TCS in 2002. For Fiscal 2024, He was paid an aggregate compensation of ₹ 3.19 million by ITPL

4. **Arjun Gupta** is the co-founder and chief executive officer of our Subsidiary, Firstventure Corporation Private Limited since February 29, 2024. He holds bachelor's degree in international relations and economy from Boston University. For Fiscal 2024, he was paid an aggregate compensation of ₹ 1.65 million by FCPL.

5. **Sundara Rajan Aravamuthan** is the chief executive officer of Thomas Assessments Private Limited and director in Thomas Assessments Private Limited and People Metrics Private Limited since 1997 . He holds a bachelor's degree in mechanical engineering from Madurai Kamaraj University and a post-graduate diploma in management from Indian Institute of Management, Ahmedabad. He has previously worked in Indian Organic Chemicals Limited and Johnson & Johnson. For Fiscal 2024, he was paid an aggregate compensation of ₹ 18.67 million and ₹ 8.25 million by TAPL and PMPL, respectively.

Retirement and termination benefits

Our Key Managerial Personnel or Senior Management have not entered into any service contracts with our Company which include termination or retirement benefits. Except statutory benefits upon termination of their employment in our Company or superannuation, none of the Key Managerial Personnel or Senior Management is entitled to any benefit upon termination of employment or superannuation.

Relationship among Key Managerial Personnel and/or Senior Management

Except Mohit Gundecha and Suruchi Wagh who are spouses, none of our Key Managerial Personnel and Senior Management are related to each other.

Arrangements and understanding with major Shareholders, customers, suppliers or others

None of the Key Managerial Personnel or Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Attrition of Key Managerial Personnel and Senior Management vis-à-vis industry

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.

Shareholding of Key Managerial Personnel and Senior Management

Except as disclosed in "*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on page 109, none of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company.

Service contracts with Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management are governed by the terms of their appointment letters/ employment contracts and have not entered into any service contracts with our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to the Key Managerial Personnel and Senior Management, which does not form part of their remuneration.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

Except as disclosed above none of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company other than performance based discretionary incentives given to the Key Managerial Personnel and Senior Management.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in "*Our Management – Interest of Directors*" on page 273, our Key Managerial Personnel (other than our Directors) and our Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. Further, some of our Key Managerial Personnel and our Senior Management are interested to the extent of Equity Shares held by them, their relatives or by entities in which they are associated as a director and to the extent of benefits arising out of such shareholding.

Our Key Managerial Personnel, and Senior Management may be interested to the extent of employee stock options that may be granted to them from time to time under the ESOP Plan 2022, CSOP 2024 and any other employee stock option schemes that may be formulated by our Company from time to time.

Changes in the Key Managerial Personnel or Senior Management in last three years

Other than as disclosed in "*Our Management – Changes to our board in last three years*" on page 274, the changes in our Key Managerial Personnel and our Senior Management during the three years immediately preceding the date of this Draft Red Herring Prospectus, are set forth below:

Name	Date of appointment/ resignation	Reason
Saurabh More	June 9, 2022	Appointed as Chief Financial Officer

Name	Date of appointment/ resignation	Reason
Lalita Pasari	June 27, 2024	Appointed as the Company Secretary

Payment or benefit to officers of our Company

No non-salary related amount or benefit has been paid or given since incorporation or intended to be paid or given to any officer of our Company, including our Directors, Key Managerial Personnel and Senior Management other than in the ordinary course of their employment.

Employee Stock Option

For details of the ESOP Schemes implemented by our Company, see "*Capital Structure – Employee Stock Options Scheme of our Company*" on page 110.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Pandiarajan Karuppasamy, Hemalatha Rajan, Aditya Narayan Mishra, Santhosh Kumar Nair and Doraiswamy Rajiv Krishnan are the Promoters of our Company. As on the date of this Draft Red Herring Prospectus, our Promoters hold in aggregate 36,862,823 Equity Shares, which constitutes 85.63% on a fully diluted basis of the issued, subscribed and paid-up Equity Share capital of our Company.

For details on shareholding of our Promoters in our Company, see "*Capital Structure – History of the share capital held by the Promoters - Build-up of Promoters' shareholding in our Company*" on page 100.

Details of our Promoters

Pandiarajan Karuppasamy

For the complete profile of Pandiarajan Karuppasamy, including the details of his date of birth, age, personal address, educational qualification, experience in the business/ employment, positions/ posts held in past, directorships held, special achievements, his business and financial activities, and his other ventures see "*Our Management - Brief profiles of our Directors*" on page 269.

Hemalatha Rajan

For the complete profile of Hemalatha Rajan, including the details of her date of birth, age, personal address,educational qualification, experience in the business/ employment, positions/ posts held in past, directorships held, special achievements, her business and financial activities, and her other ventures see "*Our Management - Brief profiles of our Directors*" on page 269.

Aditya Narayan Mishra

For the complete profile of Aditya Narayan Mishra, including the details of his date of birth, age, personal address, educational qualification, experience in the business/ employment, positions/ posts held in past, directorships held, special achievements, his business and financial activities, and his other ventures see "*Our Management - Brief profiles of our Directors*" on page 269.

Santhosh Kumar Nair

For the complete profile of Santhosh Kumar Nair, including the details of his date of birth, age, personal address, educational qualification, experience in the business/ employment, positions/ posts held in past, directorships held, special achievements, his business and financial activities, and his other ventures see "*Our Management - Brief profiles of our Directors*" on page 269.

Doraiswamy Rajiv Krishnan

For the complete profile of Doraiswamy Rajiv Krishnan, including the details of his date of birth, age, personal address, educational qualification, experience in the business/ employment, positions/ posts held in past, directorships held, special achievements, his business and financial activities, and his other ventures see "*Our Management - Brief profiles of our Directors*" on page 269.

Except as disclosed below, our Company confirms that the permanent account numbers, bank account numbers, passport numbers, Aadhar card numbers and driving licence numbers of our Promoters will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus:

As on the date of Draft Red Herring Prospectus, Pandiarajan Karuppasamy and Hemalatha Rajan do not hold valid driving license.

Change in the management and control of our Company

Pandiarajan Karuppasamy and Hemalatha Rajan are the original promoters of our Company. Subsequently, pursuant to the purchase of equity shares of our Company and their involvement in the management and the day-to-day operations of our Company, Aditya Narayan Mishra, Santhosh Kumar Nair, and Doraiswamy Rajiv Krishnan have also been identified as the promoters of our Company. For details, see "*Capital Structure – History of the share capital held by the Promoters - Build-up of Promoters' shareholding in our Company*" on page 100.

There has been no change in the control of our Company in the last five years.

Interests of Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective shareholding and their directorships in our Company and our Subsidiaries and the dividends payable, if any, and any other distributions in respect of their respective shareholding in our Company and our Subsidiaries or the shareholding of their relatives in our Company. For details of the shareholding of our Promoters in our Company, see '*Capital Structure – History of the share capital held by the Promoters- Build-up of Promoter's shareholding in our Company*' on page 100, For details of the shareholding of our Promoters in our Subsidiaries, see '*Our Subsidiaries and Associates - Subsidiaries of our Company'* on page 261.

For details of the interest of our Promoters as Directors of the Company and our Subsidiaries, also see '*Our Management - Interest of Directors* on page 273.

Our Promoters have no interest in any property acquired by our Company during the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company. Our Registered office has been leased from Sornammal Education Trust, of which our Promoters, Hemalatha Rajan is a managing trustee and Pandiarajan Karuppasamy is a trustee.

Our Promoters have no interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Payments or benefits to our Promoters or members of our Promoter Group

Except in the ordinary course of business and as disclosed in "*Our Management - Terms of appointment of Executive Directors*" and "*Our Management – Bonus or Profit Sharing Plan of the Directors*" on pages 271 and 273, respectively, no amount or benefit has been paid or given to our Promoters or members of our Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or members of our Promoter Group.

Material guarantees to third parties with respect to the Equity Shares

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares, as on the date of this Draft Red Herring Prospectus.

Disassociation by our Promoters in the three immediately preceding years

Except as disclosed below, our Promoters have not disassociated themselves from any company or firm during the three years preceding the date of this Draft Red Herring Prospectus:

Name of Company or firm from which Promoters have disassociated	Reasons and circumstances leading to the disassociation	Date of disassociation
Amis Building Consultants Private Limited	Personal and unavoidable circumstance	July 10, 2023
Global Forum of Tamil Auditors and Finance Professionals	Personal and unavoidable circumstances	June 5, 2023
Amis Building Consultants Private Limited	Personal and unavoidable circumstances	July 10, 2023
Inscribe Graphics Limited	Personal and unavoidable circumstances	July 15, 2024

Promoter Group

The following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, are as follows:

(a) Immediate relatives of our Promoters

Pandiarajan Karuppasamy	Spouse of the promoter	Hemalatha Rajan
	Son of the promoter	Suhaas Rajan
	Daughter of the promoter	Sunila Rajan
	Brothers of the spouse of the promoter	Subhash Bernard Suraj Kumar

Hemalatha Rajan	Spouse of the promoter	Pandiarajan Karuppasamy
	Brothers of the promoter	Subhash Bernard Suraj Kumar Thangaraj
	Son of the promoter	Suhaas Rajan
	Daughter of the promoter	Sunila Rajan

Aditya Narayan Mishra	Spouse of the promoter	Sabita Mishra
	Mother of the promoter	Premalata Mishra
	Brother of the promoter	Dr. Aniruddha Mishra
	Sister of the promoter	Arundhati Mishra
	Son of the promoter	Shuvam Mishra
	Brother of the spouse of the promoter	Janmejaya Mahapatra
	Brother of the spouse of the promoter	Bhagaban Mahapatra
	Brother of the spouse of the promoter	Jagannath Mahapatra
	Sister of the spouse of the promoter	Sunita Mahapatra

Santhosh Kumar Nair	Spouse of the promoter	Lakshmi Nair
	Father of the promoter	K.C. Sreedharan Nair
	Mother of the promoter	Indira S Nair
	Sister of the promoter	Sreeja Nair
	Daughters of the promoter	Arundhati Nair & Anamika Nair
	Father of the spouse of the promoter	Unnikrishnan.V
	Mother of the spouse of the promoter	Padmaja Unnikrishnan

Doraiswamy Rajiv Krishnan	Spouse of the promoter	Sujata Rajiv Krishnan
	Mother of the promoter	Vijaya Doraiswamy
	Sister of the promoter	Padma Padmanabhan
	Sister of the promoter	Nitya Ravi
	Daughter of the promoter	Kalyani Krishnan
	Sister of the spouse of the promoter	Lakshmi Giridhar

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Confederation of Indian Organisations Services & Advocacy;
2. Joseph Enok Foundation;

3. Sornammal Education Trust;
4. The Ma Foi Foundation; and
5. Virudhunagar Kamaraj Memorial Software Private Limited

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable law, including the Companies Act. The dividend distribution policy of our Company was adopted and approved by our Board in their meeting held on November 13, 2024.

The quantum of dividend, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, contractual obligations, applicable legal restrictions and overall financial position of our Company.

Any future determination as to the declaration of and payment of dividend will be based on the recommendation of our Board, and will depend on a number of factors, such as (i) the inadequacy of profits or our Company has incurred losses; (ii) our Company undertakes or proposes to undertake any significant business, expansion, investment or acquisitions; (iii) significant working capital requirement affecting free cash flow; (iv) our Company proposes to utilise surplus cash for buy-back of securities or setting off of the previous year losses or losses of its Subsidiaries; or (v) the declaration of dividend is prohibited by any regulatory body. In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time.

For more information on restrictive covenants under our loan agreements, see "*Financial Indebtedness*" on page 369.

Except as disclosed below, our Company has not declared and paid any dividends on the preference shares or Equity Shares during Fiscals 2022, 2023, 2024. the three month period ended June 30, 2024 and the period from July 1, 2024, until the date of this Draft Red Herring Prospectus:

a) Equity Shares

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	From April 1, 2024- till the date of filing the DRHP
No. of Equity Shares	3,517,705	4,184,661	4,391,639	40,420,705
Face value of Equity Shares (₹)	10	10	10	2
Interim dividend (₹ in million)	-	-	-	11.32
Final dividend (₹ in million)	2.46	4.18	5.27	-
Total dividend (₹ in million)	2.46	4.18	5.27	11.32
Dividend per share (₹)	₹ 0.70 /- per share	₹ 1.00/- per share	₹ 1.20 /- per share	₹ 0.28 /- per share
Dividend rate (%)	7%	10%	12%	14%
Mode of payment of dividend	Electronic payments			
Dividend distribution tax	-	-	-	-

b) Preference shares

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	From April 1, 2024- till the date of filing the DRHP
No. of Preference Shares	2,59,460	NA	NA	NA
Face value of Preference Shares	₹ 10/- per share	NA	NA	NA
Interim dividend (₹ million)	Nil	NA	NA	NA
Final dividend (₹ million)	0.00#	NA	NA	NA
Total dividend (₹ million)	0.00#	NA	NA	NA
Dividend per share	0.00#	NA	NA	NA
Dividend rate (%)	0.01%	NA	NA	NA
Mode of payment of dividend	Electronic Payments	NA	NA	NA
Dividend distribution tax	-	NA	NA	NA

 # negligible

** Pursuant to the board resolution dated. July 14, 2021, the Company has paid through electronic modes on September 14, 2021, arrears of dividend of ₹1,037.84 on 259,460 number of convertible preference shares fully paid of ₹10 each at the rate of 0.01% for the period from April 01, 2016 to March 31, 2020 and declared and paid final dividend of ₹259.46 on 259,460 number of convertible preference shares fully paid of ₹10 each at the rate of 0.01% for the period ending March 31, 2021.*

The amounts paid as dividends in the past are not necessarily indicative of dividend amounts that will be paid, if any, in the future. Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Offer.

There is no guarantee that any dividends will be declared or paid in the future. For more details, see "*Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements*" on page 52.

SECTION V: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

1101/B, Manjeera Trinity Corporate
JNTU-Hitech City Road, Kukatpally
Telangana, Hyderabad 500072, INDIA

Examination Report of Independent Auditor on the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and Restated Consolidated Statement of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of Changes in Equity, Restated Consolidated Statement of Cash Flows for three months period ended June 30, 2024 and for years ended March 31, 2024, March 31, 2023 and March 31, 2022 along with the Statement of Material Accounting Policies and other explanatory information of CIEL HR Services Limited (formerly known as CIEL HR Services Private Limited) (herein after collectively, the "Restated Consolidated Financial Information")

The Board of Directors
CIEL HR Services Limited
Plot No. 3726, Door No. 41, 'Ma Foi House'
6th Avenue, Q- Block, Anna Nagar
Chennai, Tamil Nadu, India, 600040

Dear Sirs/ Madams,

1. We, M S K A & Associates, Chartered Accountants have examined the Restated Consolidated Financial Information of CIEL HR Services Limited (the "Company" or the "Holding Company" or the " Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group") which comprises of the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the three months period ended June 30, 2024 and for each of the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Statement of Material Accounting Policies and other explanatory information (collectively referred to as the "Restated Consolidated Financial information "), , for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"), prepared by the Company in connection with its proposed initial public offering of equity shares of face value of Rs. 2 each ("Offer") The Restated Consolidated Financial information, have been approved by the Board of Directors of the Company (the "Board of Directors") at their meeting held on November 13, 2024 and prepared by the company in accordance with the requirements of:

   a) the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "Act");

   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations");

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note");and

2. Email dated October 28, 2021 from Securities and Exchange Board of India ("SEBI") to Association of Investment Bankers of India ("SEBI Communication").

3. **Management's responsibility:**

   The Company's Board of Directors are responsible for the preparation of Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with SEBI, BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, "the Stock Exchanges") in connection with the Offer. The Restated Consolidated Financial Information has been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2.01 of Annexure V to Restated Consolidated Financial Information. The respective Board of Directors of the Companies included in the Group are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors of the Companies included in the Group are also responsible for identifying and ensuring that the Company complies with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.

Auditor's Responsibilities

4. We have examined the Restated Consolidated Financial Information taking into consideration:

a) the terms of reference and our engagement agreed with the Company in accordance with our engagement letter dated January 03, 2024 in connection with the proposed Offer.

b) The Guidance Note and SEBI Communication. The Guidance Note also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI,

c) the concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

d) the requirements of Section 26 of the Act and the SEBI ICDR Regulations.

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

5. The Restated Consolidated Financial Information has been compiled by the management of the Company from:

a. Audited Special Purpose lnterim Consolidated lnd AS Financial Statements of the Group as at and for the three months period ended June 30, 2024, prepared in accordance with the Indian Accounting Standard 34 "lnterim Financial Reporting" as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in lndia ("2024 Audited Interim Consolidated Ind AS Financial Statements"), except for inclusion of comparative information as those are not being given in the Restated Consolidated financial information as per the option available to the Issuer under Paragraph (A) (i) of Clause 11(I) of Part A of Schedule VI of the SEBI ICDR Regulations ,which have been approved by the Board of Directors at their meeting held on October 03, 2024.

b. the Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2024, prepared in accordance with Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS"), and other accounting principles generally accepted in India ("2024 Audited Consolidated Ind AS Financial Statements") and have been approved by the Board of Directors at their meeting held on June 27, 2024.

c. the Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2023, prepared in accordance with the Basis of Preparation, as set out in Note 2.01(a) of Annexure V to the Restated Consolidated Financial Information ("2023 Audited Special Purpose Consolidated Ind AS Financial Statements"), and have been approved by the Board of Directors at their meeting held on June 27, 2024.

d. the Audited Special Purpose Consolidated Financial Statements of the Group as at and for the year ended March 31, 2022, prepared by in accordance with the Basis of Preparation, as set out in Note 2.01(a) of Annexure V to the Restated Consolidated Financial Information ("2022 Audited Special Purpose Consolidated Financial Statements"), and have been approved by the Board of Directors at their meeting held on June 27, 2024.

The audited Special Purpose Consolidated Financial Statements as at and for the year ended March 31, 2022 referred to in Para 5(d) above have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2022) and as per the presentation, accounting policies and grouping/classifications including Revised Schedule III disclosures followed as at for the year ended March 31, 2024, in accordance with Ind AS, pursuant to the SEBI Communication.

6. For the purpose of our examination, we have relied on:

a) Auditor's report issued by us dated October 03, 2024, on the Special Purpose Interim Consolidated Ind AS Financial Statements of the Group as at and for the three months period ended June 30, 2024 as referred in Para 5 (a) above.

Our audit report referred above included other matter paragraph as follows:

We did not audit the financial statements of two subsidiaries, namely, Aargee Staffing Services Private Limited and First Venture Corporation Private Limited, whose financial statements reflect total assets of Rs. 116.58 Mn as at June 30, 2024, total revenues of Rs. 36.79 Mn and net cash flows amounting to Rs 11.37 Mn for the three months ended on that date, as considered in the Special Purpose Interim consolidated Ind AS Financial Statements. These Financial Statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the Special Purpose Interim consolidated Ind AS Financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

b) Auditor's report issued by us dated June 27, 2024, on the Consolidated Financial Statements of the Group as at and for the year ended March 31, 2024 as referred in Para 5 (b) above.

Our audit report referred to in referred above included other matter paragraph as follows:

i) We did not audit the financial statements of two subsidiaries, namely, Aargee Staffing Services Private Limited and First Venture Corporation Private Limited, whose financial statements reflect total assets of Rs. 126.49 Mn as at March 31, 2024, total revenues of Rs.195.64 Mn and net cash flows amounting to Rs (18.76) Mn for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

ii) The comparative financial information of the Group, for the year ended March 31, 2023 and the transition date opening balance sheet as at April 01, 2022 included in these consolidated financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Act, audited by the Previous Auditors whose report for the year ended March 31, 2023 and March 31, 2022 dated April 27, 2023 and May 09, 2022, respectively, expressed an unmodified audit opinion on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

c) Auditor's report issued by M/s A. John Moris & Co., Chartered Accountants ("Previous Auditors") dated June 27, 2024 on the Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2023 as referred in Para 5(c) above.

d) Auditor's report issued by M/s A. John Moris & Co., Chartered Accountants ("Previous Auditors") dated June 27, 2024 on the Special Purpose Consolidated Financial Statements of the Group as at and for the year ended March 31, 2022 as referred in Para 5(d) above.

e) Examination report dated November 13, 2024 on the Restated Consolidated Statement of assets and liabilities as at March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of profit and loss (including other comprehensive income), Restated Consolidated statement of cash flows, Restated Consolidated statement of changes in equity, the Statement of Material accounting policies and other explanatory information for each of the years ended March 31, 2023 and March 31, 2022 ("Restated Prior Period Consolidated Financial Information") issued by the Previous Auditors. Our examination report insofar as it relates to the said years is based solely on the report submitted by the Previous Auditors. They have also confirmed that the Restated Prior Period Consolidated Financial Information:

   i) have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively in the financial years as at and for the years ended March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for three months period ended June 30, 2024 as more fully described in Annexure VI to the Restated Consolidated Financial Information (Restated Statement of Adjustments to Restated Consolidated Financial Information)

   ii) there are no qualifications in the auditor's reports issued on the Special Purpose Consolidated Financial Statements of the Group as at and for the year ended March 31, 2023 and March 31, 2022 which require any adjustments to the Restated Prior Period Consolidated Financial Information; Further, there are no Emphasis of matter/Other Matter paragraphs and

   iii) Restated Prior Period Consolidated Financial Information has been prepared in accordance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.

7. Based on the above and according to the information and explanations given to us, and also as per the reliance placed on the examination report submitted by the Previous Auditors for the respective years, we report that:

   i) Restated Consolidated Financial Information have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively in the financial years as at and for the years March 31, 2024, March 31, 2023 and March 31, 2022, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for three months period ended June 30, 2024, as more fully described in Annexure VI to the Restated Consolidated Financial Information (Restated Statement of Adjustments to Restated Consolidated Financial Information);

ii) There are no qualifications in the auditor's reports on the audited Special Purpose Ind AS financial statements of the Group as at and for the three month period ended June 30, 2024, audited consolidated financial statements of the Group as at and for the year ended March 31, 2024 and special purpose consolidated financial statements of the Group as at and for the years ended March 31, 2023 and March 31, 2022 which require any adjustments to the Restated Consolidated Financial Information; There are no Emphasis of matter paragraph. There are Other Matter paragraphs (refer 6(a) & 6(b) above) which do not require any adjustment to the Restated Consolidated Financial information and

iii) Restated Consolidated Financial Information has been prepared in accordance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.

8. We have not audited any financial statements of the Group as at any date or for any period subsequent to June 30, 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as at any date or for any period subsequent to June 30, 2024.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements, as mentioned in paragraph 6 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous auditor's reports issued by us or by the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

12. Our report is intended solely for the use of the Board of Directors and for inclusion in the DRHP, to be filed with the SEBI and Stock Exchanges, as applicable in connection with the proposed Offer. Our report should not be used, referred to or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care towards any other person relying on the examination report.

For M S K A & Associates
Chartered Accountants
Firm Registration Number: 105047W

Ananthakrishnan Govindan
Partner
Membership No. 205226
UDIN: 24205226BKEAPI8761

Place: Hyderabad
Date: November 13, 2024

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)

Annexure I: Restated Consolidated Statement of Assets and Liabilities

(Amount in INR Millions, unless otherwise stated)

	Notes	As at 30 June 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
I ASSETS					
Non-current assets					
Property, plant and equipment	6	16.09	14.91	7.99	7.72
Right-of-use assets	7	29.75	21.89	34.67	39.60
Goodwill	8	343.06	343.06	132.83	-
Other intangible assets	9 (a)	201.07	187.70	100.86	14.84
Intangible assets under development	9 (b)	56.95	34.89	8.32	7.56
Financial assets					
(i) Investments	10	0.18	0.18	0.18	1.28
(ii) Other financial assets	12	50.38	101.91	82.71	77.19
Other non-current assets	13	106.53	96.61	71.76	49.74
Deferred Tax Asset (Net)	35	19.21	19.78	14.48	10.73
Total non-current assets		**823.22**	**820.93**	**453.80**	**208.66**
Current assets					
Financial assets					
(i) Trade receivables	14	1,615.87	1,518.57	1,033.39	724.50
(ii) Cash and cash equivalents	15	31.40	52.06	19.24	49.05
(iii) Bank balances other than cash and cash equivalents	16	88.86	54.20	43.04	0.10
(iv) Loans	11	22.01	22.69	8.69	5.21
(v) Other financial assets	12	1.71	33.99	7.51	3.96
Other current assets	17	406.05	331.32	231.08	99.68
Total current assets		**2,165.90**	**2,012.83**	**1,342.95**	**882.50**
Total assets		**2,989.12**	**2,833.76**	**1,796.75**	**1,091.16**
II EQUITY AND LIABILITIES					
Equity					
Equity share capital	18	80.90	80.84	43.92	41.85
Other equity	19	722.29	692.67	265.01	(6.77)
Equity attributable to owners of the parent		803.19	773.51	308.93	35.08
Non-controlling interests		53.66	54.13	45.35	48.16
Total equity		**856.85**	**827.64**	**354.28**	**83.24**
Liabilities					
Non-current liabilities					
Financial liabilities					
(i) Borrowings	20	50.18	55.47	122.29	110.66
(ii) Lease Liabilities	37	16.91	11.65	24.19	30.89
(iii) Other financial liabilities	21	156.39	152.95	86.94	0.50
Provisions	22	140.94	128.62	92.74	61.06
Total non-current liabilities		**364.42**	**348.69**	**326.16**	**203.11**

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure I: Restated Consolidated Statement of Assets and Liabilities
(Amount in INR Millions, unless otherwise stated)

	Notes	As at 30 June 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current liabilities					
Financial liabilities					
(i) Borrowings	23	563.18	531.35	372.86	179.58
(ii) Lease Liabilities	37	15.26	12.53	11.58	7.75
(iii) Trade payables	24				
- total outstanding dues of micro and small enterprises		2.16	3.45	1.16	-
- total outstanding dues of creditors other than micro and small enterprises		131.19	112.27	79.82	32.96
(iv) Other financial liabilities	25	757.34	665.01	408.20	452.77
Other current liabilities	26	238.15	282.98	220.90	126.39
Provisions	22	22.94	20.27	11.98	5.24
Current tax liabilities (net)	27	37.63	29.57	9.81	0.12
Total current liabilities		1,767.85	1,657.43	1,116.31	804.81
Total liabilities		2,132.27	2,006.12	1,442.47	1,007.92
Total equity and liabilities		**2,989.12**	**2,833.76**	**1,796.75**	**1,091.16**

Note: The above statement should be read with Material Accounting Policies to Restated Consolidated Financial Information in Annexure V, Statement of Adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 13 November 2024

For and on behalf of the Board of Directors
CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 13 November 2024

Aditya Narayan Mishra
Managing Director & CEO
DIN: 05303409

Place: Bangalore, India
Date: 13 November 2024

Saurabh Ashok More
Group Chief Financial Officer

Place: Bangalore, India
Date: 13 November 2024

Lalita Pasari
Company Secretary

Place: Bangalore, India
Date: 13 November 2024

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure II: Restated Consolidated Statement of Profit and Loss

(Amount in INR Millions, unless otherwise stated)

		Notes	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
I	**Income**					
	Revenue from operations	28	3,251.81	10,857.35	7,996.35	5,275.48
	Other income	29	7.86	24.61	10.83	9.82
	Total income (I)		**3,259.67**	**10,881.96**	**8,007.18**	**5,285.30**
II	**Expenses**					
	Employee benefits expense	30	3,082.06	10,322.62	7,740.24	5,053.59
	Finance costs	31	20.91	75.71	74.39	35.35
	Depreciation and amortization expense	32	17.63	41.33	24.64	15.67
	Other expenses	33	98.80	317.78	193.76	113.05
	Total expenses (II)		**3,219.40**	**10,757.44**	**8,033.03**	**5,217.66**
III	**Profit /(Loss) before exceptional items and tax (I-II) for the period/year**		**40.27**	**124.52**	**(25.85)**	**67.64**
	Exceptional items	34	-	-	1.10	-
IV	**Profit /(Loss) before tax for the period/year**		**40.27**	**124.52**	**(26.95)**	**67.64**
V	**Tax expense**					
	Current tax	35	8.08	20.72	3.12	0.12
	Adjustments in respect of current income tax of previous year	35	-	0.75	0.36	-
	Deferred tax	35	0.48	(5.43)	1.10	(1.23)
	Total tax expense (V)		**8.56**	**16.04**	**4.58**	**(1.11)**
VI	**Profit/(loss) for the period/year ended (IV-V)**		**31.71**	**108.48**	**(31.53)**	**68.75**
VII	**Other comprehensive income**					
	Items not to be reclassified to profit or loss					
	Re-measurement gains/ (losses) on defined benefit plans		(0.43)	1.41	0.24	(0.02)
	Income tax effect on these items		0.11	(0.35)	(0.11)	0.01
	Other comprehensive income/(loss) for the period/year, net of tax		**(0.32)**	**1.06**	**0.13**	**(0.01)**
VIII	**Total comprehensive income/(loss) for the period/year, net of tax (VI + VII)**		**31.39**	**109.54**	**(31.40)**	**68.74**
	Profit/(Loss) for the period/year attributable to					
	Owners of the parent		32.30	99.82	(29.02)	68.05
	Non-controlling interests		(0.59)	8.66	(2.51)	0.70
			31.71	**108.48**	**(31.53)**	**68.75**
	Other comprehensive income for the period/year attributable to					
	Owners of the parent		(0.44)	0.94	0.43	(0.07)
	Non-controlling interests		0.12	0.12	(0.30)	0.06
			(0.32)	**1.06**	**0.13**	**(0.01)**
	Total comprehensive income/(loss) for the period/year attributable to					
	Owners of the parent		31.86	100.76	(28.59)	67.98
	Non-controlling interests		(0.47)	8.78	(2.81)	0.76
			31.39	**109.54**	**(31.40)**	**68.74**
	Earnings / (Loss) per share (face value of INR 2 each)	36				
	Basic (INR)		0.80	2.55	(1.34)	3.47
	Diluted (INR)		0.79	2.53	(1.34)	3.27

Note: The above statement should be read with Material Accounting Policies to Restated Consolidated Financial Information in Annexure V, Statement of Adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

For and on behalf of the Board of Directors of
CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 13 November 2024

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 13 November 2024

Aditya Narayan Mishra
Managing Director & CEO
DIN: 05303409

Place: Bangalore, India
Date: 13 November 2024

Saurabh Ashok More
Group Chief Financial Officer

Place: Bangalore, India
Date: 13 November 2024

Lalita Pasari
Company Secretary

Place: Bangalore, India
Date: 13 November 2024

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure III: Restated Consolidated Statement of Changes in Equity
(Amount in INR Millions, unless otherwise stated)

(A) Equity share capital (Refer Note No.18)

	No. of shares	Amount
Balance as at 01 April 2021	**35,17,705**	**35.18**
Changes in equity share capital during year	6,66,956	6.67
Balance as at 31 March 2022	**41,84,661**	**41.85**
Changes in equity share capital during year	2,06,978	2.07
Balance as at 31 March 2023	**43,91,639**	**43.92**
Changes in equity share capital during year	36,92,502	36.93
Balance as at 31 March 2024	**80,84,141**	**80.84**
Changes in equity share capital during the period before sub-division	3,937	0.04
Outstanding before Sub -division during the period	**80,88,078**	**80.88**
Outstanding after Sub -division during the period	**4,04,40,390**	**80.88**
Changes in equity share capital during the period after sub-division	9,625	0.02
Balance as at 30 June 2024	**4,04,50,015**	**80.90**

(B) Other equity

For the year ended 31 March 2022 (Refer Note No.19)

Particulars	Share application money pending allotment	Reserve and Surplus					Items of Other Comprehensive Income	Attributable to owner of the Parent	Non-controlling interest	Total
		Capital Reserve	Securities Premium	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations			
Balance as at 1 April 2021	**-**	**-**	**25.46**	**0.30**	**(94.89)**	**-**	**-**	**(69.13)**	**47.40**	**(21.73)**
Ind AS adjustment	-	-	-	-	(19.09)	-	-	(19.09)	-	(19.09)
Profit for the year	-	-	-	-	68.06	-	-	68.06	0.70	68.76
Other comprehensive income	-	-	-	-	-	-	(0.07)	(0.07)	0.06	(0.01)
Securities premium credited on share issue	-	-	19.83	-	-	-	-	19.83	-	19.83
Transfer from retained earnings	-	-	-	6.42	(6.42)	-	-	-	-	-
Dividends	-	-	-	-	(2.46)	-	-	(2.46)	-	(2.46)
Issue of bonus shares	-	-	-	-	(3.91)	-	-	(3.91)	-	(3.91)
Balance as at 31 March 2022	**-**	**-**	**45.29**	**6.72**	**(58.71)**	**-**	**(0.07)**	**(6.77)**	**48.16**	**41.39**

For the year ended 31 March 2023 (Refer Note No.19)

Particulars	Share application money pending allotment	Reserve and Surplus					Items of Other Comprehensive Income	Attributable to owner of the Parent	Non-controlling interest	Total
		Capital Reserve	Securities Premium	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations			
Balance as at 1 April 2022	-	-	45.29	6.72	(58.71)	-	(0.07)	(6.77)	48.16	41.39
Profit for the year	-	-	-	-	(29.02)	-	-	(29.02)	(2.51)	(31.53)
Other comprehensive income	-	-	-	-	-	-	0.43	0.43	(0.30)	0.13
Securities premium credited on share issue	-	-	246.74	-	-	-	-	246.74	-	246.74
Share issue expenses for the year	-	-	(0.94)	-	-	-	-	(0.94)	-	(0.94)
Transfer from retained earnings	-	-	-	4.24	(4.24)	-	-	-	-	-
Employee stock option scheme	-		-	-		58.75	-	58.75	-	58.75
Dividends	-	-	-	-	(4.18)	-	-	(4.18)	-	(4.18)
Balance as at 31 March 2023	**-**	**-**	**291.09**	**10.96**	**(96.15)**	**58.75**	**0.36**	**265.01**	**45.35**	**310.36**

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure III: Restated Consolidated Statement of Changes in Equity
(Amount in INR Millions, unless otherwise stated)

For the year ended 31 March 2024 (Refer Note No.19)

Particulars	Share application money pending allotment	Reserve and Surplus					Items of Other Comprehensive Income	Attributable to owner of the Parent	Non-controlling interest	Total
		Capital Reserve	Securities Premium	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations			
Balance as at 1 April 2023	-	-	291.09	10.96	(96.15)	58.75	0.36	265.01	45.35	310.36
Profit for the year	-	-	-	-	99.82	-	-	99.82	8.66	108.48
Other comprehensive income	-	-	-	-	-	-	0.94	0.94	0.12	1.06
Securities premium /Capital Reserve credited on share issue	-	0.18	315.85	-	-	-	-	316.03	-	316.03
Share issue expenses for the year	-	-	(5.12)	-	-	-	-	(5.12)	-	(5.12)
Employee stock option scheme	-	-	-	-	-	22.62	-	22.62	-	22.62
Dividends	-	-	-	-	(5.27)	-	-	(5.27)	-	(5.27)
Bonus shares issued during the year	-	-	(3.31)	-	-	-	-	(3.31)	-	(3.31)
Money received on account of share application	1.95	-	-	-	-	-	-	1.95	-	1.95
Balance as at 31 March 2024	**1.95**	**0.18**	**598.51**	**10.96**	**(1.60)**	**81.37**	**1.30**	**692.67**	**54.13**	**746.80**

For the period ended 30 June 2024 (Refer Note No.19)

Particulars	Share application money pending allotment	Reserve and Surplus					Items of Other Comprehensive Income	Attributable to owner of the Parent	Non-controlling interest	Total
		Capital Reserve	Securities Premium	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations			
Balance as at 1 April 2024	**1.95**	**0.18**	**598.51**	**10.96**	**(1.60)**	**81.37**	**1.30**	**692.67**	**54.13**	**746.80**
Profit for the period	-	-	-	-	32.30	-	-	32.30	(0.59)	31.71
Other comprehensive income	-	-	-	-	-	-	(0.44)	(0.44)	0.12	(0.32)
Securities premium credited on share issue	-	-	5.31	-	-	-	-	5.31	-	5.31
Share application money received	3.48	-	-	-	-	-	-	3.48	-	3.48
Transfer from retained earnings	-	-	-	-	-	0.29	-	0.29	-	0.29
Dividends	-	-	-	-	(11.32)	-	-	(11.32)	-	(11.32)
Balance as at 31 March 2024	**5.43**	**0.18**	**603.82**	**10.96**	**19.38**	**81.66**	**0.86**	**722.29**	**53.66**	**775.95**

Note: The above statement should be read with Material Accounting Policies to Restated Consolidated Financial Information in Annexure V, Statement of Adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

For and on behalf of the Board of Directors of
CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 13 November 2024

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 13 November 2024

Aditya Narayan Mishra
Managing Director & CEO
DIN: 05303409

Place: Bangalore, India
Date: 13 November 2024

Saurabh Ashok More
Group Chief Financial Officer

Place: Bangalore, India
Date: 13 November 2024

Lalita Pasari
Company Secretary

Place: Bangalore, India
Date: 13 November 2024

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure IV: Restated Consolidated Statement of Cash Flows
(Amount in INR Millions, unless otherwise stated)

	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Cash flow from operating activities				
Profit/(Loss) before tax	40.27	124.52	(26.95)	67.64
Adjustments for:				
Depreciation and amortization expenses	17.63	41.33	24.64	15.67
Unrealized foreign exchange gain/loss	(0.23)	0.35	-	-
Employee stock option scheme compensation	1.61	22.62	58.75	-
Interest expense on borrowings	14.17	57.85	31.71	30.62
Interest expense on leases	0.75	2.67	3.18	2.55
Other finance costs	0.75	6.02	8.21	-
Interest income	(7.38)	(9.83)	(3.37)	(2.25)
Interest expense on financial liabilities	4.92	6.69	1.19	-
Provision for Gratuity & Compensated Absences	2.05	7.94	6.00	2.62
Gain on sale of Property, plant and equipment	-	(0.26)	-	-
Provision for credit impaired receivables	-	1.00	3.18	-
Bad debts written off	-	4.05	1.07	4.87
Amortised cost adjustments for financial instruments	-	(0.26)	(0.19)	-
Liabilities written back	(0.14)	(0.10)	(0.18)	(0.06)
Impairment of Investments	-	-	1.10	-
Operating profit before working capital changes	**74.40**	**264.59**	**108.34**	**121.66**
Changes in working capital				
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	18.00	28.13	33.60	8.07
Other current liabilities	(44.83)	35.78	75.95	(65.96)
Provisions	12.94	29.87	10.83	39.78
Other financial liabilities	90.85	175.83	40.68	448.60
Adjustments for (increase) / decrease in operating assets:				-
Trade receivables	(97.30)	(441.79)	(284.57)	(448.90)
Other financial assets	83.81	(25.31)	(6.80)	(33.14)
Other assets	(84.65)	(117.84)	(153.42)	(133.60)
Cash generated from operations	**53.21**	**(50.74)**	**(175.39)**	**(63.48)**
Tax expense	0.18	(1.81)	3.83	(7.68)
Net cash flows/used in operating activities (A)	**53.39**	**(52.55)**	**(171.56)**	**(71.16)**
Cash flow from investing activities				
Payment for property, plant and equipment, intangible assets and intangibles under development	(62.10)	(116.55)	(67.87)	(21.60)
Payments for acquisition of subsidiaries, net of cash acquired	-	(60.02)	(104.63)	-
Purchase of Investments	-	-	40.15	-
Proceeds from sale/ disposal of Property, plant and equipment	-	0.50	-	-
Advance or loans made to employees/ other parties	-	-	8.69	-
Loan to related parties	-	(3.87)	(3.48)	-
Loan to others	0.68	0.54	36.54	(5.21)
Movement in bank deposits	(34.66)	(25.52)	(45.02)	(0.10)
Interest income received	7.38	5.23	3.37	2.25
Net cash used in investing activities (B)	**(88.70)**	**(199.69)**	**(132.25)**	**(24.66)**

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure IV: Restated Consolidated Statement of Cash Flows
(Amount in INR Millions, unless otherwise stated)

	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Cash flow from financing activities				
Proceeds from issuance of equity share capital including share application money	7.11	269.97	240.61	4.09
Share issue transaction costs	-	(5.12)	(0.94)	-
Proceeds from Borrowings, net	17.37	45.06	30.32	77.11
Repayment of Debentures	(5.00)	(1.00)	(17.55)	-
Proceeds from Debentures	-	1.70	40.00	-
Dividend paid	(11.32)	(5.27)	(4.18)	-
Principal paid on lease liabilities	7.99	(11.59)	(2.87)	(6.77)
Interest paid on lease liabilities	(0.75)	(2.67)	(3.18)	(2.55)
Other finance costs	(0.75)	(6.02)	(8.21)	-
Net cash flows from financing activities (C)	**14.65**	**285.06**	**274.00**	**71.88**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(20.66)	32.82	(29.81)	(23.95)
Cash and cash equivalents at the beginning of the period/year	52.06	19.24	49.05	73.00
Cash and cash equivalents at the end of the period/year	**31.40**	**52.06**	**19.24**	**49.05**
Reconciliation of cash and cash equivalents as per the cash flow statement				
Cash and cash equivalents comprise (Refer note 15)				
Balances with banks:				
On current accounts	31.13	51.64	18.93	48.54
Cash on hand	0.27	0.42	0.31	0.51
Total cash and cash equivalents at end of the period/year	**31.40**	**52.06**	**19.24**	**49.05**

Note: The above statement should be read with Material Accounting Policies to Restated Consolidated Financial Information in Annexure V, Statement of Adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

For and on behalf of the Board of Directors of
CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 13 November 2024

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 13 November 2024

Aditya Narayan Mishra
Managing Director & CEO
DIN: 05303409

Place: Bangalore, India
Date: 13 November 2024

Saurabh Ashok More
Group Chief Financial officer

Place: Bangalore, India
Date: 13 November 2024

Lalita Pasari
Company Secretary

Place: Bangalore, India
Date: 13 November 2024

1 Corporate Information

CIEL HR SERVICES LIMITED (formerly known as CIEL HR SERVICES PRIVATE LIMITED), together with its subsidiaries, collectively referred to as the "Group", is a public limited Company domiciled in India and was incorporated on 23 August 2010 under the provisions of the Companies Act, 1956 applicable in India.
The registered office of the Company is located at Plot No. 3726, Door No. 41, 'Ma Foi House', 6th Avenue, Q- Block, Anna Nagar, Chennai - 600040, Tamilnadu, India.

The Company was converted into a Public Limited Company and obtained fresh certificate of incorporation dated 30 November 2023.

The Group focuses on tech-led HR solutions across various industries with HR Services and Platforms impacting every part of employee life cycle. The Group provides suite of HR services including search, selection and recruitment process outsourcing services, Professional staffing, Value staffing, Payroll and compliance, HR advisory and Skilling services. The Group operates platforms which provide various functions including Talent assessment and development, Talent engagement, Employee learning, Human resource management system, Fresher upskilling and Statutory compliance management.

2 Material accounting policies

These notes provides a list of the material accounting policies adopted in the preparation of this Restated Consolidated Financial Information. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.01 Basis of Preparation of Consolidated Financial Information

(a) **Statement of Compliance**

The Restated Consolidated Financial Information of the Group comprise the Restated Consolidated Statement of Assets and Liabilities as at 30 June 2024, 31 March 2024, 31 March 2023, and 31 March 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows, the Restated Consolidated Statement of Changes in Equity for the period/years ended 30 June 2024, 31 March 2024, 31 March 2023 and 31 March 2022, Material Accounting Policies to Restated Consolidated Financial Information and Statement of Adjustments to the Restated Consolidated Financial Information (hereinafter collectively referred to as "Restated Consolidated Financial Information").

These Restated Consolidated Financial Information have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective as at 30 June 2024. These Restated Consolidated Financial Information have been approved by the Board of Directors on 11 November 2024.

These Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, issued by the Securities and Exchange Board of India ('SEBI') on 11 September 2018, in pursuance of the Securities and Exchange Board of India Act, 1992 ("SEBI ICDR Regulations") for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP")in connection with its proposed Initial Public Offering (IPO) of equity shares of the Company prepared in terms of the requirements of :

a) the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

The Restated Consolidated Financial Information have been prepared by the Management of the company and compiled from:
I. Audited Special Purpose Interim Consolidated Ind AS Financial Statements of the Group as at and for the three months period ended 30 June 2024 prepared in accordance with the Indian Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS"), and other accounting principles generally accepted in India including the requirements of the Act, which has been approved by the Board of Directors at their meeting held on 11 November 2024 .

II. Audited Consolidated Ind AS Financial Statements of the Group as at and for the years ended 31 March 2024 prepared in accordance with the Indian Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS"), and other accounting principles generally accepted in India including the requirements of the Act, which has been approved by the Board of Directors at their meeting held on 27 June 2024 .

III. Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended 31 March 2023 prepared in accordance with Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other recognised accounting practices and policies generally accepted in India including the requirements of the Act, which has been approved by the Board of Directors at their meeting held on 27 June 2024; and

IV. Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended 31 March 2022, prepared as per following basis :

The Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended 31 March 2022, have been prepared by the management of the Group in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Previous GAAP' or 'Indian GAAP') after giving effect to accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Indian Accounting Standards 101 'First-time Adoption of Indian Accounting Standards' (Ind AS 101)) as initially adopted on transition date i.e. 01 April 2022. These Audited Special Purpose IND AS Financial Statements have been approved by the Board of Directors on 27 June 2024.

Suitable restatement adjustments (both re-measurements and reclassifications) as per Ind AS 101, are made to these Financial Statements for the year ended 31 March 2022.

Pursuant to the Companies (Indian Accounting Standard) Second Amendment Rules, 2015, the Group voluntarily adopted 31 March 2024, as reporting date for first time adoption of Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), and consequently 01 April 2022, as the transition date for preparation of its statutory financial statements for the year ended 31 March 2024. Hence, the general purpose financial statements for the year ended 31 March 2024, were the first financials statements, prepared in accordance with Ind AS. Upto the financial year ended 31 March 2023, the Group had prepared its general purpose financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with Companies (Accounting Standards) Rules, 2021 ("Indian GAAP" or "Previous GAAP"). 'In pursuance to general directions received from Securities and Exchange Board of India (SEBI) vide their email dated 28 October 2021 received by the Book Running Lead Managers ('BRLMs') of the Company through Association of Investment Bankers of India (AIBI), as shared with us, these Special Purpose Financial Statements have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in Offer document in relation to the proposed IPO. As such these Special Purpose Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Information and are also not financial statements prepared pursuant to any requirements under section 129 of the Companies Act, 2013, as amended.

The accounting policies have been consistently applied by the Group in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of financial statements for the three months ended 30 June 2024. This Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of board meeting held to approve and adopt the audited Special Purpose Financial Statements as mentioned above.

The Restated Consolidated Financial Information have been prepared so as to contain information/disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:
a. Adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place, recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
b. Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line
with the groupings as per the Restated Financial Information of the Group for the three months ended 30 June 2024 and the requirements of the ICDR Regulations, if any; and
c. The resultant impact of tax due to the aforesaid adjustments, if any.

(b) **Basis of measurement**

The financial information have been prepared on the historical cost basis except for the following items:

- Certain financial assets and liabilities : Measured at fair value
- Borrowings : Amortised cost using effective interest rate method
- Net defined benefit (asset)/ liability : Present value of defined benefit obligations less fair value of plan asset

The Group has prepared the consolidated financial information on the basis that it will continue to operate as a going concern.

Basis of consolidation:

The consolidated financial information incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) as disclosed in Note 40.

Control exists when the parent has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases. The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The financial statements of subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain/ loss from such transactions are eliminated upon consolidation. The financial statements are prepared by applying uniform policies in use at the Group. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March and for the period ended 30 June.

Non-controlling interest:

Non-controlling interest (“NCI”) which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Group, are excluded. NCI are measured at their proportionate share of the acquiree’s net identifiable assets at the date of acquisition. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

In case where the Group has a call option with NCI in an existing subsidiary on their equity interest in that subsidiary and is reasonably certain to exercise the call option, then the Group evaluates access to the returns associated with the ownership interest. In case NCI still have present access to returns associated with the underlying ownership interest, then the Group has elected to account for call option as per the anticipated-acquisition method. Under the anticipated-acquisition method, the call option is accounted for as an anticipated acquisition of the underlying NCI. This is independent of how the exercise price is determined (e.g. fixed or variable) and how likely it is that the option will be exercised. Subsequent to initial recognition, any changes in the carrying amount of the call option liability is accounted through consolidated statement of profit and loss account.

Change in the Group’s equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(c) **Classification between Current and Non-current**

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current. The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

Assets
An asset is treated as current when it is:
i. Expected to be realised within twelve months after the reporting period, or
ii. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
All other assets are classified as non-current.

Liabilities
A liability is current when:
i. It is expected to be settled in normal operating cycle
i. It is due to be settled within twelve months after the reporting period, or
iii. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has considered twelve months as its operating cycle.

(d) **Use of estimates and judgement**

The preparation of the Restated Consolidated financial information in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected.

2.02 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

2.03 Depreciation methods, estimated useful lives

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act. All items of property plant and equipment are stated at cost less accumulated depreciation and impairment loss if any.

(Amount in INR millions, unless otherwise stated)

The useful life of PPE is the period over which PPE is expected to be available for use by the Group.

Property, plant and equipment	Management estimate of Useful Life	Useful lives as per Schedule II of Companies Act, 2013
Furniture and Fixtures	05 years	10 years
Office Equipment	05 years	05 years
Computers:		
-Servers	06 years	06 years
-End user devices such as, desktops, laptops etc.	03 years	03 years
Vehicles	08 years	08 years

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/disposal from property plant and equipment is provided up to the date preceding the date of sale/disposal as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'.
Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

2.04 Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses. Goodwill is not amortised; however it is tested annually for impairment and whenever there is an indication that the unit may be impaired and carried at cost less any accumulated impairment losses.

For the purpose of impairment testing, the goodwill is allocated to a cash-generating-unit (‘CGU’) or group of CGUs (‘CGUs’), which are expected to benefit from the acquisition-related synergies and represent the lowest level within the entity at which the goodwill is monitored for internal management purposes, within an operating segment. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

2.05 Other Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization.

(a) Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred.
Development Cost that are directly attributable to the design and testing of identifiable and unique software products are recognised as intangible assets where criteria mentioned in point (b) below are met. Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.
Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

(b) Internally generated: Research and development

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalised include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

(c) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost).

The Group amortized intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Management estimate of Useful Life
Computer software	03 years
HR platforms	05 years
Brand	10 years
Non-compete	04 years

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are not amortised. Such intangible assets are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

2.06 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

2.07 Foreign Currency Transactions

(a) Functional and presentation currency

Items included in the consolidated financial information are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Group's functional and presentation currency.

(b) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date and the exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

2.08 Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
► In the principal market for the asset or liability, or
► In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Group.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Group's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial information are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
► Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
► Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
► Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in the measuring fair values is included in the following notes:
- Note 38 & 39

2.09 Business combinations

(i) Business combinations (common control business combinations)

Business combination involving entities that are controlled by the Group are accounted for using the pooling of interest method as follows:
- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- The financial information in the consolidated financial information in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- The balance of the retained earnings appearing in the consolidated financial information of the transferor is aggregated with the corresponding balance appearing in the consolidated financial information of the transferee or is adjusted against general reserve.
- The identity of the reserve are preserved and the reserves of the transferor becomes the reserves of the transferee.
- The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

(ii) Business combinations (other than common control business combinations):

In accordance with Ind AS 103, the Group accounts for the business combinations (other than common control business combinations) using the acquisition method when control is transferred to the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The Group has elected to apply Ind AS 103, Business combinations prospectively to business combinations occurred after 1 April 2022 i.e. the transition date. Business combinations occurred prior to the transition date have not been restated.

2.10 Principles of consolidation

a. Subsidiaries

Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

(i) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
(ii) Exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect its returns.
(iii) The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(i) The contractual arrangement with the other vote holders of the investee;
(ii) Rights arising from other contractual arrangements;
(iii) The Group's voting rights and potential voting rights;
(iv) The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated consolidated financial information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Restated consolidated financial information to ensure conformity with the Group's accounting policies.

The financial information of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e. period/year ended on 30 June and 31 March.

b. Consolidation procedures:

a. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the Restated consolidated financial information at the acquisition date.

b. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

c. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows rotating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and property, plant and equipment and intangible assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Restated consolidated financial information. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profit and losses resulting from intragroup transactions.

c. Loss of control

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.
If the Group loses control over a subsidiary, it:
(i) Derecognises the assets (including goodwill) and liabilities of the subsidiary.
(ii) Derecognises the carrying amount of any non-controlling interests.
(iii) Derecognises the cumulative translation differences recorded in equity.
(iv) Recognises the fair value of the consideration received.
(v) Recognises the fair value of any investment retained.
(vi} Recognises any surplus or deficit in profit or loss.
(vii) Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

Refer Note 40

2.11 Revenue from contract with customer

(a) Sale of services

Revenue is recognised to the extent that it is highly probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

Revenue from staffing services is recognised over time since the customer simultaneously receives and consumes the benefits. The invoicing for these services is either based on cost plus a service fee model or fixed fee.

Revenues in excess of invoicing are classified as Contract Assets (unbilled revenue), while invoicing in excess of revenues are classified as Contract Liability (unearned revenue).

Revenue from recruitment services is recognised at a point in time based on satisfaction of specific performance criteria included in contractual arrangements with customers.

Revenue from skilling, advisory services, HRMS platform and assessment platform are recognised over time based on satisfaction of specific performance criteria included in contractual arrangements with customers. Subscription revenues from learning management platform is recognised over time through the period of subscription.

(b) Other Income

(i)Interest Income
For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit and Loss.

(ii)Dividend Income
Dividend income is recorded when the right to receive payment is established.

(c) Contract Balances

Contract assets
A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivables represents the Group's right to an amount of consideration that is unconditional.

Contract Liability
A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Trade Receivable
A trade receivable is recognised for an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

2.12 Investments

Investment in equity instruments are measured at cost less impairment. Dividend income is recognised when its right to receive the dividend is established. The acquired investment are measured at acquisition date fair value.

2.13 Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

(a) Current income tax

Income tax expense comprises current tax expense and deferred tax charge or credit during the year. Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year/period end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in consolidated financial information. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the Consolidated Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.14 Leases

The Group as a lessee

The Group 's lease asset classes primarily consist of leases for office space. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

. Lease liabilities include the net present value of the following lease payments:
• fixed payments (including in-substance fixed payments), less any lease incentives receivable
• variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
• amounts expected to be payable by the group under residual value guarantees
• the exercise price of a purchase option if the group is reasonably certain to exercise that option, and
• payments of penalties for terminating the lease, if the lease term reflects the group exercising that option

Right-of-use assets are measured at cost comprising the following:
• the amount of the initial measurement of lease liability
• any lease payments made at or before the commencement date less any lease incentives received
• any initial direct costs
• restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

2.15 Impairment of non-financial assets

The Group assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Group estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. 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. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

2.16 Provisions and contingent liabilities

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.17 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft.

2.18 Cash flow statement

Cash flow statement is reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

2.19 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) **Financial assets**

(i) Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

a) at amortized cost; or
b) at fair value through other comprehensive income; or
c) at fair value through profit or loss.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

(iii) Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

(iv) Derecognition of financial assets

A financial asset is derecognized only when

a) the rights to receive cash flows from the financial asset is transferred or

b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not

(b) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

(ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Consolidated Statement of Profit and Loss.

Borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Consolidated statement of Profit and Loss.

Borrowing Cost: Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(iii) Derecognition
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

Offsetting of financial instruments
Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

Written - off
The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group’s procedures for recovery of amounts due.

2.20 Employee Benefits

(a) **Short-term benefits**
Short term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees’ services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) **Other long-term employee benefits**
(i) **Defined contribution plan**
Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Consolidated Statement of Profit and Loss.

(ii) **Defined benefit plans**

Gratuity: The Group provides for gratuity, a defined benefit plan (the 'Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise.

Leaves under defined benefit plans can be encashed only on discontinuation of service by employee.

(c) **Share-based payments**

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Companies' best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.21 Provision for Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period. A corresponding amount is recognised directly in equity.

2.22 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.23 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). CODM evaluates the Group's performance and allocates resources based on the analysis of various performance indicators by business segments. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the Summary Statements. Accordingly, information has been presented across two segments as follows:

HR Services	It provides suite of HR services including Search, selection and recruitment process outsourcing services, Professional staffing, Value staffing, Payroll and compliance, HR advisory and Skilling services
HR Platforms	It operates platforms which provide various functions including Talent assessment and development, Talent engagement, Employee learning, Human resource management system, Fresher upskilling and Statutory compliance management

Further:
i. Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter - segment revenue. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result.
ii. Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.
iii. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.
iv. Segment results includes margins on inter-segment sales which are reduced in arriving at the profit before tax of the Group.
v. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.
vi. Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated business.

2.24 Rounding off amounts

All amounts disclosed in the consolidated financial information and notes have been rounded off to the nearest millions as per requirement of Schedule III to the Act, unless otherwise stated.

3 Critical accounting judgments, estimates and assumptions

The preparation of consolidated financial information requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

3.1 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial information were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognize deferred tax assets on the tax losses carried forward except for the unabsorbed depreciation.

(b) Defined benefit plans (gratuity benefits and compensated absences)

The cost of the defined benefit plans such as gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.

(c) Useful lives of property, plant and equipment and intangible assets

As described in the significant accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Useful lives of intangible assets is determined on the basis of estimated benefits to be derived from use of such intangible assets. These reassessments may result in change in the depreciation /amortization expense in future periods.

(d) Impairment of non-financial assets and goodwill

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

(e) Provisions

Provisions are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The litigations and claims to which the Group is exposed are assessed by management and in certain cases with the support of external specialised lawyers.

(f) Provision for expected credit losses of trade receivables and contract assets

The Group uses a provision matrix to calculate expected credit loss (ECL) for trade receivables and contract assets.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates and ECLs is a significant estimate. The Group's historical credit loss experience may also not be representative of customer's actual default in the future.

4 Recent accounting pronouncements

4 Standards (including amendments) issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time time. As on 30 June 2024, MCA has not notified any new standards or ammendments to the existing standards applicable to the Group

5 First-time adoption of Ind-AS

The consolidated financial information for the year ending 31 March 2024 are the first set of Ind AS financial statements prepared by the Group. Accordingly, the Group has prepared financial statements which comply with Ind AS applicable for year ending on 31 March 2024, together with the comparative year data as at and for the year ended 31 March 2023, as described in the significant accounting policies. In preparing the financial statements, the Group's opening balance sheet was prepared as at 1 April 2022, being the Group's date of transition to Ind AS. This note explains the principal adjustments made by the Group in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2022 and the financial statements as at and for the year ended 31 March 2023.

5.1 Exemptions availed on first time adoption of Ind AS

Ind AS 101, First-time Adoption of Indian Accounting Standards, allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Group has accordingly applied the following exemptions.

(a) Deemed Cost

Since there is no change in the functional currency, the Group has elected to continue with carrying value for all of its property, plant and equipment as recognized in its Indian GAAP financial statements as its deemed cost at the date of transition after making adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38, Intangible Assets and investment properties. Accordingly the management has elected to measure all of its property, plant and equipment, investment properties and intangible assets at their Indian GAAP carrying value.

(b) Compound

When the liability component of a compound financial instrument is no longer outstanding at the date of transition to Ind AS, a first-time adopter may elect not to apply Ind AS 32, Financial Instruments: Presentation, retrospectively to split the liability and equity components of the instrument.

5.2 Mandatory Exemption on first-time adoption of Ind AS

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2022 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:

(i) Impairment of financial assets based on expected credit loss model.
(ii) Fair valuation of compound instrument.
(iii) FVTPL – debt securities
(iv) FVTOCI – debt securities
(v) Effective interest rate used in calculation of security deposit.

(b) Derecognition of financial assets and financial liabilities

A first-time adopter should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively to transactions occurring on or after the date of transition. Therefore, if a first-time adopter derecognized non-derivative financial assets or non-derivative financial liabilities under its Indian GAAP as a result of a transaction that occurred before the date of transition, it should not recognize those financial assets and liabilities under Ind AS (unless they qualify for recognition as a result of a later transaction or event). A first-time adopter that wants to apply the derecognition requirements in Ind AS 109,Financial Instruments, retrospectively from a date of the entity's choosing may only do so, provided that the information needed to apply Ind AS 109,Financial Instruments, to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Group has elected to apply the de-recognize provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(c) Classification and measurement of financial assets

Ind AS 101, First-time Adoption of Indian Accounting Standards, requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure VI: Statement of Adjustments to Restated Consolidated Financial Information
(Amount in INR millions, unless otherwise stated)

Statement of restatement adjustments

For periods up to and including the year ended 31 March 2023, the Company prepared its financial statements in accordance with accounting standards referred to in paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) notified under section 133 of the Companies Act, 2013. The Restated Consolidated Financial Information have been compiled from the audited special purpose financial statements of the Company as at and for the period ended 30 June 2024, audited financial statements for the year ended 31 March 2024 and the Audited Special Purpose Financial Statements of the Company as at and for the year ended 31 March 2023 & 31 March 2022 (refer basis of preparation para under Note 2.1).

In preparing these financial statements, the Company's opening balance sheet was prepared as at 01 April 2022, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its IGAAP financial statements, including the balance sheet as at 01 April 2022 and the financial statements as at and for the year ended 31 March 2023 and how the transition from IGAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

There is no difference between Restated Consolidated Financial Information, Audited Financial Statements and Audited Special Purpose Financial Statements of the Company as referred above. Reconciliations between the Restated Consolidated Financial Information and Audited Financial Statements (IGAAP) of the Company are set out in the following tables and notes.

A Reconciliations between the restated financial information and audited financial statements (IGAAP) of the Company.

1 Reconciliation of total equity as at 31 March 2023, 31 March 2022 and 01 April 2021

Particulars	Note	As at 31 March 2023	As at 31 March 2022	As at 01 April 2021
Total equity (shareholder's funds) as per audited IGAAP Financials of respective years		373.76	94.32	9.49
Adjustments:				
Adjustment of opening balance of equity - Ind AS	ii(h)	(101.09)	(98.47)	(78.31)
Adjustment for fair valuation of Gratuity and compensated absences	ii(c)	(5.30)	(0.66)	(0.19)
Adjustment for recognition of right-of-use assets and lease liabilities	ii(b)	(2.15)	1.13	-
Adjustment for expected credit loss / provision allowance on financial assets	ii(d)	(3.18)	-	-
Adjustment for impairment of intangible assets	ii(g)	(2.18)	-	(24.52)
Adjustment for unbilled revenue and costs for the break period		-	(3.63)	-
Other adjustments		0.06	0.54	(0.99)
Prior period adjustments	i	4.40	-	(12.15)
Tax effect of adjustments	ii(f)	0.69	-	17.69
Total Adjustments		**(108.75)**	**(101.09)**	**(98.47)**
Total equity as per restated financial information		**265.01**	**(6.77)**	**(88.98)**

2 Reconciliation of profit and other comprehensive income/(loss) for the year ended 31 March 2023 and 31 March 2022

Particulars	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit/(loss) after tax as per as per audited IGAAP Financials of respective years		**42.10**	**71.44**
Adjustments:			
Adjustment for Gratuity	ii(c)	(5.43)	(0.65)
Adjustment for expected credit loss allowance on financial assets	ii(d)	(3.18)	-
Adjustment for ESOP	ii(i)	(58.75)	-
Adjustment for recognition of right-of-use assets and lease liabilities	ii(b)	(2.15)	1.13
Adjustment for depreciation on fair valued assets	ii(g)	(2.18)	-
Measurement of financial assets and financial liabilities at amortised cost	ii(b)	(1.00)	-
Adjustment for Common control transaction	ii(h)	-	0.46
Other adjustments	ii(h)	(6.03)	-
Total Adjustments		**(73.63)**	**(2.69)**
Profit for the year as per restated financial information		**(31.53)**	**68.75**
Other comprehensive income/(loss)			
Remeasurement of defined benefit obligations (net of tax)	ii(c)	0.13	(0.01)
Total comprehensive income for the year as per restated financial information		**(31.40)**	**68.74**

3 Impact of restatement adjustment on the cash flows statement for the year ended 31 March 2023 and 31 March 2022
The restatement adjustment has not made a material impact on the statement of cash flows.

(Amount in INR millions, unless otherwise stated)

4 **Reconciliation of the assets and liabilities presented in the balance sheet prepared as per as per audited IGAAP Financials and as per the restated statement of assets and liabilities is as follows:**

Particulars	Notes	As at 31 March 2023			As at 31 March 2022		
		IGAAP *	Adjustments	Restated	IGAAP*	Adjustments	Restated
ASSETS							
Non-current assets							
Property, plant and equipment	ii(a) & ii(h)	8.98	0.99	7.99	4.05	(3.67)	7.72
Right-of-use assets	ii(b)	-	(34.67)	34.67	-	(39.60)	39.60
Goodwill	ii(g)	170.03	37.20	132.83	-	-	-
Other intangible assets	ii(g) & ii(h)	54.34	(46.52)	100.86	10.50	(4.34)	14.84
Intangible asset under development	ii(h)	8.32	-	8.32	4.61	(2.95)	7.56
Financial assets							
- Investments	ii(h) & ii(h)	0.18	-	0.18	-	(1.28)	1.28
- Loans	B	2.60	2.60	-	-		-
- Other financial assets	B	81.51	(1.20)	82.71	87.84	10.65	77.19
Deferred tax assets (net)	ii(f) & ii(h)	4.00	(10.48)	14.48	3.53	(7.20)	10.73
Other non-current assets	i	-	(71.76)	71.76	0.03	(49.71)	49.74
Total non-current assets		**329.96**	**(123.84)**	**453.80**	**110.56**	**(98.10)**	**208.66**
Current assets							
Financial assets							
(i) Trade receivables	i & ii(d)	1,019.89	(13.50)	1,033.39	528.36	(196.14)	724.50
(ii) Cash and cash equivalents	ii(h)	19.24	-	19.24	48.99	(0.06)	49.05
(iii) Bank balances other than (ii) above		45.57	2.53	43.04	0.10	-	0.10
(iii) Loans	ii(h)	8.69	0.00	8.69	-	(5.21)	5.21
(iv) Other financial assets	ii(h)	10.45	2.94	7.51	3.20	(0.76)	3.96
Other current assets	i	216.30	(14.78)	231.08	89.84	(9.84)	99.68
Total current assets		**1,320.14**	**(22.81)**	**1,342.95**	**670.49**	**(212.01)**	**882.50**
Total assets		**1,650.10**	**(146.65)**	**1,796.75**	**781.05**	**(310.11)**	**1,091.16**

EQUITY AND LIABILITIES

Particulars	Notes	As at 31 March 2023			As at 31 March 2022		
		IGAAP *	Adjustments	Restated	IGAAP*	Adjustments	Restated
EQUITY							
Equity share capital		43.92	-	43.92	41.85	-	41.85
Other equity	i & ii	373.76	108.75	265.01	94.32	101.09	(6.77)
Non-controlling interests	ii(h)	8.34	(37.01)	45.35	0.07	(48.09)	48.16
Total equity		**426.02**	**71.74**	**354.28**	**136.24**	**53.00**	**83.24**
LIABILITIES							
Non-current liabilities							
Financial liabilities							
(i) Borrowings		122.96	0.67	122.29	101.08	(9.58)	110.66
(ii) Lease liabilities	ii(b)	-	(24.19)	24.19	-	(30.89)	30.89
(ii) Other financial liabilities	ii(e)	-	(86.94)	86.94	-	(0.50)	0.50
Provisions	i & ii(c)	23.24	(69.50)	92.74	9.20	(51.86)	61.06
Total non-current liabilities		**146.20**	**(179.96)**	**326.16**	**110.28**	**(92.83)**	**203.11**
Current liabilities							
Financial liabilities							
(i) Borrowings		372.86	-	372.86	156.48	(23.10)	179.58
(ii) Lease liabilities	ii(b)	-	(11.58)	11.58	-	(7.75)	7.75
(iii) Trade payables		74.65	(6.33)	80.98	38.86	5.90	32.96
(iv) Other financial liabilities		394.91	(13.29)	408.20	201.42	(251.35)	452.77
Provisions	i & ii(c)	-	(11.98)	11.98	-	(5.24)	5.24
Other current liabilities		225.65	4.75	220.90	137.77	11.38	126.39
Current tax liabilities (Net)		9.81	-	9.81	-	(0.12)	0.12
Total current liabilities		**1,077.88**	**(38.43)**	**1,116.31**	**534.53**	**(270.28)**	**804.81**
Total liabilities		**1,224.08**	**(218.39)**	**1,442.47**	**644.81**	**(363.11)**	**1,007.92**
Total equity and liabilities		**1,650.10**	**(146.65)**	**1,796.75**	**781.05**	**(310.11)**	**1,091.16**

** The audited financial statements figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

(Amount in INR millions, unless otherwise stated)

5 Reconciliation of the income and expenses presented in the statement of profit and loss prepared as per audited IGAAP financials and as per restated financial information is as follows:

Particulars	Notes	For the year ended 31 March 2023			For the year ended 31 March 2022		
		IGAAP *	Adjustments	Restated	IGAAP *	Adjustments	Restated
Income							
Revenue from operations	i	8,144.05	147.70	7,996.35	5,195.23	(80.25)	5,275.48
Other income	ii(b)	10.17	(0.66)	10.83	8.24	(1.58)	9.82
Total income		**8,154.22**	**147.04**	**8,007.18**	**5,203.47**	**(81.83)**	**5,285.30**
Expenses							
Employee benefits expense	i & ii(c)	7,838.91	98.67	7,740.24	4,980.28	(73.31)	5,053.59
Finance costs	ii(b)	32.26	(42.13)	74.39	31.44	(3.91)	35.35
Depreciation expense	ii(b)	11.93	(12.71)	24.64	9.62	(6.05)	15.67
Other expenses	ii(b)	187.69	(6.07)	193.76	111.96	(1.09)	113.05
Total expenses		**8,070.79**	**37.76**	**8,033.03**	**5,133.30**	**(84.36)**	**5,217.66**
Profit /(Loss) before exceptional items and tax		**83.43**	**109.28**	**(25.85)**	**70.17**	**2.53**	**67.64**
Less: Exceptional items		36.06	34.96	1.10	-	-	-
Profit /(Loss) before tax		**47.37**	**74.32**	**(26.95)**	**70.17**	**2.53**	**67.64**
Tax expenses							
Current tax		3.12	-	3.12	0.12	-	0.12
MAT Credit		0.36	-	0.36	-	-	-
Deferred tax	ii(f)	1.79	0.69	1.10	(1.39)	(0.16)	(1.23)
Total tax expense		5.27	0.69	4.58	(1.27)	(0.16)	(1.11)
Profit/(Loss) after tax for the period/year		**42.10**	**73.63**	**(31.53)**	**71.44**	**2.69**	**68.75**
Other comprehensive income/(loss)							
Items that will not be reclassified subsequently to profit and loss							
Remeasurements of defined benefit liability		-	(0.24)	0.24	-	0.02	(0.02)
Deferred Tax Income - OCI		-	0.11	(0.11)	-	(0.01)	0.01
Total comprehensive income/(loss) for the period/year	**ii(j)**	**42.10**	**73.50**	**(31.40)**	**71.44**	**2.70**	**68.74**

** The audited financial statements figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

6 Notes :

i **Prior Period Adjustments**

The Group has made error in the adoption of accounting policies pertaining to accrual of revenue of Rs. 173.23 mn, provision for incentives of Rs. 11.07 mn and cost provision against unbilled revenue of Rs 166.56 Mn for the FY 2021-22 and Gratutiy for deputees of Rs 54.32 Mn and Rs 25.40 Mn as at April 01, 2022 and March 31, 2023 respectively. During the FY 2022-23, on transition to Ind AS, the Group has rectified the error by restating the tansition date balance sheet.

ii **Ind AS Adjustments**

ii(a) **Property plant and equipment**
The Group has availed the deemed cost exemption as per IND AS 101 in relation to property, plant and equipment and Intangible assets as on the date of transition i.e. 1 April 2022 and hence the Net block carrying amount (as per IGAAP) has been considered as the gross block carrying amount (as per Ind AS) on that date i.e. 01 April 2022.

ii(b) **Recognition of Right of use assets**
Under the previous GAAP, rental expenditure for operating leases were recognised as expenditure on a straight-line basis over the lease period. During the current year, on transition to Ind AS, the Company has applied the principles of Ind AS 116 and recognised a right of use assets with a corresponding lease liability in the balance sheet by using the modified retrospective method effective from the transition date. Accordingly, the rental expenditure has been reversed and an amortisation charge on Right of use asset and interest on lease liability is recognised in the statement of profit and loss.

Under Indian GAAP, interest-free security deposit (that are refundable in cash on completion of the lease term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognized at fair value. Accordingly the Group has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognized as prepaid rent. Consequently, the amount of security deposit as on 31 March 2023 has been decreased by INR 0.85 Mn with a corresponding increase in Right-of-Use Asset. Amortization of Right-of-Use Asset in statement profit or loss is partially off-set by the notional interest income of INR 0.19 Mn during the year ended 31 March 2023.

ii(c) **Defined benefit obligation**
Under Indian GAAP, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind-AS, remeasurements [comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability] are to be recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI.
Therefore, the Company has recognised all the remeasurement gain/loss on the defined benefit liability in Other Comprehensive Income -Items that will not be reclassified subsequently to profit and loss forming part of Total Comprehensive Income from the date of transition to IndAS.

ii(d) **Expected credit loss**

Under previous GAAP, the Company measured financial assets at cost. As at the transition date, the Company recognised the provision for expected credit loss for certain financial assets i.e., Trade receivables as per the criteria set out in Ind AS 101.

ii(e) **Financial Liabilities**

The holding Company has recognised financial liability araising out of put option on the purchase of remaining shares of the subsidiary (Next Leap Career Solutions Private Limited). During the period FY 22-23, the entity has recognised of Rs 86.44 Mn against the above financial liability.

ii(f) **Deferred tax**

The Company has recognised deferred tax assets (net) on Provisions for doubtful debts other temporary difference on account of rectification of prior period errors and on account of adjustments made on transition to Ind AS.

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP. In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the group has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

ii(g) **Fair valuation of intangible assets**

As per Ind AS 36, the company has assessed the recoverable amount from the intangible assets and based on the assessment the company has provided impairment loss on intangible assets on transition date.

ii(h) **Common Control**

The holding company has acquired "Ma Foi Strategic Consultants Private Limited and CIEL Skills and Careers Private Limited" and consolidation procedures are mentioned under note 8.02(c) and 8.02 (e).

ii(i) **ESOP**

The Group has recognised ESOP expense based on the evaluation of the terms of options granted as given under note 44. The expense has been recognised as per Ind AS 102 Share Based Payments

ii(j) **Other comprehensive income**

The concept of Other Comprehensive Income (OCI) did not exist under Indian GAAP. Also refer point ii(c) above.

B **Material regrouping :**

Appropriate regroupings have been made in the Restated Balance Sheet, Restated Statement of Profit & Loss and Restated Statement of Cashflows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cashflows, in order to bring them in line with the accounting policies and classification as per Ind AS financial information of the Company for the period ended 30 June 2024 and years ended 31 March 2024, 31 March 2023 and 31 March 2022 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

(All amounts are in INR Million, unless otherwise stated)

C Statement of Restatement Adjustments to Audited Consolidated Financial Information

Reconciliation of total equity as per the Audited Consolidated Financial Statements for the year ended 31 March 2024 and the Audited Special Purpose Consolidated Financial Statements for the period/year ended 30 June 2024, 31 March 2023 and 31 March 2022 with the total equity as per the Restated Consolidated Financial Information.

	As at 30 June 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total equity as per speical purpose/ audited financial statements	856.85	827.64	354.28	83.24
Adjustments	-	-	-	-
Total equity as per the Restated Consolidated Statement of Assets and Liabilities	**856.85**	**827.64**	**354.28**	**83.24**

Reconciliation of profit for the period/year after tax as per the Audited Consolidated Financial Statements for the year ended 31 March 2024 and the Audited Special Purpose Consolidated Financial Statements for the period/year ended 30 June 2024, 31 March 2023 and 31 March 2022 with the restated profit after tax as per the Restated Consolidated Financial Information

Particulars	For the period ended 30 June 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit for the period/year as per speical purpose/ audited financial statements	31.71	108.48	(31.53)	68.75
Adjustments	-	-	-	-
Restated profit for the period/year as per the Restated Consolidated Statement of Profit and Loss	**31.71**	**108.48**	**(31.53)**	**68.75**

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure VII: Notes to Restated Consolidated Financial Information
(Amount in INR Millions, unless otherwise stated)

6 Property, plant and equipment

Particulars	Gross Carrying Amount					Depreciation					Net Carrying Amount	
	As at 1 April 2024	Additions	Acquisition through Business Combination	Disposals	As at 30 June 2024	As at 1 April 2024	Depreciation For the period	Acquisition through Business Combination	Disposals	As at 30 June 2024	As at 30 June 2024	As at 01 April 2023
Furniture and Fixtures	0.37	-	-	-	0.37	0.29	0.01	-	-	0.30	0.07	0.08
Vehicles	8.97	-	-	-	8.97	1.69	0.28	-	-	1.97	7.00	7.28
Office Equipment	0.92	0.25	-	-	1.17	0.43	0.04	-	-	0.47	0.70	0.49
Computers and equipment	16.72	2.31	-	-	19.03	9.66	1.05	-	-	10.71	8.32	7.06
Computers(network devices)	0.01	-	-	-	0.01	0.01	-	-	-	0.01	-	-
Total	**26.99**	**2.56**	**-**	**-**	**29.55**	**12.08**	**1.38**	**-**	**-**	**13.46**	**16.09**	**14.91**

Particulars	Gross Carrying Amount					Depreciation					Net Carrying Amount	
	As at 1 April 2023	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 1 April 2023	Depreciation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 31 March 2024	As at 01 April 2023
Furniture and Fixtures	0.26	-	0.13	0.02	0.37	0.02	0.29	-	0.02	0.29	0.08	0.24
Vehicles	3.77	5.58	0.01	0.39	8.97	1.00	0.84	-	0.15	1.69	7.28	2.77
Office Equipment	0.47	0.49	0.02	0.06	0.92	0.24	0.23	0.02	0.06	0.43	0.49	0.23
Computers and equipment	9.60	5.54	1.65	0.07	16.72	4.86	3.51	1.36	0.07	9.66	7.06	4.74
Computers(network devices)	0.01	-	-	-	0.01	-	0.01	-	-	0.01	-	0.01
Total	**14.11**	**11.61**	**1.81**	**0.54**	**26.99**	**6.12**	**4.88**	**1.38**	**0.30**	**12.08**	**14.91**	**7.99**

Particulars	Gross Carrying Amount					Depreciation					Net Carrying Amount	
	As at 1 April 2022	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 1 April 2022	Depreciation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 31 March 2023	As at 01 April 2022
Furniture and Fixtures	0.24	-	0.02	-	0.26	-	0.02	-	-	0.02	0.24	0.24
Vehicles	3.77	-	-	-	3.77	-	1.00	-	-	1.00	2.77	3.77
Office Equipment	0.33	0.08	0.06	-	0.47	-	0.24	-	-	0.24	0.23	0.33
Computers and equipment	3.37	5.81	0.42	-	9.60	-	4.86	-	-	4.86	4.74	3.37
Computers(network devices)	0.01	-	-	-	0.01	-	-	-	-	-	0.01	0.01
Total	**7.72**	**5.89**	**0.50**	**-**	**14.11**	**-**	**6.12**	**-**	**-**	**6.12**	**7.99**	**7.72**

Particulars	Gross Carrying Amount					Depreciation					Net Carrying Amount	
	As at 1 April 2021	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2022	As at 1 April 2021	Depreciation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2022	As at 31 March 2022	As at 1 April 2021
Furniture and Fixtures	0.33	-	-	-	0.33	-	0.09	-	-	0.09	0.24	0.33
Vehicles	0.90	3.27	-	-	4.17	-	0.40	-	-	0.40	3.77	0.90
Office Equipment	0.43	11.63	-	11.63	0.43	-	0.10	-	-	0.10	0.33	0.43
Computers and equipment	1.98	2.72	-	0.04	4.66	-	1.29	-	-	1.29	3.37	1.98
Computers(network devices)	0.01	-	-	-	0.01	-	-			-	0.01	0.01
Total	**3.65**	**17.62**	**-**	**11.67**	**9.60**	**-**	**1.88**	**-**	**-**	**1.88**	**7.72**	**3.65**

(Amount in INR Millions, unless otherwise stated)

6.01 **Change in estimate**
As on 1 April 2023 the Group changed its depreciation method from 'written down value' to 'straight line'. During the year ended 31 March 2024, change in depreciation method has resulted in reduction in depreciation charge by INR 1.07 Mn in Statement of Profit and Loss with corresponding impact on the net assets of the Group. Had the Group not changed the depreciation method, profit of the Group would have been reduced by INR 1.07 Mn

6.02 **Deemed Cost:**
The Group has elected to continue with the carrying value of its Property, Plant or Equipment recognised as of 01 April 2022 measured as per the Indian GAAP and used that carrying value as its deemed cost as on 01 April 2022.

7 Right-of-use Assets

	Gross Carrying Amount					Depreciation					Net Carrying Amount	
Particulars	**As at 1 April 2024**	**Additions**	**Acquisition through Business Combination**	**Disposals**	**As at 30 June 2024**	**As at 1 April 2024**	**Depreciation For the period**	**Acquisition through Business Combination**	**Disposals**	**As at 30 June 2024**	**As at 30 June 2024**	**As at 01 April 2023**
Buildings	45.20	12.04	-	-	57.24	23.31	4.18	-	-	27.49	29.75	21.89
Total	**45.20**	**12.04**	**-**	**-**	**57.24**	**23.31**	**4.18**	**-**	**-**	**27.49**	**29.75**	**21.89**

	Gross Carrying Amount					Depreciation					Net Carrying Amount	
Particulars	**As at 1 April 2023**	**Additions**	**Acquisition through Business Combination**	**Disposals**	**As at 31 March 2024**	**As at 1 April 2023**	**Depreciation For the year**	**Acquisition through Business Combination**	**Disposals**	**As at 31 March 2024**	**As at 31 March 2024**	**As at 01 April 2023**
Buildings	45.20	-	-	-	45.20	10.53	12.78	-	-	23.31	21.89	34.67
Total	**45.20**	**-**	**-**	**-**	**45.20**	**10.53**	**12.78**	**-**	**-**	**23.31**	**21.89**	**34.67**

For details of Ind AS 116 disclosure Refer Note 37

Right-of-use Assets

	Gross Carrying Amount					Depreciation					Net Carrying Amount	
Particulars	**As at 1 April 2022**	**Additions**	**Acquisition through Business Combination**	**Disposals**	**As at 31 March 2023**	**As at 1 April 2022**	**Depreciation For the year**	**Acquisition through Business Combination**	**Disposals**	**As at 31 March 2023**	**As at 31 March 2023**	**As at 01 April 2022**
Buildings	39.60	5.60	-	-	45.20	-	10.53	-	-	10.53	34.67	39.60
Total	**39.60**	**5.60**	**-**	**-**	**45.20**	**-**	**10.53**	**-**	**-**	**10.53**	**34.67**	**39.60**

	Gross Carrying Amount					Depreciation					Net Carrying Amount	
Particulars	**As at 1 April 2021**	**Additions**	**Acquisition through Business Combination**	**Disposals**	**As at 31 March 2022**	**As at 1 April 2021**	**Depreciation For the year**	**Acquisition through Business Combination**	**Disposals**	**As at 31 March 2022**	**As at 31 March 2022**	**As at 01 April 2021**
Buildings	45.24	-	-	-	45.24	-	5.64	-	-	5.64	39.60	45.24
Total	**45.24**	**-**	**-**	**-**	**45.24**	**-**	**5.64**	**-**	**-**	**5.64**	**39.60**	45.24

7.01 Leases where Group is a lessee
The Group also has certain leases of office space with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the ‘short-term lease’ and ‘lease of low-value assets’ recognition exemptions for these leases.

7.02 Deemed Cost:
The Group has elected to continue with the carrying value of its intangible assets recognised as of 01 April 2022, measured as per the Indian GAAP and used that carrying value as its deemed cost as on 01 April 2022.

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure VII: Notes to Restated Consolidated Financial Information
(Amount in INR Millions, unless otherwise stated)

9 (a) Other intangible assets

	Gross Carrying Amount						Amortisation					Net Carrying Amount	
	As at 1 April 2024	Additions – being internally developed	Additions	Acquisition through Business Combination	Disposals	As at 30 June 2024	As at 1 April 2024	Amortisation For the period	Acquisition through Business Combination	Disposals	As at 30 June 2024	As at 30 June 2024	As at 01 April 2024
Bridge Vendor	1.87	-	-	-	-	1.87	1.87	-	-	-	1.87	-	-
APPI Payroll	6.43	-	-	-	-	6.43	3.71	0.27	-	-	3.98	2.45	2.72
Rise HR Management	2.57	-	-	-	-	2.57	1.49	0.11	-	-	1.60	0.97	1.08
HYRE Equipment	3.86	-	-	-	-	3.86	2.22	0.16	-	-	2.38	1.48	1.64
Computer Software	0.97	-	-	-	-	0.97	0.45	0.07	-	-	0.52	0.45	0.52
H Factor - Software	26.32	9.48	-	-	-	35.80	2.22	1.48	-	-	3.70	32.10	24.10
Eazy Comp	13.51	-	-	-	-	13.51	1.12	0.67	-	-	1.79	11.72	12.39
Website	0.13	-	-	-	-	0.13	0.09	0.01	-	-	0.10	0.03	0.04
CIEL Jobs Platform	5.46	-	-	-	-	5.46	1.09	0.28	-	-	1.37	4.09	4.37
Prosculpt	5.54	-	-	-	-	5.54	1.11	0.27	-	-	1.38	4.16	4.43
Jombay Platform Softv	81.50	-	-	-	-	81.50	10.52	4.06	-	-	14.58	66.92	70.98
Courseplay - Platform	71.91	5.49	-	-	-	77.40	38.79	3.64	-	-	42.43	34.97	33.12
Brand -Jombay	34.47	-	-	-	-	34.47	4.24	0.86	-	-	5.10	29.37	30.23
Non-Compete	3.00	-	-	-	-	3.00	0.92	0.19	-	-	1.11	1.89	2.08
Product - Ezy Conseil	-	6.16	-	-	-	6.16	-	-	-	-	-	6.16	-
Product - Helevate	-	4.17	-	-	-	4.17	-	-	-	-	-	4.17	-
Product - MaFoi Clouc	-	0.14	-	-	-	0.14		-	-	-	-	0.14	-
Total	**257.54**	**25.44**	**-**	**-**	**-**	**282.98**	**69.84**	**12.07**	**-**	**-**	**81.91**	**201.07**	**187.70**

	Gross Carrying Amount						Amortisation					Net Carrying Amount	
	As at 1 April 2023	Additions – being internally developed	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 1 April 2023	Amortisation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 31 March 2024	As at 01 April 2023
Bridge Vendor	1.87	-	-	-	-	1.87	1.17	0.70	-	-	1.87	-	0.70
APPI Payroll	6.43	-	-	-	-	6.43	2.62	1.09	-	-	3.71	2.72	3.81
Rise HR Management	2.57	-	-	-	-	2.57	1.05	0.44	-	-	1.49	1.08	1.52
HYRE Equipment	3.86	-	-	-	-	3.86	1.57	0.65	-	-	2.22	1.64	2.29
Computer Software	0.97	-	-	-	-	0.97	0.12	0.33	-	-	0.45	0.52	0.85
H Factor - Software	11.03	15.29	-	-	-	26.32	-	2.22	-	-	2.22	24.10	11.03
Eazy Comp	-	13.51	-	-	-	13.51	-	1.12	-	-	1.12	12.39	-
Website	0.13	-	-	-	-	0.13	0.07	0.02	-	-	0.09	0.04	0.06
CIEL Jobs Platform	5.46	-	-	-	-	5.46	-	1.09	-	-	1.09	4.37	5.46
Prosculpt	5.54	-	-	-	-	5.54	-	1.11	-	-	1.11	4.43	5.54
Jombay Platform Softv	33.52	47.98	-	-	-	81.50	0.45	10.07	-	-	10.52	70.98	33.07
Courseplay - Platform	-	-	-	71.91	-	71.91	-	-	38.79	-	38.79	33.12	-
Brand -Jombay	34.47	-	-	-	-	34.47	0.77	3.47	-	-	4.24	30.23	33.70
Non-Compete	3.00	-	-	-	-	3.00	0.17	0.75	-	-	0.92	2.08	2.83
Total	**108.85**	**76.78**	**-**	**71.91**	**-**	**257.54**	**7.99**	**23.06**	**38.79**	**-**	**69.84**	**187.70**	**100.86**

(Amount in INR Millions, unless otherwise stated)

	Gross Carrying Amount						Amortisation					Net Carrying Amount	
	As at 1 April 2022	Additions – being internally developed	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 1 April 2022	Amortisation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 31 March 2023	As at 01 April 2022
Bridge Vendor	1.87	-	-	-	-	1.87	-	1.17	-	-	1.17	0.70	1.87
APPI Payroll	6.43	-	-	-	-	6.43	-	2.62	-	-	2.62	3.81	6.43
Rise HR Management	2.57	-	-	-	-	2.57	-	1.05	-	-	1.05	1.52	2.57
HYRE Equipment	3.86	-	-	-	-	3.86	-	1.57	-	-	1.57	2.29	3.86
Computer Software	0.01	-	0.95	0.01	-	0.97	-	0.12	-	-	0.12	0.85	0.01
H Factor - Software	-	11.03	-	-	-	11.03	-	-	-	-	-	11.03	-
Website	0.10	-	0.03	-	-	0.13	-	0.07	-	-	0.07	0.06	0.10
CIEL Jobs Platform	-	5.46	-	-	-	5.46	-	-	-	-	-	5.46	-
Prosculpt	-	5.54	-	-	-	5.54	-	-	-	-	-	5.54	-
Jombay Platform Softv	-	24.13	-	9.39	-	33.52	-	0.45	-	-	0.45	33.07	-
Brand -Jombay	-	-	-	34.47	-	34.47	-	0.77	-	-	0.77	33.70	-
Non-Compete	-	-	-	3.00	-	3.00	-	0.17	-	-	0.17	2.83	-
Total	**14.84**	**46.16**	**0.98**	**46.87**	**-**	**108.85**	**-**	**7.99**	**-**	**-**	**7.99**	**100.86**	**14.84**

	Gross Carrying Amount						Amortisation					Net Carrying Amount	
	As at 1 April 2021	Additions – being internally developed	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2022	As at 1 April 2021	Amortisation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2022	As at 31 March 2022	As at 01 April 2021
Bridge Vendor	4.10	-	-	-	-	4.10	-	2.23	-	-	2.23	1.87	4.10
Computer Software	-	-	-	-	-	-					-	-	-
APPI Payroll	5.32	4.00	-	-	-	9.32	-	2.89	-	-	2.89	6.43	5.32
Rise HR Management	2.13	1.60	-	-	-	3.73	-	1.16	-	-	1.16	2.57	2.13
HYRE Equipment	3.19	2.41	-	-	-	5.60	-	1.74	-	-	1.74	3.86	3.19
Computer Software	0.03	-	-	-	-	0.03	-	0.02	-	-	0.02	0.01	0.03
Website	0.13	-	-	-	-	0.13	-	0.03	-	-	0.03	0.10	0.13
Total	**14.90**	**8.01**	**-**	**-**	**-**	**22.91**	**-**	**8.07**	**-**	**-**	**8.07**	**14.84**	**14.90**

9 (a) .01 Intangible asset as at 30 June 2024, 31 March 2024 , 31 March 2023 and 31 March 2022 includes software's being developed internally.

9 (a) .02 **Deemed Cost:**

The Group has elected to continue with the carrying value of its intangible assets recognised as of 01 April 2022, measured as per the Indian GAAP and used that carrying value as its deemed cost as on 01 April 2022.

9 (a) .03 **Change in estimate**

As on 01 April 2023 the Group changed its amortization method from 'written down value' to 'straight line'. During the year ended 31 March 2024, change in amortization method has resulted in reduction in amortization charge by INR 14.42 Mn in Statement of Profit and Loss with corresponding impact on the net assets of the Group. Had the Group not changed the amortization method, profit of the Group would have been reduced by INR 14.42 Mn

(Amount in INR Millions, unless otherwise stated)

9 (b) **Intangible asset under development**

Particulars	As at 1 April 2024	Expenditure during the period	Capitalized during the period	Impairment	Written off	Closing as at 30 June 2024
Platforms	34.89	32.53	10.47	-	-	56.95

Particulars	As at 1 April 2023	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2024
Platforms	8.32	88.06	61.49	-	-	34.89

Particulars	As at 1 April 2022	Expenditure during the year	Capitalized during	Impairment	Written off	Closing as at
Platforms	7.56	3.70	2.94	-	-	8.32

Particulars	As at 1 April 2021	Expenditure during the year	Capitalized during	Impairment	Written off	Closing as at 31 March 2022
Platforms	-	7.56	-	-	-	7.56

9 (b).01 **Ageing Schedule**

30 June 2024

Intangible asset under development	Amount in Intangible Asset under development for a period of				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
Platforms	56.95	-	-	-	56.95
Total	56.95	-	-	-	56.95

31 March 2024

Intangible asset under development	Amount in Intangible Asset under development for a period of				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
Platforms	34.89	-	-	-	34.89
Total	34.89	-	-	-	34.89

31 March 2023

Intangible asset under development	Amount in Intangible Asset under development for a period of				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
Platforms	3.70	4.62	-	-	8.32
Total	3.70	4.62	-	-	8.32

31 March 2022

Intangible asset under development	Amount in Intangible Asset under development for a period of				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
Platforms	7.56	-	-	-	7.56
Total	**7.56**	**-**	**-**	**-**	**7.56**

(Amount in INR millions, unless otherwise stated)

8 Goodwill

	Amount
Cost	
As at April 2021	-
Additions	-
As at 31 March 2022	-
Additions	132.83
As at 31 March 2023	**132.83**
Additions	210.23
As at 31 March 2024	343.06
Additions	-
As at 30 June 2024	**343.06**
Impairment	
As at April 2021	-
Impairment loss recognised	-
As at 31 March 2022	-
Impairment loss recognised	-
As at 31 March 2023	-
Impairment loss recognised	-
As at 31 March 2024	**-**
Impairment loss recognised	-
As at 30 June 2024	**-**
Net book value	
As at 31 March 2022	-
As at 31 March 2023	132.83
As at 31 March 2024	343.06
As at 30 June 2024	343.06

8.01 Impairment test for goodwill

Goodwill is tested for impairment annually on 31 December every year or more frequently based on an impairment indicator. For the purpose of annual impairment testing, goodwill is allocated to the operating segments expected to benefit from the synergies of the business combinations in which the goodwill arises. Since the company has entered into all the business combinations recently, management has not assessed the need for impairment testing as at 30 June 2024,31 March 2024 and 31 March 2023.

8.02 Business Combinations

a. Acquisition of Firstventure Corporation Private Limited

On 29 February 2024, the Company entered into a share purchase agreement ('SPA") and share subscription and shareholders agreement ('SSHA") to acquire 100% stake in Firstventure Corporation Private Limited (“FVPL”). In accordance with the SPA and SSHA, the Holding company acquired 51% stake in Firstventure Corporation Private Limited for a purchase consideration of INR 56.5 mn and primary fund infusion of INR 35.0 million during the year ended 31 March 2024 and thus FVPL has become the subsidiary of the Holding Company. The Company has a contractual committment to acquire the non-contolling interest in tranches. The provisional allocation of the fair values of identifiable assets and liabilities are as follows:

Particulars	**Acquiree’s carrying amount**	**Fair value adjustments**	**Purchase price allocated**
Property, plant and equipment	0.36	-	0.36
Intangible asstes - Platform	32.10	-	32.10
Current assets	5.75	-	5.75
Liabilities	(30.50)	-	(30.50)
Debt	(7.00)	-	(7.00)
Cash	1.92	-	1.92
Total	2.63	-	2.63
Goodwill			205.36
Non-controlling interests			-
Purchase consideration			**207.99**
Satisfied by:			
Cash			36.11
Fair value of equity shares issued			20.36
Fair value of financial liability (call option rights)			151.52
Total purchase consideration transferred			**207.99**

(Amount in INR millions, unless otherwise stated)

b. Aargee Staffing Services Private Limited

On 27 November 2023, the Holding Company acquired 100% stake in Aargee Staffing Services Private Limited ("ASSPL") for a purchase consideration of INR 2.00 million and thus, Aargee Staffing Services Private Limited has become subsidiary of the Holding Company.The provisional allocation of the fair values of identifiable assets and liabilities are as follows:

Particulars	**Acquiree's carrying amount**	**Fair value adjustments**	**Purchase price allocated**
Property, plant and equipment	0.11	-	0.11
Intangible asstes	-	-	-
Current assets	63.49	-	63.49
Liabilities	(26.07)	-	(26.07)
Debt	(41.05)	-	(41.05)
Cash	0.65	-	0.65
Total	(2.87)	-	(2.87)
Goodwill			4.87
Non-controlling interests			-
Purchase consideration			**2.00**
Satisfied by:			
Cash			0.74
Fair value of equity shares issued			1.26
Total purchase consideration transferred			**2.00**

c. **Ma Foi Strategic Consultants Private Limited**

On 01 February 2023, the Holding Company acquired 51% stake in Ma Foi Strategic Consultants Private Limited ("MSSPL") for a purchase consideration of INR 40.16 mn and thus, MSSPL has become subsidiary of the Holding Company. The transaction has been accounted based on pooling of interest method where the difference in carrying value of assets and liabilities transferred to the Holding Company and the consideration discharged by way of issue of shares to the shareholders of MSSPL has been recorded as capital reserve.

d. Next Leap Career Solutions Private Limited

On 30 November 2022, the Holding Company entered into a share purchase agreement ('SPA") and shareholders agreement ('SHA") to acquire 100% stake in Next Leap Career Solutions Private Limited ("NCPL"). In accordance with the SPA and SHA, the Holding company acquired 76% stake in NCPL for a purchase consideration of INR 184.57 mn during the year ended 31 March 2023 and thus, NCPL had become a subsidiary of the Holding company. The Holding Company further acquired 8.3% stake in NCPL for a purchase consideration of INR 25.72 mn during the year ended 31 March 2024. The Holding Company has a contractual committement to acquire the non-contolling interest in Next Leap Career Solutions Private Limited. The final allocation of the fair values of identifiable assets and liabilities are as follows

Particulars	**Acquiree's carrying amount**	**Fair value adjustments**	**Purchase price allocated**
Property, plant and equipment	0.99	-	0.99
Intangible asstes			
Platform	12.49	9.39	21.88
Brand	-	34.47	34.47
Non-compete	-	3.00	3.00
Others	0.01	-	0.01
Other assets	69.82	-	69.82
Liabilities	(54.81)	-	(54.81)
Debt	(2.02)	-	(2.02)
Cash	63.65	-	63.65
Total	90.13	46.86	136.99
Goodwill			132.83
Non-controlling interests			-
Purchase consideration			**269.82**
Satisfied by:			
Cash			146.79
Fair value of equity shares issued			37.78
Fair value of financial liability (call option rights)			85.25
Total purchase consideration transferred			**269.82**

e. **CIEL Skills and Careers Private Limited**

On 20 July 2022, the Holding Company invested INR 10.4 mn in the equity shares of CIEL Skills and Careers Private Limited ("CSCPL") for 51% stake and thus CSCPL has become subsidiary of the Holding Company. The transaction has been accounted based on pooling of interest method where the difference in carrying value of assets and liabilities transferred to the Holding Company and the consideration discharged by way of issue of shares to the shareholders of CSCPL has been recorded as capital reserve.

(Amount in INR Millions, unless otherwise stated)

10 Financial Assets- Investments

	Non-Current			
	As at 30 June 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Investment in equity instruments (fully paid-up)				
Unquoted equity shares				
17,500 Equity shares of INR10 each fully paid-up in Oviya Medsafe Private Limited	0.18	0.18	0.18	0.18
Total (equity instruments)	0.18	0.18	0.18	0.18
Unquoted Preference Shares				
11,000 preference shares of INR 100 each fully paid-up in CD Global Solutions Pvt Ltd		-	-	1.10
Total	**0.18**	**0.18**	**0.18**	**1.28**

	Current			
	30 June 2024	31 March 2024	31 March 2023	31 March 2022
11 Loans				
Unsecured, considered good (Refer Note 40)				
Loans to related parties	17.50	12.18	8.31	4.83
	17.50	**12.18**	**8.31**	**4.83**
Unsecured, considered good				
Loans to others	4.51	10.51	0.38	0.38
	4.51	**10.51**	**0.38**	**0.38**
Total	**22.01**	**22.69**	**8.69**	**5.21**

12 Other financial assets	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Financial instruments at amortised cost	Non-Current			
Security Deposits	15.74	15.09	13.47	10.03
Deposit accounts with maturity for more than 12 months	30.12	83.60	69.24	67.16
Accrued Interest Income	4.52	3.22	-	-
Unsettled Credit from bank		-	-	-
Total	**50.38**	**101.91**	**82.71**	**77.19**

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Financial instruments at amortised cost	Current			
Security Deposits	0.14	0.16	6.11	2.92
Prepaid expenses	0.05	0.05	-	-
Accrued Interest Income	1.52	1.38	-	-
Unsettled Credit from bank	-	32.40	1.40	1.04
Total	**1.71**	**33.99**	**7.51**	**3.96**

13 Other non-current assets	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Reimbursement right for Gratuity	106.53	96.61	71.76	49.74
Total	**106.53**	**96.61**	**71.76**	**49.74**

(Amount in INR Millions, unless otherwise stated)

14 Trade receivable

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Unsecured, considered good				
Receivable from contract with customer - billed	1,266.48	1,257.03	855.27	535.94
Receivable from contract with customer - unbilled*	354.60	266.80	187.94	193.56
	1,621.08	**1,523.83**	**1,043.21**	**729.50**
Less: Allowance for expected credit losses	5.21	5.26	9.82	5.00
Total	**1,615.87**	**1,518.57**	**1,033.39**	**724.50**

*Revenues in excess of invoicing are classified as Contract Assets (unbilled revenue), when Group has satisfied its performance obligations but has not yet issued the invoice. The Group has an unconditional right to consideration before it invoices its customers.

Trade receivables include debts from related parties Refer NoteNo 40

For the Group's credit risk management process Refer Note 39

The movement in allowances for doubtful receivables is as follows:

Particulars	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Opening balance	5.26	9.82	5.00	5.00
Additions	(0.05)	(4.56)	4.82	-
Closing Balance	**5.21**	**5.26**	**9.82**	**5.00**

14.01 **Ageing of Trade Receivables**

30 June 2024								
Particulars	**Unbilled Dues**	**Not Due**	**Outstanding for following periods from due date of payment**					
			Less than 6 months	**6 months - 1 year**	**1-2 years years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables - considered good	354.60	662.48	500.35	62.13	36.18	3.83	1.51	1,621.08
(ii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Sub total	**354.60**	**662.48**	**500.35**	**62.13**	**36.18**	**3.83**	**1.51**	**1,621.08**
Less: Impairment loss on credit impaired trade receivables								**5.21**
Total								**1,615.87**

31 March 2024								
Particulars	**Unbilled Dues**	**Not Due**	**Outstanding for following periods from due date of payment**					
			Less than 6 months	**6 months - 1 year**	**1-2 years years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables - considered good	266.80	615.69	569.94	54.98	15.11	1.30	0.01	1,523.83
(ii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Sub total	**266.80**	**615.69**	**569.94**	**54.98**	**15.11**	**1.30**	**0.01**	**1,523.83**
Less: Impairment loss on credit impaired trade receivables								5.26
Total								**1,518.57**

(Amount in INR Millions, unless otherwise stated)

31 March 2023								
Particulars	**Unbilled Dues**	**Not Due**	**Outstanding for following periods from due date of payment**					
			Less than 6 months	**6 months - 1 year**	**1-2 years years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	187.94	13.10	796.14	42.53	3.46	0.04	-	1,043.21
(ii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Sub total	**187.94**	**13.10**	**796.14**	**42.53**	**3.46**	**0.04**	**-**	**1,043.21**
Less: Impairment loss on credit impaired trade receivables								9.82
Total								**1,033.39**

31 March 2022								
Particulars	**Unbilled Dues**	**Not Due**	**Outstanding for following periods from due date of payment**					
			Less than 6 months	**6 months - 1 year**	**1-2 years years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	193.56	-	506.04	26.84	1.66	0.12	1.28	729.50
(ii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Sub total	**193.56**	**-**	**506.04**	**26.84**	**1.66**	**0.12**	**1.28**	**729.50**
Less: Impairment loss on credit impaired trade receivables								5.00
Total								**724.50**

(Amount in INR Millions, unless otherwise stated)

15 Cash and cash equivalents	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Balances with banks:				
in current accounts	31.13	51.64	18.81	48.54
Cash on hand	0.27	0.42	0.31	0.51
Cash credit	-	-	0.12	-
	31.40	**52.06**	**19.24**	**49.05**

16 Bank balances other than Cash and cash equivalents	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Deposit with maturity for more than 3 months but less than 12 months	88.86	54.20	43.04	0.10
	88.86	**54.20**	**43.04**	**0.10**

17 Other current assets	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Prepaid expenses	33.27	37.65	20.68	9.10
Balance with government authorities	350.16	273.47	200.45	74.01
Staff advances	1.13	1.03	0.78	1.29
Advance paid to vendors	2.67	2.98	0.24	-
Accrued interest on fixed deposits	-	0.05	-	-
Advance to deputee employees	0.99	0.99	0.97	10.70
Reimbursement right for Gratuity	17.83	15.15	7.96	4.58
	406.05	**331.32**	**231.08**	**99.68**

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure VII: Notes to Restated Consolidated Financial Information
(Amount in INR Millions, unless otherwise stated)

18 Equity Share capital

18.01 Equity shares

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Authorized Share Capital				
55,000,000 Equity Shares of face value Rs.2/- each (31 March 2024:110,00,000 ,31 March 2023: 48,00,000, 31 March 2022: 45,00,000 Equity Shares of face value Rs 10/- each)	110.00	110.00	48.00	45.00
	110.00	**110.00**	**48.00**	**45.00**
Issued, subscribed and paid up share capital				
40,450,015 Equity shares of face value Rs. 2/- each (31 March 2024: 8,084,141, 31 March 2023: 43,91,639, 31 March 2022: 41,84,661 Equity shares of face value Rs. 10/- each fully paid)	80.90	80.84	43.92	41.85
Total	**80.90**	**80.84**	**43.92**	**41.85**

(i) Reconciliation of authorized share capital at the beginning and at the end of the period/year

	30 June 2024		31 March 2024		31 March 2023		31 March 2022	
Authorized Share Capital	**Number of shares**	**Amount**	**Number of shares**	**Amount**	**Number of shares**	**Amount**	**Number of shares**	**Amount**
Equity shares of face value Rs. 2/- each (face value Rs. 10 each as on 31 March 2024, 31 March 2023 and 31 March 2022)	1,10,00,000	110.00	48,00,000	48.00	45,00,000	45.00	45,00,000	45.00
0.01% Optional Convertible Preference Shares of face value Rs. 10/- each	-	-	-	-	-	-	3,00,000	3.00
Add:		-		-				
ia. Increase in authorized equity share capital due to reclassification of preference shares capital	-	-	-	-	3,00,000	3.00	-	-
ib.Increase in authorized equity share capital (Refer Note (a))	-	-	62,00,000	62.00	-	-	-	-
ic. Increase in number of shares on account of sub-division (Refer Note (b))	4,40,00,000	-						
Outstanding at the end of the period/year	**5,50,00,000**	**110.00**	**1,10,00,000**	**110.00**	**48,00,000**	**48.00**	**48,00,000**	**48.00**

Notes

(a) Authorized Share Capital of the Company increased from Rs. 48.00 Mn comprising of 48,00,000 Equity Shares of Rs.10/- each to Rs. 110.00 Mn comprising of 1,10,00,000 Equity Shares of Rs.10/- each.

(b) On and from the record date of 15 May 2024, the equity shares of the company have been sub-divided, such that 1 (one) equity having face value of Rs. 10 (ten only) each, fully paid up, stands sub- divided into 5 (five) equity shares having face value of Rs. 2 (two) each, fully paid up, ranking pari-passu in all respects.

(ii) Reconciliation of equity shares outstanding at the beginning and at the end of the period/year	30 June 2024		31 March 2024		31 March 2023		31 March 2022	
	Number of shares	**Amount**	**Number of shares**	**Amount**	**Number of shares**	**Amount**	**Number of shares**	**Amount**
Outstanding at the beginning of the period/year	80,84,141	80.84	43,91,639	43.92	41,84,661	41.85	35,17,705	35.18
i. Issued during the period/ year - for cash (Refer Note a)	3,937	0.04	2,64,392	2.64	1,42,171	1.42	16,639	0.17
ii. Issued during the year - for consideration other than cash (Refer Note b)	-	-	24,252	0.24	64,807	0.65	-	-
iii. Shares issued on conversion of convertible instruments (Refer Note c)	-	-	62,398	0.62	-	-	2,59,460	2.59
iv. Bonus Shares (Refer Note d)	-	-	33,41,460	33.41	-	-	3,90,857	3.91
	80,88,078	**80.88**	**80,84,141**	**80.83**	**43,91,639**	**43.92**	**41,84,661**	**41.85**
Increase in number of shares on account of sub-division (Refer Note (e))	3,23,52,312	-	-	-	-	-	-	-
Issued during the period (refer note f)	9,625	0.02						
Outstanding at the end of the period/year	**4,04,50,015**	**80.90**	**80,84,141**	**80.84**	**43,91,639**	**43.92**	**41,84,661**	**41.85**

a) Company has made private placement of shares during the period 30 June 2024 of 3937 shares of face value Rs.10 each.
Company has made right issues and private placement of shares during the year ending 31 March 2024 of 2,64,392 shares of face value Rs.10 each and during the year ending 31 March 2023 1,42,171 shares of face value Rs.10 each and during the year ending 31 March 2022 16,639 shares of face value of Rs. 10 each.

b) Company issued equity shares to the shareholders of subsidiaries for acquisition of subsidiaries as follows.
During the year ended 31 March 2024
1.Next Leap Career Solutions Private Limited: 3178 Equity shares of face value of Rs. 10 each.
2.Aargee Staffing Services Private Limited: 1230 Equity shares of face value of Rs. 10 each.
3.Firstventure Corporation Private Limited: 19,844 Equity shares of face value of Rs. 10 each.

During the year ended 31 March 2023
1. Next Leap Career Solutions Private Limited: 31432 Equity shares of face value of Rs. 10 each.
2. Ma Foi Strategic Consultants Private Limited: 33375 Equity shares of face value of Rs, 10 each

(Amount in INR Millions, unless otherwise stated)

(c) During the year ended 31 March 2024, the Board of Directors and the Shareholders of the Company have passed a resolution to convert CCDs into equity shares. Accordingly, such CCDs were converted into 62,398 equity shares at Rs. 961.60 per equity share (including Rs. 951.60 per share as securities premium) in accordance with the terms of the agreements with the CCD holders. During the year ended 31 March 2022, 259460 equity shares were allotted pursuant to conversion of 0.01% optionally convertible preference shares into Equity Shares.

(d) Issue of fully paid bonus shares of Rs.10 each in proportion of 3 equity shares for every 4 existing equity shares by capitalising Rs.33.41 Mn from the securities premium reserve available with the company during the year 31 March 2024. Issue of fully paid bonus shares of Rs.10 each in proportion of 1 equity shares for every 9 existing equity shares by capitalising Rs.3.91 Mn from the retained earnings available with the company during the year 31 March 2022.

(e) On and from the record date of 15 May 2024, the equity shares of the company have been sub-divided, such that 1 (one) equity having face value of Rs. 10 (ten only) each, fully paid up, stands sub- divided into 5 (five) equity shares having face value of Rs. 2 (two) each, fully paid up, ranking pari-passu in all respects.

(f) During the period ended 30 June 2024, company has issued equity shares under CIEL HR Services Private Limited Employee Stock Option Plan, 2022 of 9625 shares of Rs.2/- each.

(iii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has only one class of equity shares having par value of Rs.02 per share. Each shareholder is entitled to one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in proportion to their shareholding.

(iv) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	30 June 2024		31 March 2024		31 March 2023		31 March 2022	
Name of the shareholder	**Number of shares**	**% of holding in the class**	**Number of shares**	**% of holding in the class**	**Number of shares**	**% of holding in the class**	**Number of shares**	**% of holding in the class**
Equity shares of INR 02 each fully paid								
Karuppasamy Pandiarajan	1,83,20,295	45.29%	37,44,059	46.31%	21,36,605	48.65%	21,19,455	50.65%
Hemalatha Rajan	63,58,285	15.72%	13,71,657	16.97%	7,79,587	17.75%	7,59,702	18.15%
Aditya Narayan Mishra	59,68,875	14.76%	11,93,775	14.77%	6,82,100	15.53%	6,82,100	16.30%
Santhosh Nair	40,15,620	9.93%	8,03,124	9.93%	4,58,871	10.45%	4,58,871	10.97%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(v)

Details of Shares held by Promoters at the end of the period/year	**30 June 2024**			**31 March 2024**			**31 March 2023**			**31 March 2022**	
Promoter name	**No. of Shares**	**% of total shares**	**% Change during the period/year**	**No. of Shares**	**% of total shares**	**% Change during the year**	**No. of Shares**	**% of total shares**	**% Change during the year**	**No. of Shares**	**% of total shares**
Karuppasamy Pandiarajan	1,83,20,295	45.29%	(1.02%)	37,44,059	46.31%	(2.34%)	21,36,605	48.65%	(2.00%)	21,19,455	50.65%
Hemalatha Rajan	63,58,285	15.72%	(1.25%)	13,71,657	16.97%	(0.78%)	7,79,587	17.75%	(0.40%)	7,59,702	18.15%
Aditya Narayan Mishra	59,68,875	14.76%	(0.01%)	11,93,775	14.77%	(0.76%)	6,82,100	15.53%	(0.77%)	6,82,100	16.30%
Santhosh Nair	40,15,620	9.93%	(0.01%)	8,03,124	9.93%	(0.51%)	4,58,871	10.45%	(0.52%)	4,58,871	10.97%
Doraiswamy Rajiv	6,31,250	1.56%	1.24%	26,250	0.32%	0.32%	15,000	0.00%	0.00%	15,000	0.36%
Total	**3,52,94,325**	**87.25%**	**(2.29%)**	**71,38,865**	**88.31%**	**(4.40%)**	**40,72,163**	**92.38%**	**(3.68%)**	**40,35,128**	**96.07%**

18.02 Preference shares

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Authorized				
Nil (31 March 2024: Nil, 31 March 2023: Nil, 31 March 2022: 3,00,000) Convertible Preference Shares of INR 10/- each		-	-	3.00
	-	**-**	**-**	**3.00**
Issued, subscribed and paid up				
Nil (31 March 2024: Nil, 31 March 2023: Nil, 31 March 2022: Nil) Convertible Preference Shares of INR 10/- each		-	-	-
Total	**-**	**-**	**-**	**-**

***Authorized preference share capital reduced as it is converted to Authorized equity share capital of 300000 equity shares of Rs.10/- each.**

(Amount in INR Millions, unless otherwise stated)

19 Other equity

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Capital Reserve (Refer Note A)	0.18	0.18	-	-
Securities premium (Refer Note B)	603.82	598.51	291.09	45.29
Surplus/(deficit) in the Statement of Profit and Loss (Refer Note C)	19.38	(1.60)	(96.15)	(58.71)
Debenture redemption reserve (Refer Note D)	10.96	10.96	10.96	6.72
Employee Stock Option Reserve (Refer Note E)	81.66	81.37	58.75	-
Equity Share Application Money (Refer Note F)	5.43	1.95	-	-
Others Comprehensive income (Refer Note G)	0.86	1.30	0.36	(0.07)
	722.29	**692.67**	**265.01**	**(6.77)**

(A) Capital Reserve

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Opening balance	0.18	-	-	-
Additions during the period/year	-	0.18	-	-
Closing balance	**0.18**	**0.18**	**-**	**-**

(B) Securities premium*

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Opening balance	598.51	291.09	45.29	25.46
Add : Securities premium credited on share issue	5.31	315.85	246.74	19.83
Less: Bonus shares issue during the period/year	-	(3.31)	-	-
Less : Share Issue Expenses	-	(5.12)	(0.94)	-
Closing balance	**603.82**	**598.51**	**291.09**	**45.29**

* Securities premium is used to record the premium on issue of shares. Security premium record premium on issue of shares to be utilized in accordance with the Act.

(C) Surplus/(deficit) in the Statement of Profit and Loss

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Opening balance	(1.60)	(96.15)	(58.71)	(94.89)
Add: Net Profit/loss for the current period/year	32.30	99.82	(29.02)	68.06
Less: Dividend paid	(11.32)	(5.27)	(4.18)	(2.46)
Less: Equity issued	-	-	-	(3.91)
Less: Difference due to transfer to Debenture Redemption Reserve	-	-	(4.24)	(6.42)
Add: Adjustments on account of transition to Ind AS	-	-	-	(19.09)
Closing balance	**19.38**	**(1.60)**	**(96.15)**	**(58.71)**

(Amount in INR Millions, unless otherwise stated)

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
(D)	**Debenture redemption reserve**				
	Opening balance	10.96	10.96	6.72	0.30
	-Transfer from retained earnings		-	4.24	6.42
	Closing balance	**10.96**	**10.96**	**10.96**	**6.72**

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
(E)	**Employee Stock Options Outstanding Account (ESOOA)***				
	Opening balance	81.37	58.75	-	-
	Less: Reductions during the period	(1.32)	-	-	-
	Add: Employee stock option expense	1.61	22.62	58.75	-
	Closing balance	**81.66**	**81.37**	**58.75**	**-**
					-

*ESOOA recognizes the fair value of options as at the grant date spread over the vesting period. (Refer Note 44)

The employee stock options reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration. Refer to Note 40 for details of these plans.

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
(F)	**Equity Share Application Money**				
	Opening balance	1.95	**-**	**-**	-
	Equity Share Application Money received	3.48	1.95	-	-
	Closing balance	**5.43**	**1.95**	**-**	**-**

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
(G)	**Other Comprehensive income**				
	Opening balance	1.30	0.36	(0.07)	-
	-Re-measurement gains/ (losses) on defined benefit plans (net of tax)	(0.44)	0.94	0.43	(0.07)
	Closing balance	**0.86**	**1.30**	**0.36**	**(0.07)**

(Amount in INR Millions, unless otherwise stated)

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
20	**Non-current borrowings**				
	Secured				
(a)	Term loan				
	From Bank (Refer Note iii)	6.13	6.40	18.55	26.26
	Unsecured				
(a)	Debentures				
	9% Compulsorily convertible Debentures (Refer Note i)		-	60.00	20.00
	10 % Non convertible debentures (Refer Note ii)	43.70	48.70	48.00	65.55
	13% Non convertible debentures (Refer Note ii)	1.50	1.50	1.50	1.50
(b)	From other parties		-	-	2.61
		51.33	**56.60**	**128.05**	**115.92**
	Less: Current maturities of long term debt	(1.15)	(1.13)	(5.76)	(5.26)
	Total	**50.18**	**55.47**	**122.29**	**110.66**

20.01 Notes

Terms of repayment:

i. 9% Compulsorily convertible Debentures shall be converted into Equity Shares at any time at the option of CCD holders or the Company at a price pursuant to conversion determined at the time.

ii. 10% Non -Convertible Debentures and 13 % Non -Convertible Debentures payable quaterly are redeemable at par at the end of twenty four months from the date of allotment.

iii. The Primary Security for the loans are:

1) First Pari-passu charge by way of Hypothecation on entire current assets of the company (Present & Future) and

2) First Pari-passu charge by way of Hypothecation on entire fixed assets of the company (Present & Future)

The collateral Security for the loan are :

1)The loan is secured by Personal guarantee of Mr. K.Pandiarajan and Mrs. Hemalatha Rajan

Terms and repayment schedule:

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at			
			30 June 2024	31 March 2024	31 March 2023	31 March 2022
(a) Secured term loan from Banks/Financial						
(i) Canara Bank Loan - 0941753000052	7.65%	2022	-	-	-	0.44
(ii) Canara Bank Loan - 0941755000037	7.50%	2024	-	-	8.87	13.94
(iii) Canara Bank Loan - 170001609360 (Part of GECL)	7.60%	2026	-	-	7.60	7.60
(v) Canara Vehicle loan	8.80%	2028	1.76	4.57	-	-
(iv) HDFC Vehicle loan	7.50%	2028	4.37	1.83	2.08	2.37
(vi) Canara Bank Loan - 0941753000051	9.40%	2023	-	-	-	0.04
(vii) Canara Bank Loan - 0941755000002	9.40%	2024	-	-	-	1.12
(viii) Canara Bank Loan - - 170002278260	9.40%	2024	-	-	-	0.75
Total			**6.13**	**6.40**	**18.55**	**26.26**

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
21	**Other financial liabilities**				
	Security deposit	0.23	0.23	0.50	0.50
	Financial Liability payable to non controlling shareholders	156.16	152.72	86.44	-
	Total	**156.39**	**152.95**	**86.94**	**0.50**

		Non- Current			
22	**Provisions**	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
	Provision for employee benefits (Refer note 42)				
	Provision for gratuity	135.09	123.13	88.34	57.86
	Provision for compensated absences	5.84	5.49	4.40	3.20
	Unpaid Dividend	0.01	-	-	-
	Total	**140.94**	**128.62**	**92.74**	**61.06**

	Current			
	30 June 2024	**31 March 2024**	**31 March 2023**	**31 March 2022**
Provision for employee benefits (Refer note 42)				
Provision for gratuity	21.21	18.60	10.75	4.86
Provision for compensated absences	1.73	1.67	1.23	0.38
Total	**22.94**	**20.27**	**11.98**	**5.24**

(Amount in INR Millions, unless otherwise stated)

23 Current borrowings

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Secured, Loans				
-Cash credit (Refer Note iii)	-	-	109.65	6.76
-Overdraft facilities/Working capital loans (Refer Note iii)	517.21	467.78	243.85	155.93
-Current maturity of long term debts (Refer Note iii)	1.15	1.13	6.43	5.26
Unsecured, Loans				
-Loans from related parties (Refer Note ii)	0.20	6.26	12.93	11.24
-From other parties (Refer Note i)	44.62	56.18	-	0.39
Total	**563.18**	**531.35**	**372.86**	**179.58**

i.Unsecured Loans from other parties - Terms and repayment schedule:

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at			
			30 June 2024	31 March 2024	31 March 2023	31 March 2022
Unsecured Loans from Financial Institutions :						
(i) Oxyzo Financial Services Limited	14.50%	Mar-25	37.29	48.85	-	-
(ii) Loan from Directors- subsidiaries	9.00%	On Demand	7.33	7.33		0.39
Total			**44.62**	**56.18**	**-**	**0.39**

ii. The Company has following loans from related parties that are repayable on demand

Party Name	Relationship	Interest	Repayment	Carrying amount as at			
				30 June 2024	31 March 2024	31 March 2023	31 March 2022
Athera Enterprises Pvt Ltd	Entity in which KMP have significant control	0%	On Demand	0.20	0.20	0.22	0.20
The Ma Foi Foundation	Entity in which KMP have significant control	9%	On Demand	-	-	0.21	-
Sornammal Educational Trust	Entity in which KMP have significant control	9%	On Demand	-	1.56	-	-
Loan from Directors	Directors	9%	On Demand	-	4.50	12.50	11.04
				0.20	**6.26**	**12.93**	**11.24**

iii. Details of term and security in respect of the short term borrowings:

The Company has taken the Working Capital Loans with HDFC Bank, Federal Bank and Yes Bank for funding of working capital requirement.

The Primary Security for the loans are:
1) First Pari-passu charge by way of Hypothecation on entire current assets of the company (Present & Future) and
2) First Pari-passu charge by way of Hypothecation on entire fixed assets of the company (Present & Future)

The collateral Security for the loan are :
1)The loan is secured by Personal guarantee of Mr Karuppasamy Pandiarajan and Mrs. Hemalatha Rajan

(Amount in INR Millions, unless otherwise stated)

24 Trade payables

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Total outstanding dues of micro and small enterprises	2.16	3.45	1.16	-
Total outstanding dues of creditors other than micro and small enterprises	54.49	65.48	47.33	15.42
Provision for accrued expenses	76.70	46.79	32.49	17.54
Total	**133.35**	**115.72**	**80.98**	**32.96**

i. Refer Note 39 for Company's liquidity risk management process.
ii. Based on the information available with the Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.

24.01 Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
(a) Amount remaining unpaid to any supplier at the end of each accounting year:				
Principal	2.16	3.45	1.16	-
Interest	-	-	-	-
Total	**2.16**	**3.45**	**1.16**	**-**
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-	-	-

24.02 **Trade Payables ageing schedule**

30 June 2024							
Particulars	**Unbilled Dues**	**Payables Not Due**	**Outstanding for following periods from due date of Payment**				
			Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	-	-	2.13	-	-	-	2.13
(ii) Disputed dues – MSME	-	-	0.03	-	-	-	0.03
(iii) Others	76.70	3.97	47.93	2.54	-	-	131.14
(iv)Disputed dues - Others	-	-	0.05	-	-	-	0.05
							133.35

31 March 2024							
Particulars	**Unbilled Dues**	**Payables Not Due**	**Outstanding for following periods from due date of Payment**				
			Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	-	-	3.45	-	-	-	3.45
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	46.79	0.57	59.39	5.52	-		112.27
(iv)Disputed dues - Others	-	-	-	-	-	-	-
							115.72

31 March 2023							
Particulars	**Unbilled**	**Payables Not**	**Outstanding for following periods from due date of Payment**				
			Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	-	-	1.16	-	-	-	1.16
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	32.49	3.15	44.01	0.17	-	-	79.82
(iv)Disputed dues - Others	-	-	-	-	-	-	-
							80.98

31 March 2022							
Particulars	**Unbilled**	**Payables Not**	**Outstanding for following periods from due date of Payment**				
			Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	-	-		-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	17.54	1.44	11.34	0.24	1.22	1.18	32.96
(iv)Disputed dues - Others	-	-	-	-	-	-	-
							32.96

(Amount in INR Millions, unless otherwise stated)

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
25	**Other financial liabilities**				
	Staff Payable	682.05	595.86	405.59	411.13
	Interest accrued but not due on loan	5.38	2.03	2.53	1.37
	Credit Card payables	0.36	0.44	0.08	0.15
	Security deposits	0.44	0.46	-	-
	Financial Liability payable to non controlling shareholders	67.70	66.22	-	40.12
	Bills discounted with banks	1.41	-	-	-
	Total	**757.34**	**665.01**	**408.20**	**452.77**

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
26	**Other current liabilities**				
	Statutory dues payable	173.71	199.80	168.52	97.73
	Advance from customers	38.64	60.03	31.20	28.14
	Other payables	0.69	0.24	0.09	0.52
	Audit fees payable	0.15	0.15	-	-
	Deferred Revenue	24.96	22.76	21.09	-
	Total	**238.15**	**282.98**	**220.90**	**126.39**

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
27	**Current tax liabilities (net)**				
	Current tax payable	37.63	29.57	9.81	0.12
	Total	**37.63**	**29.57**	**9.81**	**0.12**

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
28	**Revenue from operations**				
	Revenue from contracts with customers				
	-Sale of services				
	HR Services	3,155.54	10,535.97	7,942.58	5,271.69
	HR Platforms	96.27	321.38	53.77	3.79
		3,251.81	**10,857.35**	**7,996.35**	**5,275.48**

Total revenue from operations

Notes

(i) The following table discloses the movement in trade receivables (unbilled) as disclosed in Note 14:

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Balance as at the beginning of the period/year	266.80	187.94	193.56	-
Add: Revenue recognised during the period/year	3,251.81	10,857.35	7,996.35	193.56
Less: Invoiced during the period/year	(3,164.01)	(10,778.49)	(8,001.97)	-
Balance at the end of the period/year	**354.60**	**266.80**	**187.94**	**193.56**

(ii) Disaggregate revenue information

The above break up presents disaggregated revenues from contracts with customers by each of the business segments. The company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

(iii) Performance Obligation:

Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the value of remaining performance obligations for:
(i) contracts with an original expected duration of one year or less and
(ii) contracts for which the Company has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date which are typically contracts of time and material in nature

The aggregate value of performance obligations that are completely or partially unsatisfied, other than those meeting the exclusion criteria mentioned above, as of 30 June 2024, 31 March 2024, 31 March 2023 and 31 March 2022 is Nil.

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure VII: Notes to Restated Consolidated Financial Information
(Amount in INR Millions, unless otherwise stated)

29 Other income	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Interest income				
- on fixed deposits designated as amortized cost	2.11	8.61	3.37	2.25
- on income taxes	-	-	0.34	-
- on TDS Refunds	4.79	10.65	1.86	0.11
- on Loans	0.35	-	-	-
- on Loans to Related Parties	0.13	1.22	-	-
- amortised cost adjustments for financial instruments	0.06	0.26	0.19	-
-Liabilities written back	0.14	0.10	0.18	0.06
-Exchange Gain	0.23	3.46	4.87	0.08
-Gain on sale/disposal of property, plant and equipment (net)	-	0.26	-	-
-Miscellaneous income	0.05	0.05	0.02	7.32
Total	**7.86**	**24.61**	**10.83**	**9.82**

30 Employee benefits expense `	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Salaries, wages, bonus and other allowances	2,900.41	9,682.86	7,186.51	5,045.05
Contribution to Provident Fund and other funds	177.05	605.42	487.54	0.14
Gratuity and compensated absences (Refer Note 42)	2.05	7.94	6.00	2.62
Employee stock option scheme compensation (Refer Note 44)	1.61	22.62	58.75	-
Staff welfare expenses	0.94	3.78	1.44	5.78
Total	**3,082.06**	**10,322.62**	**7,740.24**	**5,053.59**

31 Finance costs	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Interest expense on borrowing	14.17	57.85	31.71	30.62
Interest expense on Loans from related party	0.27	-	-	-
Interest expense on delay in payment of taxes	0.05	2.48	30.10	2.18
Interest expense on lease liabilities	0.75	2.67	3.18	2.55
Bank Commission and Charges	-	0.04	0.02	-
Interest Expense on financial liabilities	4.92	6.69	1.19	-
Loan processing charges and other finance cost	0.75	5.98	8.19	-
Total	**20.91**	**75.71**	**74.39**	**35.35**

32 Depreciation and amortization expense	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Depreciation of property, plant and equipment (Refer Note 6)	1.38	4.58	6.12	1.88
Amortization of intangible assets (Refer Note 9(a))	12.07	23.97	7.99	8.15
Depreciation of Right-of-use assets (Refer note 7)	4.18	12.78	10.53	5.64
Total	**17.63**	**41.33**	**24.64**	**15.67**

33 Other expenses	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Recruitment and training	2.54	1.48	1.15	-
Repairs and maintenance	0.14	0.71	0.72	0.01
Rent	7.64	26.18	16.90	7.22
Travelling, Stay and Conveyance	6.22	23.76	14.64	2.48
Postage & courier, Printing & Stationery	1.09	2.63	1.13	0.14
Communication, IT and office expenses	3.55	17.49	5.57	4.48
Corporate and Social Responsibilty (CSR) expenditure (Refer Note 45)	0.18	1.00	0.80	-
Legal and professional charges	27.39	105.49	32.60	14.46
Bussiness partner fee	25.37	70.16	74.96	67.37
Bussines promotion & sales expenses	13.82	22.59	7.75	4.58
Impairment on Financial assets	-	4.05	1.07	4.87
Skilling project cost	0.96	9.45	16.14	4.02
Provision for expected credit loss	-	1.00	3.18	-
Bank charges	0.06	0.13	0.26	0.37
Rates and taxes	0.51	3.63	0.96	0.63
Software Licence Fees	6.01	18.99	11.69	-
Miscellaneous expenses	2.26	3.89	3.10	1.48
Remuneration to Statutory Auditors*	1.06	5.15	1.14	0.94
Total	**98.80**	**317.78**	**193.76**	**113.05**

*Note : The following is the break-up of Auditors remuneration (exclusive of service tax)

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
As auditor:				
Statutory audit	1.06	4.55	1.14	0.94
Review of Ind AS	-	0.60	-	-
Total	**1.06**	**5.15**	**1.14**	**0.94**

(Amount in INR Millions, unless otherwise stated)

34 Exceptional items

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Impairment of investments	-	-	1.10	-
	-	**-**	**1.10**	**-**

35 Tax Expenses

35.01

Income tax expense charged to the statement of profit or loss	30 June 2024	31 March 2024	31 March 2023	31 March 2022
- Current tax	8.08	20.72	3.12	0.12
- Adjustments in respect of current income tax of previous year	-	0.75	0.36	-
- Deferred tax charge / (income)	0.48	(5.43)	1.10	(1.23)
Income tax expense reported in the statement of profit or loss	**8.56**	**16.04**	**4.58**	**(1.11)**

35.02 **Income tax expense charged to other comprehensive income**	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Net loss/(gain) on remeasurements of defined benefit plans	(0.11)	0.35	0.11	(0.01)
Income tax charged to other comprehensive income	**(0.11)**	**0.35**	**0.11**	**(0.01)**

Income tax expense attributable to	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Profit from operations	**8.45**	**16.39**	**4.69**	**(1.10)**

35.03 **Reconciliation of tax charge and the accounting profit**	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Profit before tax	40.27	124.52	(26.95)	67.64
Tax Rate	25.17%	25.17%	25.17%	25.17%
Income tax expense at tax rates applicable	10.14	31.34	-	17.02
Tax effects of items that are not deductible/ deductible in determining taxable income:				
-Set off of Carried forward losses	-	(3.56)	-	-
- Adjustments in respect of current income tax of previous year	-	0.75	0.36	-
Non deductible expenses	(2.41)	5.33	-	-
- Deductible expenses	(0.96)	(19.90)	-	(19.38)
Effect of other income considered separetly	1.31	7.51	3.12	2.47
Deferred Tax benefit during the period/year	0.48	(5.43)	1.10	(1.23)
Income tax expense	**8.56**	**16.04**	**4.58**	**(1.11)**

35.04 **Deferred tax assets**

30 June 2024	**Opening Balance**	**Recognised/ (reversed) in Profit or loss**	**Recognised/ (reversed) in other comprehensive income**	**On account of business combination and others**	**Closing balance**
Deferred tax assets					
On property, plant and equipment	1.28	0.02	-	-	1.30
On lease liabilities	6.08	(0.80)	-	-	5.28
On re-measurements gain/(losses) of / post-employment benefit obligations	6.95	1.84	0.11	-	8.90
On carried forward losses	13.65	-	-	-	13.65
Allowance for bad and doubtful debts	1.37	0.16	-	-	1.53
On provsion for expenses	1.13	(1.13)	-	-	-
	30.46	**0.09**	**0.11**	**-**	**30.66**
Deferred tax liabilities					
On other intangible assets	(4.05)	(1.59)	-	-	(5.64)
On Right-of-Use assets	(6.63)	0.82	-	-	(5.81)
	(10.68)	**(0.77)**	**-**	**-**	**(11.45)**
Deferred tax assets/ (liabilities), net	**19.78**	**(0.68)**	**0.11**	**-**	**19.21**

(Amount in INR Millions, unless otherwise stated)

31 March 2024	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	On account of business combination and others	Closing balance
Deferred tax assets					
On property, plant and equipment	3.20	(0.56)	-	0.03	2.67
On lease liabilities	24.80	(18.71)	-	-	6.09
On other intangible assets	(14.21)	26.66	-	(0.34)	12.11
On re-measurements gain/(losses) of / post-employment benefit obligations	5.53	2.57	(0.35)	(0.21)	7.54
	19.32	**9.96**	**(0.35)**	**(0.52)**	**28.41**
Deferred tax liabilities					
On provision for doubtful debts	2.47	(4.73)	-	0.94	(1.32)
On compensated absenses	1.42	(3.02)	-	(0.20)	(1.80)
On Right-of-Use assets	(8.73)	3.22	-	-	(5.51)
	(4.84)	**(4.53)**	**-**	**0.74**	**(8.63)**
Deferred tax assets/ (liabilities), net	**14.48**	**5.43**	**(0.35)**	**0.22**	**19.78**

Deferred tax assets

31 March 2023	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	On account of business combination and others	Closing balance
Deferred tax assets					
On property, plant and equipment	0.72	2.25	-	0.23	3.20
On lease liabilities	9.72	15.08	-	-	24.80
On re-measurements gain/(losses) of / post-employment benefit obligations	2.41	1.19	(0.11)	2.04	5.53
On provision for doubtful debts	1.26	0.95	-	0.26	2.47
On compensated absenses	0.90	0.52	-	-	1.42
	15.01	**19.99**	**(0.11)**	**2.53**	**37.42**
Deferred tax liabilities					
On other intangible assets	5.69	(22.33)	-	2.43	(14.21)
On Right-of-Use assets	(9.97)	1.24	-	-	(8.73)
	(4.28)	**(21.09)**	**-**	**2.43**	**(22.94)**
Deferred tax assets/ (liabilities), net	**10.73**	**(1.10)**	**(0.11)**	**4.96**	**14.48**

Deferred tax assets

31 March 2022	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	On account of business combination and others	Closing balance
Deferred tax assets					
On property, plant and equipment	0.80	(0.08)	-	-	0.72
On lease liabilities	11.43	(1.71)	-	-	9.72
On re-measurements gain/(losses) of / post-employment benefit obligations	1.69	0.71	0.01	-	2.41
On provision for doubtful debts	-	1.26	-	-	1.26
On other intangible assets	6.34	(0.65)	-	-	5.69
On compensated absenses	0.62	0.28	-	-	0.90
	20.88	**(0.19)**	**0.01**	**-**	**20.70**
Deferred tax liabilities					
On Right-of-Use assets	(11.39)	1.42	-	-	(9.97)
	(11.39)	**1.42**	**-**	**-**	**(9.97)**
Deferred tax assets/ (liabilities), net	**9.49**	**1.23**	**0.01**	**-**	**10.73**

35.05 Recognition of deferred tax asset

Balance sheet	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Deferred tax asset	22.73	22.40	15.02	10.73
Deferred tax liabilities	3.52	2.62	0.54	-
Deferred tax assets/ (liabilities), net	**19.21**	**19.78**	**14.48**	**10.73**

(Amount in INR Millions, unless otherwise stated)

36 Earnings/ Loss per share (EPS)

Basic earnings /(loss) per share amounts are calculated by dividing the profit/loss for the period/year attributable to equity holders by the weighted average number of equity shares outstanding during the period/year.

Diluted earnings /(loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders (after adjusting for interest on the convertible preference shares) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
(a)	Profit attributable to equity holders	32.30	99.82	(29.02)	68.05
	Profit attributable to equity holders	32.30	99.82	(29.02)	68.05
	Profit attributable to equity holders after preference dividend for basic EPS	32.30	99.82	(29.02)	68.05
(b)	**Weighted average number of shares used as denominator**				
	Weighted average number of shares used as denominator in calculating basic earning per share	4,04,33,309	3,91,65,437	2,15,89,290	1,96,25,014
	Weighted average number of shares used as denominator in calculating diluted earning per share	4,10,20,243	3,95,09,357	2,15,89,290	2,08,41,460
	Basic Earning/ (loss) per share (INR)*	0.80	2.55	(1.34)	3.47
	Diluted Earning/ (loss) per share (INR)*	0.79	2.53	(1.34)	3.27

* Not annualised for June 2024
* Antidilutive for 31 March 2023

The earnings per share for the year ended 31 March 2024, 31 March 2023 and 31 March 2022 have been restated considering the Equity share face value of Rs.2/- each in aaccordance with "Ind AS 33 - Earnings Per share".

Computation of weighted average number of shares

Particulars	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Number of equity shares outstanding at beginning of the period/year	4,04,20,705	2,19,58,195	2,09,23,305	1,75,88,525
Add: Weighted average number of equity shares issued during the period/year	12,604	1,72,07,242	6,65,985	20,36,489
Weighted average number of shares outstanding at the end of period/year for computing basic earnings per share	**4,04,33,309**	**3,91,65,437**	**2,15,89,290**	**1,96,25,014**
Add: Impact of potentially dilutive equity shares - employee stock options	5,86,934	3,43,920	-	895
Add: Impact of potentially dilutive convertible instruments		-	-	12,15,552
Weighted average number of shares outstanding at the end of period/year for computing diluted earnings per share	**4,10,20,243**	**3,95,09,357**	**2,15,89,290**	**2,08,41,460**

(Amount in INR Millions, unless otherwise stated)

37 Leases where company is a lessee

37.01 Changes in the Lease liabilities :-

Particulars	**Category of Right-of-use Assets**	**Total**
Balance as at 1 April 2021		**-**
Recognized during the year	**45.41**	**45.41**
Unwinding of discount on lease liabilities	2.55	2.55
Payments during the year	(9.32)	(9.32)
Balance as at 31 March 2022	**38.64**	**38.64**
Recognized during the year	2.33	2.33
Unwinding of discount on lease liabilities	3.18	3.18
Payments during the year	(8.38)	(8.38)
Balance as at 31 March 2023	**35.77**	**35.77**
Recognized during the year	-	-
Unwinding of discount on lease liabilities	2.67	2.67
Payments during the year	(14.26)	(14.26)
Balance as at 31 March 2024	**24.18**	**24.18**
Recognized during the period	12.04	12.04
Unwinding of discount on lease liabilities	0.75	0.75
Payments during the period	(4.81)	(4.81)
Balance as at 30 June 2024	**32.17**	**32.16**

37.02 Break-up of current and non-current lease liabilities

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Current Lease Liabilities	15.26	12.53	11.58	7.75
Non-current Lease Liabilities	16.91	11.65	24.19	30.89
	32.17	**24.18**	**35.77**	**38.64**

As per Para B11 of Ind AS 107 Financial Instruments: Disclosure, In preparing the maturity analyse an entity uses its judgement to determine an appropriate number of time bands and ensure Lease liabilities have not been grouped together with other financial liabilities in disclosure of maturity plan in accordance with requirements of Paragraph 58 of Ind AS 116

37.03 Maturity analysis of lease liabilities

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Less than one year	15.26	12.53	11.58	7.75
One to five years	16.91	11.65	24.19	30.89
More than five years	**-**	-	-	-
Total	**32.17**	**24.18**	**35.77**	**38.64**

37.04 Amounts recognised in statement of Profit and Loss account

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Interest on Lease Liabilities	0.75	2.67	3.18	2.55
Short-term leases expensed	7.64	26.18	16.90	7.22
Total	**8.39**	**28.85**	**20.08**	**9.77**

(Amount in INR Millions, unless otherwise stated)

38 Fair values of financial assets and financial liabilities

Particulars	30 June 2024		31 March 2024		31 March 2023		31 March 2022	
	Carrying Amount	Fair Value	Carrying Amoun	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets valued at amortized cost								
Trade receivable	1,615.87	1,615.87	1,518.57	1,518.57	1,033.39	1,033.39	724.50	724.50
Loans	22.01	22.01	22.69	22.69	8.69	8.69	5.21	5.21
Cash and cash equivalents	31.40	31.40	52.06	52.06	19.24	19.24	49.05	49.05
Other financial Assets	52.09	52.09	135.90	135.90	90.22	90.22	81.15	81.15
Investments	0.18	0.18	0.18	0.18	0.18	0.18	1.28	1.28
Total financial assets	**1,721.55**	**1,721.55**	**1,729.40**	**1,729.40**	**1,151.72**	**1,151.72**	**861.19**	**861.19**
Financial liabilities								
Financial Liabilities valued at amortized cost								
Borrowings	613.36	613.36	586.82	586.82	495.15	495.15	290.24	290.24
Trade payables	133.35	133.35	115.72	115.72	80.98	80.98	32.96	32.96
Lease Liability	32.17	32.17	24.18	24.18	35.77	35.77	38.64	38.64
Other financial Liabilities	913.73	913.73	817.96	817.96	495.14	495.14	453.27	453.27
Total financial liabilities	**1,692.61**	**1,692.61**	**1,544.68**	**1,544.68**	**1,107.04**	**1,107.04**	**815.11**	**815.11**

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Note (i) : For the purpose of above abbreviations, FVTOCI - Fair value through other comprehensive income; amortised cost - fair value through amortized cost.

Note (ii) : Other financial assets and liabilities relate to level 3 financial instruments where the carrying value reasonably approximates to their fair value.

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

•Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

•Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

•Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Fair value measurement hierarchy of assets

	30 June 2024	31 March 2024	31 March 2023	1 March 202
(a) Financial Assets measured at fair value				
Level 2				
Investments in unquoted equity shares (fully paid up, unless stated otherwise)				
In subsidiaries				
11,000 preference shares of INR 100 each fully paid-up in CD Global Solutions Pvt Ltd	-	-	-	1.10
17,500 Equity shares of INR10 each fully paid-up in Oviya Medsafe Private Limited	0.18	0.18	0.18	0.18
`	**0.18**	**0.18**	**0.18**	**1.28**

Level 1 & Level 3

The carrying amounts of trade receivables and cash and bank balances are considered to be the same as their fair values, due to their short-term nature.

(b) Financial liabilities measured at fair value:

Level 1 & Level 3

The company's Primary financial liability consists of term loans, working capital loans , hence its carrying amounts considered to be same as their fair values.

The carrying amounts of trade payables, other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

39 Financial risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity: The company do not have any exposure to borrowings with fluctuating interest rates during the year ending 31 March 2024 and 31 March 2023.

(ii) Price risk

The Company do not have any exposure to price risk, as the company do not have any investments in mutual funds (debt fund, equity fund, liquid schemes and income funds etc.), short term debt funds, government securities etc.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency).

The Company is not significantly exposed to currency risk as the Company's functional currency in INR and revenues and costs are primarily denominated in INR and therefore disclosures required under "Ind AS 107 - Financial Instruments: Disclosures" have not been given.

(Amount in INR Millions, unless otherwise stated)

(B) **Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does a proper financial and credibility check on the landlords before taking any property on lease and hasn't had a single instance of non-refund of security deposit on vacating the leased property. The Company also in some cases ensure that the notice period rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk. The Company does not foresee any credit risks on deposits with regulatory authorities.

(C) **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

30 June 2024	Carrying Amount	Up to 3 Months	3 to 12 months	1 to 5 years	More than 5 years	Total
Short term borrowings	563.18	-	563.18	-	-	563.18
Long-term borrowings	50.18	-	-	50.18	-	50.18
Lease Liability	32.17	0.75	14.51	16.91	-	32.17
Trade payables	133.35	7.44	125.91	-	-	133.35
Other financial liability	913.73	913.73	-	-	-	913.73
	1,692.61	**921.92**	**703.60**	**67.09**	**-**	**1,692.61**

31 March 2024	Carrying Amount	Up to 3 Months	3 to 12 months	1 to 5 years	More than 5 years	Total
Short term borrowings	531.35	-	531.35	-	-	531.35
Long-term borrowings	55.47	-	-	55.47	-	55.47
Lease Liability	24.18	3.17	9.36	11.65	-	24.18
Trade payables	115.72	58.60	57.12	-	-	115.72
Other financial liability	817.96	817.96	-	-	-	817.96
	1,544.68	**879.73**	**597.83**	**67.12**	**-**	**1,544.68**
31 March 2023						
Short term borrowings	372.86	-	372.86	-	-	372.86
Long-term borrowings	122.29	-	-	122.29	-	122.29
Lease Liability	35.77	2.72	8.86	24.19	-	35.77
Trade payables	80.98	44.16	36.80	0.02	-	80.98
Other financial liability	495.14	495.14	-	-	-	495.14
	1,107.04	**542.02**	**418.52**	**146.50**	**-**	**1,107.04**
31 March 2022						
Short term borrowings	179.58	-	179.58	-	-	179.58
Long-term borrowings	110.66	-	-	110.66	-	110.66
Lease Liability	38.64	1.68	6.07	30.89	-	38.64
Trade payables	32.96	32.96		-	-	32.96
Other financial liability	453.27	453.27	-	-	-	453.27
	815.11	**487.91**	**185.65**	**141.55**	**-**	**815.11**

(Amount in INR Millions, unless otherwise stated)

40 Interest in other Entities

(a) Subsidiaries

The group's subsidiaries at 30 June 2024 and 31 March 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group			
		30 June 2024	31 March 2024	31 March 2023	31 March 2022
Next Leap Career Solutions Private Limited	India	91.40%	91.40%	85.18%	-
Ma Foi Strategic Consultanats Private limited	India	51.01%	51.01%	51.01%	-
CIEL Skills and Careers Private Limited	India	50.98%	50.98%	50.98%	-
Integrum Technologies Private Limited	India	62.50%	62.50%	62.50%	62.50%
CIEL Technologies Private Limited	India	100.00%	100.00%	100.00%	100.00%
Aargee Staffing Services Private Limited	India	100.00%	100.00%	-	-
Firstventure Corporation Privte Limited	India	51.71%	51.71%	-	-

Name of entity	Ownership interest held by non-controlling interests			
	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Next Leap Career Solutions Private Limited	8.60%	8.60%	14.82%	-
Ma Foi Strategic Consultanats Private limited	48.99%	48.99%	48.99%	-
CIEL Skills and Careers Private Limited	49.02%	49.02%	49.02%	-
Integrum Technologies Private Limited	37.50%	37.50%	37.50%	37.50%
CIEL Technologies Private Limited	-	-	-	-
Aargee Staffing Services Private Limited	-	-	-	-
Firstventure Corporation Privte Limited	48.29%	48.29%	-	-

(b) Entities over which KMP are able to exercise significant influence

Sornammal Educational Trust
The Ma Foi Foundation
Athera Enterprises Pvt Ltd

(c) Key Management Personnel (KMP)

Karuppasamy Pandiarajan	Chairman and Executive Director
Aditya Narayan Mishra	MD & CEO
Santhosh Nair	Director & COO
Hemalatha Rajan	Executive Director
Doraiswamy Rajiv	Executive Director
Saurabh Ashok More	Group CFO (w.e.f. 09 June 2022)
Lalita Pasari	Company Secretary (w.e.f. 27 June 2024)

(d) Key management personnel compensation:

Name of the Key Management Personnel	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Karuppasamy Pandiarajan	2.43	8.79	7.18	3.50
Hemalatha Rajan	2.04	4.67	3.77	2.71
Aditya Narayan Mishra	3.00	12.30	8.79	6.29
Santhosh Nair	2.06	9.30	6.60	4.67
D Rajiv Krishnan	3.08	9.67	5.99	1.02
Saurabh Ashok More	1.50	5.07	3.07	-
Lalita Pasari	0.21	-	-	-
	14.32	**49.80**	**35.40**	**18.19**

(e) Transactions with related parties during the period/year are as follows:

	Name of the related party	Nature of the relationship	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
(i)	**Revenue from Operations:**					
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	0.01	-	-
	The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	1.73	17.71	18.69	5.81
	Athera Enterprices Private Limited	Entities over which KMP are able to exercise significant influence	-	-	-	1.75

(Amount in INR Millions, unless otherwise stated)

(ii)	Interest Income	Nature of the relationship	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
	Interest on Loans given	Entities over which KMP are able to exercise significant influence	0.30	0.93	-	-

(iii)	Finance Costs	Nature of the relationship	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
	Interest on Debentures	Debentures held by Key Managerial Personnel	0.19	0.86	0.97	1.30
	Interest on loan	Borrowings from Directors and from Entities over which KMP are able to exercise significant influence	0.25	0.08	-	-

(iv)	Other expenses	Nature of the relationship	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	2.39	9.48	6.75	2.61

(v)	Dividend Payment	Nature of the relationship	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
	Karuppasamy Pandiarajan	Key Managerial Personnel	5.24	2.56	2.12	1.26
	Aditya Narayan Mishra	Key Managerial Personnel	1.67	0.82	0.68	0.40
	Santhosh Nair	Key Managerial Personnel	1.12	0.55	0.38	0.26
	Hemalatha Rajan	Key Managerial Personnel	1.92	0.94	0.76	0.45
	Doraiswamy Rajiv	Key Managerial Personnel	0.04	0.02	0.02	-

(vi)	Loans given to related party entities during the year	Nature of the relationship	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
	The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	5.32	7.49	9.20	4.93
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	-	2.60	-

(vii)	Loans repaid by related party entities during the year	Nature of the relationship	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
	The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	-	0.97	8.36	0.10
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	2.60	-	-

(viii)	Other Financial Assets- Security Deposit	Nature of the relationship	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	2.60	-	-

(ix)	Borrowings made during the year	Nature of the relationship	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
	Loan from Directos	Directors -subsidiaries	-	7.15	2.32	4.99
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	0.58	1.92	-	-
	Athera Enterprices Private Limited	Entities over which KMP are able to exercise significant influence	-	-	0.05	-

(x)	Borrowings repaid during the year	Nature of the relationship	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
	Loan from Directors	Directors -subsidiaries	4.50	15.16	0.85	1.49
	Athera Enterprices Private Limited	Entities over which KMP are able to exercise significant influence	-	0.02	0.03	-
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	2.14	0.37	-	-

(Amount in INR Millions, unless otherwise stated)

	Non Current Borrowings - Debentures issued during the year	Nature of the relationship	Period Ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
(xi)	Aditya Narayan Mishra	Key Managerial Personnel	-	1.50	-	-
	Santhosh Nair	Key Managerial Personnel	-	-		
	Hemalatha Rajan	Key Managerial Personnel	-	-	5.00	

	Non Current Borrowings - Debentures repaid during the year	Nature of the relationship	Period Ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
(xii)	Aditya Narayan Mishra	Key Managerial Personnel	-	2.50	-	-
	Santhosh Nair	Key Managerial Personnel	-	-	-	-
	Hemalatha Rajan	Key Managerial Personnel	-	-	12.50	-

(f) Amount due to/from related party :

	Name of the related party	Nature of the relationship	Period Ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
(i)	**Trade receivables**					
	The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	23.60	23.35	17.50	0.85
	Athera Enterprises Private Limited	Entities over which KMP are able to exercise significant influence	0.36	0.36	0.88	1.18

	Other financial assets	Nature of the relationship	Period Ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
(ii)	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	2.60	2.60	-	-

	Trade Payables	Nature of the relationship	Period Ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
(iii)	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	2.54	2.74	2.43	2.51

(ii) Loans

Name of the related party	Nature of the relationship	Period Ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	17.50	12.18	5.67	4.79
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	-	2.60	-

(iii) Non Current Borrowings - Debentures

Name of the related party	Nature of the relationship	Period Ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Aditya Narayan Mishra	Key Managerial Personnel	1.35	1.35	2.35	2.35
Santhosh Nair	Key Managerial Personnel	1.20	1.20	1.20	1.20
Hemalatha Rajan	Key Managerial Personnel	5.00	5.00	5.00	12.50

(iv) Current Borrowings

Name of the related party	Nature of the relationship	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Athera Enterprises Pvt Ltd	Entities over which KMP are able to exercise significant influence	0.20	0.20	0.22	0.20
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	1.56	-	-
Key Managerial Personnel	Key Managerial Personnel	-	4.50	12.50	11.04

(Amount in INR Millions, unless otherwise stated)

41 Segment reporting

41.01 The group generates its revenue from sale of human resource solutions. The group's operations predominantly relate to providing providing a broad range of services and platforms spanning the entire spectrum of employee lifecycle.

The Chief Operating Decision Maker ('CODM') evaluates the group's performance and allocates resources based on an analysis of various performance indicators by reportable segments. Accordingly, CODM has identified the reportable segments of its business as follows:

HR Services	It provides suite of HR services including Search, selection and recruitment process outsourcing services, Professional staffing, Value staffing, Payroll and compliance, HR advisory and Skilling services
HR Platforms	It operates platforms which provide various functions including Talent assessment and development, Talent engagement, Employee learning, Human resource management system, Fresher upskilling and Statutory compliance management.

41.02 Summary of the Segment Information for the period/year ended and as on 30 June 2024 is as follows:

	30 June 2024			
	HR Services	**HR Platforms**	**Unallocated**	**Total**
Revenue				
External customers	3,155.54	96.27	-	3,251.81
Inter-segment	25.82	9.78	-	35.60
Total revenue	**3,181.36**	**106.05**	**-**	**3,287.41**
Expenses				
Employee benefits expenses	3,034.06	34.68	13.32	3,082.06
Depreciation and amortisation	0.67	10.60	6.36	17.63
Other Expenses	67.15	31.65	-	98.80
Total Expenses	**3,101.88**	**76.93**	**19.68**	**3,198.49**
Segment profit	**79.48**	**29.12**	**(19.68)**	**88.92**
Finance income				7.86
Other finance costs				(20.91)
Inter-segment sales (elimination)				(35.60)
Profit before tax				**40.27**
Segment assets	1,679.08	351.84	958.20	**2,989.12**
Segment liabilities	1,122.75	94.67	914.86	**2,132.27**

	31 March 2024			
	HR Services	**HR Platforms**	**Unallocated**	**Total**
Revenue				
External customers	10,535.97	321.38	-	10,857.35
Inter-segment	89.28	27.91	-	117.19
Total revenue	**10,625.25**	**349.29**	**-**	**10,974.54**
Expenses				
Employee benefits expenses	10,180.04	105.03	37.55	10,322.62
Depreciation and amortisation	1.12	19.63	20.58	41.33
Other Expenses	211.61	106.17	-	317.78
Total Expenses	**10,392.77**	**230.83**	**58.13**	**10,681.73**
Segment profit	**232.48**	**118.46**	**(58.13)**	**292.81**
Finance income				24.61
Other finance costs				(75.71)
Inter-segment sales (elimination)				(117.19)
Profit before tax				**124.52**
Segment assets	1,633.35	283.44	916.97	**2,833.76**
Segment liabilities	1,145.04	67.18	793.90	**2,006.12**

(Amount in INR Millions, unless otherwise stated)

	31 March 2023			
	HR Services	**HR Platforms**	**Unallocated**	**Total**
Revenue				
External customers	7,942.58	53.77		7,996.35
Inter-segment	53.42	15.72	-	69.14
Total revenue	**7,996.00**	**69.49**	**-**	**8,065.49**
Expenses				
Employee benefits expenses	7,719.05	21.19	-	7,740.24
Depreciation and amortisation	-	1.40	23.24	24.64
Other Expenses	170.55	23.21	-	193.76
Total Expenses	**7,889.60**	**45.80**	**23.24**	**7,958.64**
Segment profit	**106.40**	**23.69**	**(23.24)**	**106.85**
Finance income				10.83
Other finance costs				(74.39)
Inter-segment sales (elimination)				(69.14)
Profit before tax				(25.85)
Segment assets	1,037.19	135.23	624.33	1,796.75
Segment liabilities	776.09	36.11	630.27	1,442.47

	31 March 2022			
	HR Services	**HR Platforms**	**Unallocated**	**Total**
Revenue				
External customers	5,271.69	3.79	-	5,275.48
Inter-segment	6.61	7.63	-	14.24
Total revenue	**5,278.30**	**11.42**	**-**	**5,289.72**
Expenses				
Employee benefits expenses	5,045.43	8.15		5,053.59
Depreciation and amortisation	8.15	-	7.52	15.67
Other Expenses	110.47	2.58		113.05
Total Expenses	**5,164.05**	**10.73**	**7.52**	**5,182.31**
Segment profit	**114.25**	**0.69**	**(7.52)**	**107.41**
Finance income				9.82
Other finance costs				(35.35)
Inter-segment sales (elimination)				(14.24)
Profit before tax				67.64
Segment assets	801.02	0.73	289.41	1,091.16
Segment liabilities	636.15	0.26	371.51	1,007.92

41.03 **Geographic information**

The following table provides an analysis of the group's sales by region in which the customer is located, irrespective of the origin of the services.

Revenue from external customers	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
India	3,205.24	10,789.46	7,721.49	5,128.10
Outside India	46.57	67.89	274.86	147.38
	3,251.81	10,857.35	7,996.35	5,275.48

41.04 **Information about major customers**

No single customer has accounted for more than 10% of the group’s revenue for the period/year ended 30 June 2024, 31 March 2024 , 31 March 2023 and 31 March 2022.

(Amount in INR Millions, unless otherwise stated)

42 Employee Benefits

(A) Defined contribution plans

A Defined benefit plans (for Core employees)

The Company has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act,1972. Under the Act, every employee who has completed 5 years of service are eligible for gratuity on exit at 15 days last drawn salary for each completed year of service. The level of benefits provided depends on the member's duration of service and salary at retirement.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for the gratuity plan:

i) Amount recognised in balance sheet

Particulars	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Present value of obligation as at the end of the period/year	29.09	27.09	19.37	8.40
Fair Value of plan assets at the end of the period/year	-	-	-	-
Net asset / (liability) recognized in Balance Sheet	**29.09**	**27.09**	**19.37**	**8.40**
Current liability	3.29	3.37	2.78	0.28
Non-current liability	25.80	23.72	16.59	8.12
Total	**29.09**	**27.09**	**19.37**	**8.40**

ii) Changes in the present value of benefit obligation

Particulars	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Present value of obligation at the beginning of the period/year	27.09	19.37	8.40	5.82
Additions due to acquisition through business combinations	-	1.27	6.78	-
Included in profit or loss				
Current service cost	1.55	6.75	3.03	2.19
Past service cost	-	-	-	-
Interest cost	0.46	1.48	1.04	0.42
	2.01	**8.23**	**4.07**	**2.60**
Included in OCI				
Actuarial (gain)/ loss arising from:				
Changes in demographic Assumptions	(0.38)	(1.88)	(0.74)	(0.02)
Changes in financial assumptions	0.77	-	0.79	-
Experience adjustment	(0.22)	0.47	0.19	-
	0.17	**(1.41)**	**0.24**	**(0.02)**
Other				
Benefits paid	(0.18)	(0.37)	(0.12)	-
Present value of obligation at the end of the period/year	**29.09**	**27.09**	**19.37**	**8.40**

The Company does not have any plan assets.

iii) Reconciliation of balance sheet amount

Particulars	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Opening net (asset)/liability	27.09	19.37	8.40	5.82
additions due to acquisition through business combinations		1.27	6.78	
Expense/(income) recognised in profit and loss	2.01	8.23	4.07	2.60
Expense/(income) recognised in other comprehensive income	0.17	(1.41)	0.24	(0.02)
Benefits Paid directly be employer	(0.18)	(0.37)	(0.12)	-
Balance sheet (Asset)/Liability at the end of period/year	**29.09**	**27.09**	**19.37**	**8.40**

iv) Expense recognized in the statement of profit and loss

Particulars	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Current service cost	1.55	6.10	3.35	2.19
Net Interest cost	-	1.26	0.58	
Past service cost	-	0.14	0.05	
- Interest expense on Defined Benefit Obligation	0.46	0.73	0.57	0.42
Total expenses recognized in the statement of profit and loss	**2.01**	**8.23**	**4.55**	**2.60**

v) Expense recognized in other comprehensive income

Particulars	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Actuarial (gains)/ losses arising from:				
- Experience	(0.22)	0.47	0.19	-
- Assumptions changes	0.39	(1.88)	0.05	(0.02)
Net actuarial (gains) / losses recognised in Other Comprehensive Income	**0.17**	**(1.41)**	**0.24**	**(0.02)**

(Amount in INR Millions, unless otherwise stated)

vi) Acturial Assumptions

The principal actuarial assumptions used in determining the present value of the defined benefit obligations (weighted average) include:

	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Gratuity plan				
Discount rate	7.04% to 7.19%	7.09% to 7.58%	7.28% to 7.58%	7.46% to 7.57%
Future Salary growth	7% to 11%	7% to 9%	7% to 8%	7% to 8%
Attrition rate	5% to 40%	5% to 40%	5% to 40%	5% to 40%

vii) Maturity analysis

The expected maturity analysis of undiscounted gratuity and medical cost benefits obligations are as follows:

	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Within one year	3.53	3.51	3.02	0.30
Between one and two years	2.50	2.43	2.35	0.31
Between two and five years	5.07	5.02	5.12	1.04
Later than five years	31.03	24.63	18.38	23.21
	42.13	**35.59**	**28.87**	**24.86**

viii) Sensitivity analysis

The impact to the value of the defined benefit obligation of a reasonably possible change to one actuarial assumption, holding all other assumption constant, is presented in the table below. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Change in Discount rate				
Delta effect + 1%	(0.83)	2.04	0.22	0.10
Delta effect - 1%	4.14	6.28	2.58	2.05
Change in rate of salary increase				
Delta effect + 1%	2.77	5.44	2.31	1.98
Delta effect - 1%	0.13	2.64	0.38	0.11
Change in withdrawal rate				
Delta effect + 1%	1.86	4.20	1.24	0.92
Delta effect - 1%	1.11	3.72	1.42	1.06
Change in Mortality rate				
Delta effect + 1%	0.00	0.54	1.33	0.99

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

B Defined benefit plans (for Deputee employees)

The Company has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act,1972. Under the Act, every employee who has completed 5 years of service are eligible for gratuity on exit at 15 days last drawn salary for each completed year of service. The level of benefits provided depends on the member’s duration of service and salary at retirement. The company has a contractual right to receive the reimbursement of the gratuity benefits provided to its deputees.

The Company has recognised gratuity liability and reimbursement rights in respect of deputee employees in accordance with IND AS 19.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for the gratuity plan:

(Amount in INR Millions, unless otherwise stated)

i) Amount recognised in balance sheet

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Present value of obligation as at the end of the period/year	127.22	114.64	79.72	54.32
Fair Value of plan assets at the end of the period/year		-	-	-
Net asset / (liability) recognized in Balance Sheet	**(127.22)**	**(114.64)**	**(79.72)**	**(54.32)**
Current liability	17.92	15.23	7.97	4.58
Non-current liability	109.30	99.41	71.75	49.74
Total	**127.22**	**114.64**	**79.72**	**54.32**

ii) Changes in the present value of benefit obligation

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Present value of obligation at the beginning of the period/year	114.64	79.72	54.32	-
Additions due to acquisition through business combinations		2.60	-	-
Included in profit or loss				
Current service cost	14.83	54.39	43.33	54.32
Past service cost		-	-	
Interest cost	2.06	5.92	4.01	
	16.89	**60.31**	**47.34**	**54.32**
Included in OCI				
Acquisition / Divestiture	-	-	-	-
Actuarial (gain)/ loss arising from:				
Changes in demographic Assumptions	-	-	-	-
Changes in financial assumptions	0.07	1.43	(1.84)	-
Experience adjustment	(4.38)	(29.42)	(20.10)	-
Return on plan assets excluding interest income	-	-	-	-
	(4.31)	**(27.99)**	**(21.94)**	**-**
Other				
Employer contributions				
Benefits paid	-	-	-	-
Present value of obligation at the end of the period/year	**127.22**	**114.64**	**79.72**	**54.32**

iii) Changes in the fair value of plan assets

The Company does not have any plan assets.

iv) Reconciliation of balance sheet amount

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Opening net (asset)/liability	114.64	79.72	54.32	-
Additions due to acquisition through business combinations		2.60		
Expense/(income) recognised in profit and loss	16.89	60.31	47.34	54.32
Expense/(income) recognised in other comprehensive income	(4.31)	(27.99)	(21.94)	-
Balance sheet (Asset)/Liability at the end of period/year	**127.22**	**114.64**	**79.72**	**54.32**

v) Expense recognized in the statement of profit and loss

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Current service cost	14.83	54.39	43.33	54.32
Net Interest cost	0.06	0.39	0.09	-
Past service cost	-	-	-	-
- Interest expense on DBO	2.00	5.53	3.92	-
Total expenses recognized in the statement of profit and loss	**16.89**	**60.31**	**47.34**	**54.32**

The above employee benefits expense towards gratuity is recognised net of amounts relating to changes in the carrying amount of the right to reimbursement.

vi) Expense recognized in other comprehensive income

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Actuarial (gains)/ losses arising from:				
- Experience	(4.38)	(29.42)	(20.10)	-
- Assumptions changes	0.07	1.43	(1.84)	-
Net actuarial (gains) / losses recognised in OCI	**(4.31)**	**(27.99)**	**(21.94)**	**-**

(Amount in INR Millions, unless otherwise stated)

vii) Acturial Assumptions

The principal actuarial assumptions used in determining the present value of the defined benefit obligations (weighted average) include:

	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Gratuity plan				
Discount rate	7.16% to 7.21%	7.17% to 7.58%	7.38% to 7.54%	6.92% to 7.54%
Future Salary growth	7% to 10%	7% to 10%	7% to 10%	7% to 10%
Attrition rate	10% to 50%	5% to 50%	10% to 50%	10% to 50%

viii) Maturity analysis

The expected maturity analysis of undiscounted gratuity and medical cost benefits obligations are as follows:

	Period ended 30 June 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Within one year	18.75	15.94	8.37	4.79
Between one and two years	11.59	9.87	5.15	3.06
Between two and five years	18.55	15.82	9.26	5.49
Later than five years	153.41	143.06	103.30	72.13
	202.30	**184.69**	**126.08**	**85.47**

ix) Sensitivity analysis

The impact to the value of the defined benefit obligation of a reasonably possible change to one actuarial assumption, holding all other assumption constant, is presented in the table below. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Particulars	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Change in Discount rate				
Delta effect + 1%	(6.29)	(5.83)	(4.39)	(3.07)
Delta effect - 1%	6.99	6.49	4.91	3.00
Change in rate of salary increase				
Delta effect + 1%	6.37	5.94	4.52	3.15
Delta effect - 1%	(12.83)	(11.97)	(4.12)	(2.52)
Change in withdrawal rate				
Delta effect + 1%	(2.34)	(2.73)	(1.99)	(0.61)
Delta effect - 1%	2.42	2.42	2.07	2.36
Change in Mortality rate				
Delta effect + 1%	0.01	0.01	0.01	0.02

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

x) Gratuity is a defined benefit plan and entity is exposed to the Following Risks:

1) Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons :
- Adverse Salary Growth Experience
- Variability in mortality rates
- Variability in withdrawal rates

2) Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

3) Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & viceversa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

4) Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
Annexure VII: Notes to Restated Consolidated Financial Information
(Amount in INR Millions, unless otherwise stated)

43 Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements

Particulars	Net Assets, i.e., total assets minus total liabilities								Share in profit and loss							
	30 June 2024		31 March 2024		31 March 2023		31 March 2022		30 June 2024		31 March 2024		31 March 2023		31 March 2022	
	As % of consolidated net assets	Amount (INR)	As % of consolidated net assets	Amount (INR)	As % of consolidated net assets	Amount (INR)	As % of consolidated net assets	Amount (INR)	As % of consolidated profit and loss	Amount (INR)	As % of consolidated profit and loss	Amount (INR)	As % of consolidated profit and loss	Amount (INR)	As % of consolidated profit and loss	Amount (INR)
Parent																
CIEL HR Services Limited	82.00%	868.58	82.24%	841.55	82.25%	413.11	106.44%	136.42	77.38%	29.51	52.28%	62.89	91.52%	(26.52)	98.51%	67.72
Subsidiaries																
Next Leap Career Solutions Private Limited	13.75%	145.61	12.87%	131.70	17.60%	88.40	-	-	37.24%	14.20	35.76%	43.01	5.95%	(1.72)	-	-
Ma Foi Strategic Consultanats Private limited	0.16%	1.72	(0.07%)	(0.72)	(2.19%)	(11.01)	(6.85%)	(8.78)	5.30%	2.02	7.35%	8.84	5.79%	(1.68)	0.44%	0.30
CIEL Skills and Careers Private Limited	0.89%	9.44	1.06%	10.80	0.82%	4.11	0.93%	1.19	(3.54%)	(1.35)	5.70%	6.85	25.80%	(7.48)	0.24%	0.17
Integrum Technologies Private Limited	0.26%	2.73	0.53%	5.39	0.83%	4.17	(0.79%)	(1.01)	(6.40%)	(2.44)	1.07%	1.29	(18.21%)	5.28	0.25%	0.17
CIEL Technologies Private Limited	(0.21%)	(2.18)	(0.08%)	(0.82)	0.70%	3.49	0.27%	0.35	(3.59%)	(1.37)	(3.59%)	(4.31)	(10.85%)	3.14	0.57%	0.39
Aargee Staffing Services Private Limited	(0.21%)	(2.24)	(0.28%)	(2.82)	-	-	-	-	0.87%	0.33	0.02%	0.03	-	0.00	-	-
Firstventure Corporation Privte Limited	3.36%	35.64	3.73%	38.15	-	-	-	-	(7.26%)	(2.77)	1.40%	1.69	-	-	-	-
Sub total	100.00%	**1,059.30**	100.00%	**1,023.23**	100.00%	**502.28**	100.00%	**128.17**	100.00%	**38.13**	100.00%	**120.28**	100.00%	**(28.97)**	100.00%	**68.75**
Adjustments arising out of Consolidation		(202.45)		(195.59)		(148.00)		(141.25)		(6.42)		(11.80)		2.46		-
Non-controlling interests in all subsidiaries		(53.66)		(54.13)		(45.35)		48.16		0.59		(8.66)		(2.51)		(0.70)
Total		**803.19**		**773.51**		**308.93**		**35.08**		**32.30**		**99.82**		**(29.02)**		**68.05**

Particulars	Share in Other Comprehensive Income								Share in Total Comprehensive Income							
	30 June 2024		31 March 2024		31 March 2023		31 March 2022		30 June 2024		31 March 2024		31 March 2023		31 March 2022	
	As % of consolidated other comprehensive income	Amount (INR)	As % of consolidated other comprehensive income	Amount (INR)	As % of consolidated other comprehensive income	Amount (INR)	As % of consolidated other comprehensive income	Amount (INR)	As % of consolidated total comprehensive income	Amount (INR)	As % of consolidated total comprehensive income	Amount (INR)	As % of consolidated total comprehensive income	Amount (INR)	As % of consolidated total comprehensive income	Amount (INR)
Parent																
CIEL HR Services Limited	(21.09%)	0.07	71.89%	0.76	597.72%	0.77	486.81%	(0.07)	78.22%	29.58	52.46%	63.65	89.25%	(25.74)	98.41%	67.65
Subsidiaries																
Next Leap Career Solutions Private Limited	100.75%	(0.32)	5.69%	0.06	-	-	-	-	36.70%	13.88	35.50%	43.07	5.98%	(1.72)	-	-
Ma Foi Strategic Consultanats Private limited	(128.87%)	0.41	45.54%	0.48	(421.91%)	(0.55)	(386.81%)	0.05	6.44%	2.43	7.68%	9.32	7.71%	(2.22)	0.52%	0.35
CIEL Skills and Careers Private Limited	6.28%	(0.02)	(15.46%)	(0.16)	-	-	-	-	(3.62%)	(1.37)	5.51%	6.69	25.92%	(7.48)	0.24%	0.17
Integrum Technologies Private Limited	60.92%	(0.19)	(10.11%)	(0.11)	(75.81%)	(0.10)	-	-	(6.97%)	(2.63)	0.97%	1.18	(17.96%)	5.18	0.25%	0.17
CIEL Technologies Private Limited	(2.34%)	0.01	-	-	-	-	-	-	(3.60%)	(1.36)	(3.56%)	(4.32)	(10.90%)	3.14	0.58%	0.40
Aargee Staffing Services Private Limited	84.35%	(0.27)	2.45%	0.03	-	-	-	-	0.16%	0.06	0.04%	0.05	-	-	-	-
Firstventure Corporation Privte Limited	-	-	-	-	-	-	-	-	(7.33%)	(2.77)	1.39%	1.69	-	-	-	-
Sub total	100.00%	**(0.32)**	100.00%	**1.06**	100.00%	**0.13**	100.00%	**(0.01)**	100.00%	**37.81**	100.00%	**121.33**	100.00%	**(28.84)**	100.0%	**68.74**
Adjustments arising out of Consolidation		-		-		-		-		(6.42)		(11.79)		(2.55)		-
Non-controlling interests in all subsidiaries		(0.12)		(0.12)		0.30		(0.06)		0.47		(8.78)		2.81		(0.76)
Total		**(0.44)**		**0.94**		**0.43**		**(0.07)**		**31.86**		**100.76**		**(28.59)**		**67.98**

(Amount in INR Millions, unless otherwise stated)

44 Employee Stock Option Scheme (ESOP)

(a) CIEL HR Services Private Limited Employee Stock Option Plan, 2022

The board vide its resolution dated 12 January 2022 and members in the extra ordinary general meeting held on 27 January 2022, approved the “CIEL HR Services Private Limited Employee Stock Option Plan, 2022 – for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

Once vested, the options remain exercisable for a period of 02 years.

The following table illustrates the number and Weighted Average Exercise Prices (WAEP) of, and movements in, share options during the period/year.

	30 June 2024		31 March 2024		31 March 2023		31 March 2022	
Particulars	**Number**	**WAEP (INR)**	**Number**	**WAEP (INR)**	**Number**	**WAEP (INR)**	**Number**	**WAEP (INR)**
Options outstanding at beginning of period/year	68,110	10	66,900	10	65,300	10		
Add:								
Options granted during the period/year			5,000	10	5,000	10	65,300	10
Less:					-			
Options exercised during the period/year	1,100		-	-	-	-	-	-
Options forfeited during the period/year	1,200		3,790	-	3,400	-	-	-
Options outstanding at the end of period/year	**65,810**	**10**	**68,110**		**66,900**		**65,300**	
Option exercisable at the end of period/year	**60,810**		**60,610**		**30,950**		-	

The options outstanding at the year ending on 30 June 2024 with exercise price of Rs.10 are 65810 and 31 March 2024 with exercise price of Rs.10 are 68110 options (31 March 2023: 66,900 options and 31 March 2022: 65,300 options) and a weighted average remaining contractual life of all options are 1.35 years at 30 June 2024 and 1.60 at 31 March 2024.

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing.
The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Weighted average fair value of the options at the grant dates (INR)	1193.26	1193.26	1193.26	1193.26
Dividend yield (%)	0%	0%	0%	0%
Risk free interest rate (%)	4.97% to 5.67%	4.97% to 5.67%	4.97% to 5.67%	4.97% to 5.67%
Expected life of share options (years)	2 to 3 years	2 to 3 years	2 to 3 years	2 to 3 years
Expected volatility (%)	39.07% to 44.26%	39.07% to 44.26%	39.07% to 44.26%	39.07% to 44.26%
Weighted average share price (INR)	1193.26	1193.26	1193.26	1193.26

(Amount in INR Millions, unless otherwise stated)

(b) Next Leap Carrer Solutions Private Limited Employee Stock Option Plan 2021

The board vide its resolution dated 8 July 2021 and members in the extra ordinary general meeting held on 19 July 2021, approved the "The Next Leap Stock Option Plan, 2021 – Amended and Restated", which was further amended in the Board meeting dated 10 January 2023 in the extra ordinary general meeting held on 10 January 2023, for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

Once vested, the options remain exercisable for a period of 5 years.

The following table illustrates the number and Weighted Average Exercise Prices (WAEP) of, and movements in, share options during the period/year.

	30 June 2024		31 March 2024		31 March 2023	
Particulars	**Number**	**WAEP (INR)**	**Number**	**WAEP (INR)**	**Number**	**WAEP (INR)**
Options outstanding at beginning of period/year	45,511	10	63,380	10	64,009	10
Add:						
Options granted during the period/year	-	-	500	10	-	-
Less:					-	
Options exercised during the period/year	-	-	18,369	-	-	-
Options forfeited during the period/year	-	-	-	-	629	-
Options outstanding at the end of period/year	**45,511**		**45,511**		**63,380**	
Option exercisable at the end of period/year	**19,850**		**19,850**		**34,074**	

The options outstanding at the period ending 30 June 2024 with exercise price of Rs.10 are 45,511 options and 31 March 2024 with exercise price of Rs.10 are 45511 options (31 March 2023: 63380 options) and a weighted average remaining contractual life of all options are 3.96 years at 30 June 2024.

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing.
The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	**30 June 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Weighted average fair value of the options at the grant dates (INR)	3.6	3.6	3.6	-
Dividend yield (%)	0%	0%	0%	-
Risk free interest rate (%)	5% to 5.6%	5% to 5.6%	5% to 5.6%	-
Expected life of share options (years)	3 to 4 years	3 to 4 years	3 to 4 years	-
Expected volatility (%)	46.1% to 42.6%	46.1% to 42.6%	46.1% to 42.6%	-
Weighted average share price (INR)	3.6	3.6	3.6	-

(Amount in INR Millions, unless otherwise stated)

'(c) Firstventure Employee Stock Option Plan 2021

The board vide its resolution dated 22 February 2021 approved Firstventure Corporation Private Limited Employee Stock Option Plan, 2021 for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.
Once vested, the options remain exercisable for a period of 06 months.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the period/year.

	30 June 2024		31 March 2024	
Particulars	**Number**	**WAEP (INR)**	**Number**	**WAEP (INR)**
Options outstanding at beginning of period/year	6,747	10	-	-
Add:				
Options granted during the period/year	-	-	6,747	10
Less:				
Options exercised during the period/year	-	-	-	-
Options forfeited during the period/year	-	-	-	-
Options outstanding at the end of period/year	**6,747**	**10**	**6,747**	
Option exercisable at the end of period/year	-		-	

The options outstanding at the period ending 30 June 2024 with exercise price of Rs. 10 are 6,747 options and 31 March 2024 with exercise price of Rs. 10 are 6,747 options and a weighted average remaining contractual life is 1.95 years at 30 June 2024 and as of 31 March 2024 for 2057 options are 1 year while remaining contractual life of 4690 options is 2 years respectively as per the shares granted with different vesting period.

The fair value of each option is estimated on the date of grant using the Black Scholes model. The following tables list the inputs to the used for the years / period ended:

	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Weighted average fair value of the options at the grant dates (INR)	354.8	354.8	-	-
Dividend yield (%)	-	-	-	-
Risk free interest rate (%)	7.31%	7.31%	-	-
Expected life of share options (years)	3 years	3 years	-	-
Expected volatility (%)	8.4%-9.0%	8.4%-9.0%	-	-
Weighted average share price (INR)	363.03	363.03	-	-

(Amount in INR Millions, unless otherwise stated)

45 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, the holding Company, does meet the applicability threshold for the period ended 30 June 2024 and 31 March 2023 Corporate Social Responsibility ("CSR") was applicable and CSR committee has been formed by the Company as per the Act.The areas for CSR activities are skill development, environment protection and sustainability and health and safety. The funds required to be spent and funds spent during the year are explained below:
Whereas for period ended 31 March 2024 & 31 March 2022 Company does not meet threshand hence company is not required to spend funds on Corporate Social Responsibility ("CSR") activities.

45.01

Particulars	30 June 2024	31 March 2024	31 March 2023	31 March 2022
Gross Amount required to be spent as per Section 135 of the Act	0.75	-	0.58	-
Add: Amount Unspent from previous period/year	-	-	-	-
Total Gross amount required to be spent during the period/yea	0.75	-	0.58	-

45.02

Amount approved by the Board to be spent during the period/year	-	1.00	0.80	-

45.03 **Amount spent during the period/year on**

(i) Construction/acquisition of an asset	-	-	-	-
(ii) On purposes other than (i) above	-	1.00	0.80	-

No amount has been spent on CSR activities during the period ending June 2024

45.04 **Contribution to Related Parties/ CSR Expenditure incurred with Related Parties**

Name	Nature of Relationship	30 June 2024	31 March 2024	31 March 2023
Contribution to Sornammal Education Trust	Entities in which the Key Managerial personnel has significant influence	-	-	0.40
Contribution to The Ma Foi Foundation	Entities in which the Key Managerial personnel has significant influence	-	1.00	0.20

46 Additional Regulatory Information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iii) The Group does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

(iv) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(v) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017

(vi) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial period/year.

(vii) Utilisation of Borrowed funds and share premium:
(A) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a)directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
(b)provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(B)The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(a)directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b)provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(viii) The Group does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (and previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(ix) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(Amount in INR Millions, unless otherwise stated)

47 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has distributed dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current borrowing which represents term loans from banks and financial institutions and Debentures (both Non-Convertible Debentures and Compulsorily Convertible Debentures) and current borrowing in the form of Cash Credits and Overdraft Facilities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

		30 June 2024	31 March 2024	31 March 2023	31 March 2022
Equity		856.85	827.64	354.28	83.24
Convertible preference share		-	-	-	-
Total equity	(i)	856.85	827.64	354.28	83.24
Borrowings other than convertible preference shares		613.36	586.82	495.15	290.24
Less: cash and cash equivalents		(31.40)	(52.06)	(19.24)	(49.05)
Total debt	(ii)	581.96	534.76	475.91	241.19
Overall financing	(iii) = (i) + (ii)	1,438.81	1,362.40	830.19	324.43
Gearing ratio	(ii)/ (iii)	0.40	0.39	0.57	0.74

No changes were made in the objectives, policies or processes for managing capital during the period/year ended 30 June 2024, 31 March 2024, 31 March 2023 and 31 March 2022.

48 Contingent liabilities

There are no contingent liabilties of the company as on 30 June 2024.

49 Subsequent Events

On 10 July 2024, the company has acquired the remaining stake of 48.99 % in Ma Foi Strategic Consultants Private Limited, 49.02% in CIEL Skills and Careers Private Limited and 14% in Integrum Technologies Private Limited for a total consideration of Rs. 160.76 Mn, Rs.151.38 Mn and Rs. 14.00 Mn respectively. The purchase consideration for the acquisition of remaining stake was discharged by issuance of equity shares of the company. Further the company has entered into a definitive agreement to acquire the remaining stake of 23.5% in Integrum Technologies Private Limited over a period of two years.

On 04 October 2024, the Company entered into a Share Purchase Agreement (SPA) and a Shareholders Agreement (SHA) to acquire 100% stake in Thomas Assessments Private Limited (TAPL) and People Metrics Private Limited (PMPL). Pursuant to the terms of the SPA and SHA, the company has acquired 51% stake in both TAPL and PMPL for a total purchase consideration of INR 94.74 million, resulting in TAPL and PMPL becoming subsidiaries of the Company. Additionally, the Company has a contractual commitment to acquire the remaining non-controlling interests in these entities in future tranches.

50 The Code on Social Security 2020

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.
The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

For and on behalf of the Board of Directors of
CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 13 November 2024

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 13 November 2024

Aditya Narayan Mishra
Managing Director & CEO
DIN: 05303409

Place: Bangalore, India
Date: 13 November 2024

Saurabh Ashok More
Group Chief Financial Officer

Place: Bangalore, India
Date: 13 November 2024

Lalita Pasari
Company Secretary

Place: Bangalore, India
Date: 13 November 2024

OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the (i) audited financial statements of our Company for Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024; and (ii) one of our Material Subsidiaries, NLCSPL as identified in accordance with the SEBI ICDR Regulations, for Fiscals 2023 and 2024 and the three month period ended June 30, 2024, the period during which NLCSPL has been the Subsidiary of the Company,together with all the annexures, schedules and notes thereto ("**Audited Financial Statements**") are available on our website at https://www.cielhr.com/financials/standalone-cielhr/ and https://www.cielhr.com/financials/material-subsidiaries/, respectively. The audited financial statements of TAPL has not been made available as it was classified as our Company's Subsidiary post June 30, 2024. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, its Subsidiaries or any entity in which it or its shareholders may have significant influence and should not be relied upon or used as a basis for any investment decision. Neither the Company, its Subsidiaries or any of its advisors, nor any of the Book Running Lead Managers or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Standalone Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from Restated Financial Statements and other non-GAAP information required to be disclosed under the SEBI ICDR Regulations are set forth below:

(in ₹ million other than share data)

Particulars	As at and for Fiscal			Three month period ended June 30, 2024
	2022	2023	2024	
Share capital	41.85	43.92	80.84	80.90
Net worth	35.15	308.57	772.03	802.15
Basic earnings per Equity Share (in ₹/share)	3.47	(1.34)	2.55	0.80*
Diluted earnings per Equity Share (in ₹/share)	3.27	(1.34)	2.53	0.79*
Net Asset Value per Equity Share (in ₹/share)	1.68	14.05	19.10	19.83
EBITDA *(₹ million)*	108.84	62.35	216.95	70.95

Certain non-GAAP financial measures, such as EBITDA and Net Asset Value per Equity Share, presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company's operating performance.

See "Risk Factors –Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition" on page 56.

Summary of Related Party Transactions

For details of the related party transactions in accordance with Ind AS 24, see *"Restated Consolidated Financial Information – Note 40 – Interest in Other Entities"* on page 351.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at June 30, 2024, as derived from our Restated Consolidated Financial Statements. This table should be read in conjunction with "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information*" and "*Risk Factors*" on pages 371, 291 and 28, respectively.

(in ₹ million, except ratios)

Particulars	Pre-Offer as at June 30, 2024	Post-Offer**
Borrowings*		
Current Borrowings (A)	562.03	[●]
Non Current Borrowings (including current maturity) (B)	51.33	[●]
Total Borrowings (C = A+B)	613.36	[●]
Total Equity		
Equity Share Capital (D)	80.90	[●]
Other Equity (E)	722.29	[●]
Non-Controlling Interest (F)	53.66	[●]
Total Equity (G = D+E+F)	856.85	[●]
Non Current Borrowings/ Total Equity (H = B/G)	0.06	[●]
Total Borrowings/ Total Equity (I = C/G)	0.72	[●]

Borrowings with original contractual maturity of more than 1 year are classified as long term as per guidance note of Schedule III of the Companies Act, 2013. All other borrowings have been classified as short term. Long term borrowings include borrowings from banks and others.

***The corresponding post Offer capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the book building process and hence the same have not been provided in the above statement.*

FINANCIAL INDEBTEDNESS

Our Company and its Subsidiaries avail credit facilities in the ordinary course of business. For details regarding the borrowing powers of our Board, see "*Our Management - Borrowing Powers of our Board*" on page 271.

Set forth below is a brief summary of the aggregate borrowings by our Company and our Subsidiaries as of August 31, 2024 on a consolidated basis:

(in ₹ million)

Category of borrowings	Sanctioned amount	Outstanding amount as on August 31, 2024
Fund Based		
Debentures	45.20	45.20
Overdraft/Working Capital Demand Loan	803.69	648.37
Loans from Related Parties	10.20	7.53
Bill Discounting Facility	60.00	0.09
Term loan	7.37	5.88
Total (A)	**926.46**	**707.07**
Non-Fund Based		
Bank Guarantee	10.00	9.13
Total (B)	**10.00**	**9.13**
Total (C) = (A) + (B)	**936.46**	**716.20**

* *As certified by Manian & Rao, Chartered Accountants, pursuant to their certificate dated November 19, 2014.*

Principal terms of the facilities sanctioned to our Company and our Subsidiaries:

1. ***Interest:*** The interest rate for the working capital facilities and term loans availed by our Company and our Subsidiaries ranges from 7.50% to 14.50% per annum.

2. ***Tenor:*** The tenor of the facilities typically varies from repayable on demand to 84 months.

3. ***Security:*** Our facilities are typically secured by the creation of a charge over certain of our immovable properties, our fixed assets, our current assets, and personal guarantees by our Promoters and members of the Promoter Group and Corporate Guarantees of our Company in favour of our lenders.

4. ***Pre-payment:*** Certain facilities allow for pre-payment of the outstanding amount by serving prior notice to/ prior consent from the lender. Pre-payment may be subject to pre-payment penalties as may be prescribed.

5. ***Penal Interest:*** The terms of certain facilities availed by our Company and our Subsidiaries prescribe penalties for default in the repayment obligations of the Company, delay in creation of the stipulated security or in case of events of default. The penalty typically ranges from 1% to 4% per annum.

6. ***Re-payment:*** Our Company and our Subsidiaries are required to repay our borrowings on the maturity date or on such dates and/ or in such instalments as stipulated in the relevant loan documents. Certain of our loans are repayable on demand.

7. ***Events of Default:*** Borrowing arrangements entered into by our Company and our Subsidiaries contain standard events of default, including, *inter alia*:

   a) material adverse change in the ownership/ control or management of our Company and our Subsidiaries without prior approval of the lender;

   b) failure to pay outstanding principal and interest amounts on due dates;

   c) winding up, insolvency/ bankruptcy or dissolution;

   d) commencement of or existence of any legal proceedings/ investigations that may have a material adverse change/ effect; and

   e) cessation or change in business.

   This is an indicative list and there may be additional terms that may amount to an event of default under the borrowing arrangements entered into by our Company.

8. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, *inter alia*, are the consequences of occurrence of events of default, whereby the lenders may:

a) convert the outstanding amount into fully paid-up Equity Shares of our Company and our Subsidiaries , in their sole and absolute discretion;

b) withdraw or cancel the sanctioned facilities;

c) cancel all undrawn amounts and suspend further withdrawals of the facility;

d) enforce their security over the hypothecated /mortgaged assets;

e) seek immediate repayment of all or part of the outstanding amounts under the respective facilities; and

f) initiate legal proceedings for recovery of their dues.

This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by our Company, and the same may lead to consequences other than those stated above.

9. ***Restrictive Covenants:*** The facilities sanctioned to our Company and our Subsidiaries contain certain restrictive covenants, which require prior written consent of the lender or prior intimation to be made to the lender, including:

a) adverse changes in capital structure;

b) undertaking any new project, scheme of expansion or diversification or capital expenditure;

c) change in our constitution, structure, constitutional documents, members, composition of our Board, management control and legal and/or beneficial ownership; and

d) change in the shareholding pattern.

This is an indicative list and there may be such other additional terms under the borrowing arrangements entered into by our Company. We are also required to keep our lenders informed of any event likely to have a substantial effect on our business.

For the purposes of the Offer, our Company has obtained the necessary consents from our lenders as required under the relevant borrowing arrangements for undertaking activities relating to the Offer, such as, *inter alia*, effecting changes to our capital structure. For further details, see "*Risk Factors – We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, accelerated repayment schedule, enforcement of security, and suspension of further drawdowns, which may adversely affect our business operations and financial performance*" on page 43.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Statements on page 291. Our Restated Consolidated Financial Information has been prepared in accordance with Ind AS and restated in accordance with the requirements of Section 26 of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note. Ind AS differs in certain material respects from IFRS and US GAAP. See "Risk Factors –Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition" on page 56.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2022, 2023 and 2024, and three month period ended June 30, 2024 included herein is based on or derived from our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 291. Please also refer to "Definitions and Abbreviations" on page 1 for certain terms used in this section. The Restated Consolidated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward- looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See "Forward-Looking Statements" and "Risk Factors" on pages 26 and 28, respectively.

Unless the context otherwise requires, in this section, references to "our Company" or "the Company" refers to CIEL HR Services Limited on a standalone basis, and references to "we", "us", "our" refers to CIEL HR Services Limited and its Subsidiaries on a consolidated basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report on Human Resources Management Services Market in India" dated November 19, 2024 (the "**F&S Report**") which is exclusively prepared for the purpose of the Offer and issued by Frost & Sullivan ("**F&S**") and is exclusively commissioned for an agreed fee and paid for by our Company in connection with the Offer. F&S was appointed pursuant to an engagement letter entered into with our Company dated May 21, 2024. F&S is an independent agency and is not a related party of our Company, our Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. Further, the F&S Report was prepared on the basis of information as of specific dates and opinions in the F&S Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. F&S has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and has further advised that it has taken due care and caution in preparing the F&S Report based on the information obtained by it from sources which it considers reliable. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the F&S Report will be available on the website of our Company at https://cielhr.com/investors/industry-report from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date. Further, the F&S Report is not a recommendation to invest or disinvest in any company covered in the report. Prospective investors are advised not to unduly rely on the F&S Report. The views expressed in the F&S Report are that of F&S. For more information and risks in relation to commissioned reports, see "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Frost & Sullivan exclusively commissioned and paid for by us for such purpose and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 51. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 23.*

OVERVIEW

We are the only company in India that offers a comprehensive suite of technology-driven human resources solutions across the entire human resource chain impacting every part of the employee lifecycle as of June 30, 2024. (*Source: F&S Report*) We offer multiple human resource services and technology platforms catering to the needs of a wide range of sectors. Our human resource services offer targeted support in recruitment, staffing, payroll processing, strategic HR advisory, and skill development, thereby enabling organizations to attract, retain, and develop top talent effectively. Complementing these services are our technology platforms which provide mechanisms for evaluating employee competencies, enhancing learning experiences, managing employee lifecycle, upskilling, ensuring regulatory compliance, and fostering workforce engagement. Our revenue from operations achieved a CAGR of 62.00% between Fiscal 2021 and Fiscal 2024. The HR solutions industry average CAGR was approximately 18.1% between Fiscal 2021 and Fiscal 2024. (*Source: F&S Report*)

Set out below are the various human resource services ("**HR Services**") and technology platforms ("**HR Tech Platforms**") provided by us:

Sr. No.	HR Service	Brand
7.	Professional staffing	CIEL HR inspired by science
8.	Value staffing	
9.	Search, selection and recruitment process outsourcing	
10.	HR managed services	MA FOI A CIEL HR GROUP COMPANY
11.	HR advisory	
12.	Skilling	CIEL SKILLS & CAREERS

Sr. No.	HR Tech Platform	Brand
7.	Talent Assessment and Development	JOMBAY A CIEL HR GROUP COMPANY
8.	Talent Engagement	WOW
9.	Employee learning experience	courseplay A CIEL HR GROUP COMPANY
10.	Human resource management system	hf HfactoR A CIEL HR GROUP COMPANY
11.	Fresher upskilling	ProSculpt
12.	Statutory compliance management	ezycomp EASY, ACCURATE AND RELIABLE

Further, set out below is the contribution of our HR Services and HR Tech Platforms to our revenue from operations as well as the EBITDA margin for the periods indicated:

Segment	Fiscal 2022			Fiscal 2023			Fiscal 2024			Three month period ended June 30, 2024		
	Revenue from operations *(in ₹ million)*	**% contribution to Revenue from operations**	**EBITDA margin (%)**	**Revenue from operations *(in ₹ million)***	**% contribution to Revenue from operations**	**EBITDA margin (%)**	**Revenue from operations *(in ₹ million)***	**% contribution to Revenue from operations**	**EBITDA margin (%)**	**Revenue from operations *(in ₹ million)***	**% contribution to Revenue from operations**	**EBITDA margin (%)**
HR Services	5,278.30	99.78	2.19	7,996.00	99.14	0.66	10,625.25	96.82	1.36	3,181.36	96.77	1.71
HR Tech Platforms	11.42	0.22	(60.79)	69.49	0.86	13.48	349.29	3.18	31.54	106.05	3.23	28.23
Total segmental	**5,289.72**	**100.00**	-	**8.065.49**	**100.00**	-	**10,974.54**	**100.00**	-	3,287,41	**100.00**	-

* *Including inter segment revenue.*

Across our entire solutions offerings, we cater to a broad spectrum of industries. During Fiscals 2022, 2023 and 2024 and the three month period ended June 30, 2024, we served 4,019 customers. Some of our key customers include, Scootsy Logistics Private Limited (a wholly owned subsidiary of Swiggy Limited), Puma Sports India Private Limited, Niva Bupa Health Insurance Company Limited, Axis Bank Limited, Brigade Enterprises Limited, Blue Star Limited and Aditya Birla Group. Set out below are contributions to our revenue from operations for the periods indicated, from the key sectors in which our customers operate:

Key Sectors	Fiscal 2022		Fiscal 2023		Fiscal 2024		Three month period ended June 30, 2024	
	Revenue from operations ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations** ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations** ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**	**Revenue from operations** ***(in ₹ million)***	**Percentage contribution to Revenue from operations (%)**
Consumer, Retail and Service	2,101.05	39.83	3,249.58	40.64	3,691.17	34.00	957.90	29.46
Manufacturing and engineering	1,461.73	27.71	2,630.53	32.90	3,341.13	30.77	959.00	29.49
IT/ ITES	330.12	6.26	435.29	5.44	1,039.95	9.58	345.85	10.64
Energy, Process and Infrastructure	550.97	10.44	580.71	7.26	644.86	5.94	175.29	5.39
Agriculture	415.97	7.88	369.56	4.62	587.61	5.41	168.04	5.17
Construction	50.00	0.95	71.23	0.89	409.34	3.77	199.91	6.15
BFSI	110.67	2.10	216.87	2.71	330.75	3.05	81.38	2.50
Pharmaceuticals and life sciences	38.89	0.74	77.19	0.97	154.13	1.42	54.35	1.67
Logistics	87.25	1.65	102.08	1.28	149.62	1.38	32.11	0.99
Education / EdTech	70.97	1.35	74.21	0.93	95.74	0.88	24.18	0.74
Automotive	4.72	0.09	12.86	0.16	38.24	0.35	33.08	1.02
MEH (Media, Entertainment, and Hospitality)	0.72	0.01	0.75	0.01	12.87	0.12	0.40	0.01
Telecom	-	-	-	-	7.58	0.07	1.81	0.06
Staffing	-	-	0.64	0.01	4.45	0.04	0.93	0.03
Mining	-	-	-	-	0.34	-	-	-
Chemical	-	-	-	-	0.19	-	-	-
Others	52.42	0.99	174.83	2.19	349.39	3.22	217.59	6.69
Total	**5275.48**	**100.00**	**7996.35**	**100.00**	**10857.35**	**100.00**	**3251.81**	**100.00**

Our business operates on asset-light model which is scalable due to low capital expenditure requirements. While our Company runs 18 offices, we have expanded our presence across the country through a business partnership model wherein we enter into agreements with business partners who possess expertise in the HR solutions industry. These business partners open offices in various locations using our brand name and source and service customers on our behalf. This model serves as a source of revenue enabling deeper market penetration. As on June 30, 2024, we have (i) 49 business partners across 33 locations; and (ii) 67 offices across India out of which 49 have been opened and are run by business partners, with a notable presence in tier two and three cities maintaining a significant footprint in the HR solutions sector in India. (*Source: F&S Report*)

In addition to being asset-light, we have a proven track record of inorganic growth through acquisitions and successful integration of the acquired businesses. We have successfully acquired and integrated the following companies during the last three Fiscals and the three month period ended June 30, 2024:

Sr. No.	Name of company	Capabilities acquired
4.	Next Leap Career Solutions Private Limited (**Jombay**)	Talent assessment, development and engagement platform
5.	Aargee Staffing Services Private Limited	Professional staffing services in IT/ ITeS
6.	Firstventure Corporation Private Limited (**Courseplay**)	Learning experience platform, Learning management system, Recruitment automation

We are focused on acquiring those businesses which enable us to access new clients, new sectors and/ or new services and platforms, thereby improving our synergies and profit margins. See, "- *Our Competitive Strengths – Proven track record of inorganic growth, integration and augmented financial performance*" on page 230. Further, our Company has also acquired 51% of the shareholding in each of People Metrics Private Limited and Thomas Assessments Private Limited pursuant to the share purchase agreement dated October 4, 2024. As on the date of this Draft Red Herring Prospectus, People Metrics Private Limited and Thomas Assessments Private Limited are subsidiaries of the Company. See, "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Thomas Assessments Private Limited and People Metrics Private Limited*" on page 258.

Our Promoters, Aditya Narayan Mishra (Managing Director and CEO), Santhosh Kumar Nair (Executive Director and COO) and Doraiswamy Rajiv Krishnan (Executive Director) have significantly contributed to our Company's growth, leveraging their years of experience and industry knowledge to drive strategic decisions and long-term success. Additionally, our Promoter Chairperson, Pandiarajan Karuppasamy and our Promoter Director, Hemalatha Rajan have a combined experience of over 43 years in the human resources industry. They were the original promoters of Ma Foi Management Consultants Private Limited ("**Erstwhile Ma Foi**"), an HR company which was subsequently acquired by a global staffing company.

We have been recognized as 'Great Place to Work' in the 'Mid-Size Organisations' by Great Place to Work Institute, India from January, 2024 to January, 2025 and received the ISO 9001:2015 certificate in accordance with QACS International Private Limited. For details, see "*History and Certain Corporate Matters – Awards, accreditations and recognition*" on page 256.

The table below sets out some of our financial performance measures as at the dates and for the periods indicated below.

Particulars	Fiscal			Three month period ended
	2022	2023	2024	June 30, 2024
Revenue from operations (1) *(₹ million)*	5,275.48	7,996.35	10,857.35	3,251.81
Revenue growth rate YoY (2) (%)	NA	51.58	35.78	NA
Gross profit (3)	392.92	636.07	994.88	306.67
Gross margin(4) (%)	7.45	7.95	9.16	9.43
EBITDA(5) *(₹ million)*	108.84	62.35	216.95	70.95
EBITDA Margin(6) *(%)*	2.06	0.78	2.00	2.18
Adjusted EBITDA (7) (*₹ million*)	108.92	125.97	253.95	72.79
Adjusted EBITDA margin (8) (%)	2.06	1.58	2.34	2.24
Profit/(loss) for the period/year ended (9) *(₹ million)*	68.75	(31.53)	108.48	31.71
Profit/(loss) for the period/year ended Margin(10) (%)	1.30	(0.39)	1.00	0.98
ROE(11) (%)	193.99	(9.39)	12.90	16.09
ROCE(12) (%)	25.67	4.58	13.18	15.43
Net cash flows/used in operating activities (13) (₹ *million*)	(71.16)	(171.56)	(52.55)	53.39
D/E (14)	9.38	1.72	0.79	0.80
WC Days (15)	8	10	14	13
DC (16)	19,842	25,831	34,516	36,145
Dividend (17) (%)	10.00	12.00	14.00	NA
Revenue from operations – HR Services (18) (₹ *million*)	5,278.30	7,996.00	10,625.25	3,181.36
Segmental GP Contribution - HR Services (19)	395.74	635.72	762.78	236.22
Segmental EBITDA Contribution - HR Services (20)	115.79	52.98	144.32	54.33
Revenue from operations – HR Tech Platform (21) (₹ *million*)	11.42	69.49	349.29	106.05
Segmental GP Contribution - HR Tech Platforms (22)	11.42	69.49	349.29	106.05
Segmental EBITDA Contribution – HR Tech Platforms (23)	(6.94)	9.37	110.18	29.94

As certified by Manian & Rao, Chartered Accountants, through their certificate dated November 19, 2024.

Notes:

(24) *Revenue from operations is as per Restated Financial Information.*
(25) *Revenue from operations growth (%) refers to growth in the revenue from operations over the years*
(26) *Gross Profit : Revenue from operations as reduced by the Direct cost*
(27) *Gross Profit margin: Gross Profit/ revenue from operations*
(28) *EBITDA: Sum of Profit/(loss) for the year, Total tax expense, Finance costs, Depreciation and amortization expense & Exceptional items as reduced by other income.*
(29) *EBITDA margin (%): EBITDA for the relevant financial divided by Revenue from operations*
(30) *Adjusted EBITDA : Employee Stock Option Scheme Compensation + Performance Bonus(Next LeapCarrer Solution Private Limited) s-Corporate and HR Event(Next LeapCarrer Solution Private Limited)s-Exchange Gain*
(31) *Adjusted EBITDA margin (%): Adjusted EBITDA for the relevant financial divided by Revenue from operations*
(32) *Profit for the year/period year is as per Restated Consolidated Financial Information.*
(33) *Profit Margin is calculated by dividing profit for the period/year to revenue from operations for the year/period*
(34) *Return on Equity: Profit/(Loss) for the period/year attributable to Owners of the parent divided by Equity attributable to owners of the parent*
(35) *Return on Capital Employed : Earnings Before Interest and Tax divided by Capital Employed(Total Equity+ Non Current Borrowings+ Current Borrowings+ Non Current Lease Liabilities+ Current Lease Liabilities- Cash and Cash Equivalents- Bank balances other than cash and cash equivalents)*
(36) *Net cash flows/used in operating activities as per Restated Financial information*
(37) *Debt to Equity Ratio : Total debt/ Equity attributable to owners of the parent*
(38) *Working Capital Days : = ((Total Current Assets – Total Current liabilities +Financial Liability payable to non-controlling shareholders)/Revenue from Operations)*365/90*
(39) *Deputee Count*
(40) *Dividend % is calculated as = Amount of dividend paid for the respective year divided by the equity share capital as at the end of respective year.*
(41) *Revenue from Operations - H R Services as per Restated Financial Statements including inter segment revenue*
(42) *HR Services Segment Gross Profit Contribution= Revenue from operations of the HR Services including inter segment revenue – Direct expenses*
(43) *Sum of HR Services Segment profit, Depreciation and Amortization Expenses as reduced by Inter-segment revenues*
(44) *Revenue from Operations – HR Tech as per Restated Financial Statements including inter segment revenue*

(45) HR Tech segment Gross Profit Contribution= Revenue from operations of the HR Tech including inter segment revenue – Direct expenses
(46) Sum of HR Tech Segment profit, Depreciation and Amortization Expenses as reduced by Inter-segment revenues.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATION

The results of our operations and our financial conditions are affected by numerous factors and uncertainties, many of which may be beyond our control, including as discussed in "*Our Business*" and "*Risk Factors",* on pages 222 and 28, respectively. Set forth below is a discussion of certain factors that we believe may be expected to have a significant effect on our financial condition and results of operations:

Retention of talent

During Fiscal 2022, 2023, 2024 and the three month period ended June 30,2024, HR Services have contributed to 99.93%, 99.33%, 97.04% and 96.88%, respectively to our revenue from operations. Our HR Services primarily depends on our ability to attract and retain qualified Deputees who possess the skills and experience necessary to meet the staffing requirements of our clients. As of March 31, 2022, 2023 and 2024 and June 30, 2024, our Deputee count was 19,842, 24,821, 34,404 and 36,118, respectively. We rely on Deputees to provide services to our clients. Our professional staffing and value staffing HR Services are dependent upon the performance of our Deputees. Accordingly, our results of operations depend on our ability to recruit deputees on time and in the right volumes to meet the demand of our clients. Further, as we serve a diverse client base in a wide range of industries, it is also critical for us to identify, attract and retain deputees with requisite skills, including sector-specific expertise, to satisfy the requirements of our clients. If any of our Deputees do not perform in accordance with the instructions or standards established by the customers or agreed by us, and our customers become dissatisfied with the performance of our Deputees, our reputation and ability to maintain or expand our client base may be adversely affected.

Maintaining our customer relationship

During Fiscals 2022, 2023 and 2024, and the three month period ended June 30, 2024, we served 4,019 customers. Across our entire solutions offerings, we have a diverse customer base from a variety of industries including consumer, retail and service, manufacturing and engineering, IT/ ITES, energy, process and infrastructure and agriculture. Additionally, the average years of relation with our top 10, top 15 and top 20 customers is 5.06 years, 4.65 years and 4.43 years, respectively. Furthermore, the growing wallet sizes of certain of our customers and/ or customer groups between Fiscals 2022 and 2024. Our comprehensive suite of technology-driven human resources solutions has helped us develop long standing relationships with clients and has brought us repeat business over the years. We believe that our shift towards technology-driven solutions has helped strengthen client relationships, improved client retention and created a strong pipeline of future business. We believe our ability to offer diverse solutions that cater to the needs of our customers across business verticals has allowed us to deepen our relationships with our customers and enabled us to target a greater share of their requirements thereby leading to recurring business.

The loss of all or a significant portion of sales to any of our top 10 customers, for any reason (including the loss of contracts or inability to negotiate favourable terms, failure to meet their quality specification, technological changes, a decline in market share of these customers in their respective industries or high growth segments, disputes with these customers, adverse changes in their financial condition, insolvency or bankruptcy of these customers, decrease in their sales, facility closures, any action undertaken by the government affecting business of these customers, or labour strikes affecting their production), could have an adverse impact on our business, financial condition, results of operations, and cash flows.

HR Technology Platforms

Our in-house skilled team of technology professionals have developed customizable HR Tech Platforms such as (i) EzyComp, a cloud based compliance management platform, (ii) HfactoR, an application for HRMS software solutions, and (iii) ProSculpt (including Helevate), a platform offering skill development courses to fresh graduates and acquired certain HR Tech Platforms including (i) Courseplay, an application for employee learning, and (ii) Jombay, a talent assessment, development and engagement platform. We have control over the development, updates, and upgrades as our HR Tech Platforms are indigenous. This autonomy allows us to quickly adapt to evolving industry trends and client needs without relying on external vendors. During Fiscals 2022, 2023,2024 and the three month period ended June 30, 2024, we incurred ₹11.56 million, ₹49.86 million, ₹111.67million and ₹57.83 million, respectively, on technology expense. Maintaining and upgrading our technology presents risks, including potential disruptions from design or deployment errors, delays, or deficiencies that could affect platform availability. As new technologies emerge, our systems may become obsolete or less efficient, and competitors could gain an edge with superior solutions. Adopting new or enhanced technologies is essential for growth but can be costly, time-consuming, and disruptive. Failing to do so promptly may harm service quality and profitability, impacting our operational results. Additionally, the segmental EBITDA contribution of HR Tech Platforms for Fiscal 2024 was 110.18%. Accordingly, our ability to increase and/or maintain the proportion of our high-margin business segment, HR Tech Platforms, compared to the proportion of our relatively thin margin HR Services segment is a primary factor impacting our financial statements and business.

Competition

The staffing solutions industry in India is highly fragmented, with over 2,000 – 2,500 companies operating in this market. CIEL HR faces competition from both organized and unorganized players, depending on the nature and location of the services provided. Many industries the Company operates in have low entry barriers, resulting in competition from both the unorganized segment and established players with substantial marketing and financial resources. Additionally, the Company faces competition from regional firms that may have a better understanding of local markets and advantages in regional and language-specific contexts. CIEL HR competes based on factors such as its network of offices, client relationships, technological and operational excellence, and both organic and inorganic growth and integration. The Indian workplace is undergoing a significant transformation, with traditional office spaces giving way to a more distributed workforce model. This trend has fueled the rapid adoption of HR tech solutions, providing ground for several players to emerge offering various types of HR solutions. Our continued success depends on our ability to compete effectively by providing high-quality service levels and developing strong relationships and value-added services to our existing and future clients.

General economic factors and the regulatory environment

Demand for our services is significantly affected by the general level of economic activity and economic conditions in the various geographies of India and the sectors in which we operate. Deterioration in economic conditions in any of the key geographies or sectors that we operate in may lead to lower demand for our services. Any deterioration in global markets may also have a corresponding effect on our operations as some of our top clients are multinational corporations with operations in India. Any decision by our multi-national clients to reduce or exit their emerging markets operations may significantly impact our financial condition. In addition, the services we provide in India are subject to complex laws and regulations, which vary from state to state in India and are subject to change. Changes in laws or government regulations may result in the prohibition or restriction of certain types of employment services we are permitted to offer or the imposition of new or additional benefits, licensing or tax requirements that could reduce our revenues and earnings. Alternatively, labour law reforms can expand the market for our services and have a favourable effect on our results of operations.

Demand for staffing solutions especially is significantly affected by the general level of economic activity and economic conditions in the various regions and sectors which we serve. An economic downturn in a region or sector which we serve may adversely affect our operations, as the use of temporary employees may decrease or fewer permanent employees may be hired. Many of our clients are multi-national corporations, and we may be affected by a downturn in the global markets as well. When economic activity increases, temporary employees or contract workers are often engaged before full-time employees are hired. During periods of economic downturn, however, many companies reduce their use of temporary employees before laying off full-time employees. However, it is also possible that during periods of temporary economic downturn, companies choose to engage temporary workforce as opposed to permanent employees. We could experience more competitive pricing pressure during periods of economic downturn.

Regulatory Environment for the Labor Market in India

labour and employment laws in India are enacted both by the Centre and the State. India thus has a very comprehensive set of legislations with reference to labour and employment. These laws and regulations include the CLRA Act, the ESI Act, the Payment of Wages Act, the Minimum Wages Act, the Payment of Bonus Act, the Employees' Provident Fund and Miscellaneous Provisions Act, the Payment of Gratuity Act, the Equal Remuneration Act, the Employees Compensation Act, the Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, the Maternity Benefit Act, the Inter State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, the Industrial Disputes Act, Industrial Employment (Standing Orders) Act, the Child and Adolescent Labour (Prohibition and Regulation) Act, the Apprentices Act, the relevant labour welfare fund legislations and the shops and commercial establishments legislations, which vary from state to state in India and are subject to change. These laws and regulations sometimes limit the size and growth of the HR solutions markets.

Additionally, the GoI has introduced the (a) the Code on Wages, 2019 ("**Wages Code**"); (b) the Code on Social Security, 2020 ("**Social Security Code**"); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future.

SIGNIFICANT ACCOUNTING POLICIES

Set forth below is a summary of our most significant accounting policies adopted in preparation of the Restated Consolidated Summary Statements.

These notes provide a list of the material accounting policies adopted in the preparation of this Restated Consolidated Financial Information. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. Business combinations

(i) Common control business combinations

Business combination involving entities that are controlled by the Group are accounted for using the pooling of interest method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- The financial information in the consolidated financial information in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- The balance of the retained earnings appearing in the consolidated financial information of the transferor is aggregated with the corresponding balance appearing in the consolidated financial information of the transferee or is adjusted against general reserve.
- The identity of the reserve are preserved and the reserves of the transferor becomes the reserves of the transferee.
- The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

(ii) Other than common control business combinations:

In accordance with Ind AS 103, the Group accounts for the business combinations (other than common control business combinations) using the acquisition method when control is transferred to the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The Group has elected to apply Ind AS 103, Business combinations prospectively to business combinations occurred after 1 April 2022 i.e. the transition date. Business combinations occurred prior to the transition date have not been restated.

B. Revenue from contract with customer

(i) Sale of services

Revenue is recognised to the extent that it is highly probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

Revenue from staffing services is recognised over time since the customer simultaneously receives and consumes the benefits. The invoicing for these services is either based on cost plus a service fee model or fixed fee.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the entity and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The entity has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks.

Revenues in excess of invoicing are classified as Contract Assets (unbilled revenue), while invoicing in excess of revenues are classified as Contract Liability (unearned revenue).

Revenue from recruitment services is recognised at a point in time based on satisfaction of specific performance criteria included in contractual arrangements with customers.

Revenue from skilling, advisory services, HRMS platform and assessment platform are recognised over time based on satisfaction of specific performance criteria included in contractual arrangements with customers. Subscription revenues from learning management platform is recognised over time through the period of subscription.

Revenue from skilling, advisory services, HRMS platform and assessment platform are recognised over time based on satisfaction of specific performance criteria included in contractual arrangements with customers.

Subscription revenues from learning management platform is recognised over time through the period of subscription.

(ii) *Other Income*

a) Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit and Loss.

b) Dividend Income

Dividend income is recorded when the right to receive payment is established.

(iii) *Contract Balances*

a) Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivables represents the Group's right to an amount of consideration that is unconditional.

b) Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

(iv) *Investments*

Investment in equity instruments are measured at cost less impairment. Dividend income is recognised when its right to receive the dividend is established. The acquired investment are measured at acquisition date fair value.

(v) *Property, plant and equipment*

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

(vi) *Depreciation methods, estimated useful lives*

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act. All items of property plant and equipment are stated at cost less accumulated depreciation and impairment loss if any.

The useful life of PPE is the period over which PPE is expected to be available for use by the Group.

Property, plant and equipment	Useful Life
Furniture and Fixtures	05 years
Office Equipment	05 years
Computers:	
- Servers	06 years
- End user devices such as, desktops, laptops etc.	03 years
Vehicles	08 years

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/disposal from property plant and equipment is provided up to the date preceding the date of sale/disposal as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

(vii) *Goodwill*

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses. Goodwill is not amortised; however it is tested annually for impairment and whenever there is an indication that the unit may be impaired and carried at cost less any accumulated impairment losses.

For the purpose of impairment testing, the goodwill is allocated to a cash-generating-unit ("**CGU**"), which are expected to benefit from the acquisition-related synergies and represent the lowest level within the entity at which the goodwill is monitored for internal management purposes, within an operating segment. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

(viii) *Other Intangible Assets*

Intangible assets are stated at acquisition cost, net of accumulated amortization.

a) Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred.

Development Cost that are directly attributable to the design and testing of identifiable and unique software products are recognised as intangible assets where criteria mentioned in point (b) below are met. Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

b) Internally generated: Research and development

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalised include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

c) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost).

The Group amortized intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Useful life
Computer software	03 years
HR platforms	05 years
Brand	10 years
Non-compete	04 years

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are not amortised. Such intangible assets are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

(ix) *Trade and other payables*

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

(x) *Foreign Currency Transactions*

a) Functional and presentation currency

Items included in the consolidated financial information are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Group's functional and presentation currency.

b) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date and the exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

(xi) *Fair value measurement*

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Group.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Group's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial information are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

(xii) *Taxes*

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

a) Current income tax

Income tax expense comprises current tax expense and deferred tax charge or credit during the year. Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year/period end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

b) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in consolidated financial information. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the Consolidated Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(xiii) Leases

a) The Group as a lessee:

The Group 's lease asset classes primarily consist of leases for office space. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the group under residual value guarantees
- the exercise price of a purchase option if the group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right – of - use asset is depreciated over the underlying asset's useful life.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(xiv) Impairment of non-financial assets

The Group assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Group estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. 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. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit).

(xv) *Provisions and contingent liabilities*

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(xvi) *Cash and cash equivalents*

Cash and cash equivalents in the balance sheet comprise balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft.

(xvii) *Financial instruments*

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(xviii) *Financial assets*

Initial recognition and measurement: At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss

Subsequent measurement: For purposes of subsequent measurement, financial assets are classified in following categories:

a) at amortized cost; or
b) at fair value through other comprehensive income; or
c) at fair value through profit or loss.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income ("**FVOCI**"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

(xix) Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

(xx) Derecognition of financial assets

A financial asset is derecognized only when

a) the rights to receive cash flows from the financial asset is transferred or
b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

(xxi) Financial liabilities

Initial recognition and measurement: Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement: The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss: Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Consolidated Statement of Profit and Loss.

Borrowings: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Consolidated statement of Profit and Loss.

Borrowing Cost: Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Derecognition: A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

(xxii) Employee Benefits

a) Short-term benefits

Short term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

b) Other long-term employee benefits

- Defined contribution plan

  Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Consolidated Statement of Profit and Loss.

- Defined benefit plans

Gratuity: The Group provides for gratuity, a defined benefit plan (the 'Gratuity Plan) covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise.

Leaves under defined benefit plans can be encashed only on discontinuation of service by employee.

- Share-based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Companies' best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(xxiii) Provision for Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period. A corresponding amount is recognised directly in equity.

(xxiv) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

(xxv) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). CODM evaluates the Group's performance and allocates resources based on the analysis of various performance indicators by business segments. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the Summary Statements. Accordingly, information has been presented across two segments as follows:

a) HR Services: It provides suite of HR services including Search, selection and recruitment process outsources services, Professional staffing, Value staffing, Payroll and compliance, HR advisory and Skilling services
b) HR Platforms: It operates platforms which provide various functions including Talent assessment and development, Talent engagement, Employee learning, Human resource management system, Fresher upskilling and Statutory compliance management

Further:

- Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter - segment revenue. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result.
- Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.
- Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.
- Segment results includes margins on inter-segment sales which are reduced in arriving at the profit before tax of the Group.
- Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.
- Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated business.

(xxvi) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial information were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

a) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognize deferred tax assets on the tax losses carried forward except for the unabsorbed depreciation.

b) Defined benefit plans (gratuity benefits and compensated absences)

The cost of the defined benefit plans such as gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.

c) Useful lives of property, plant and equipment and intangible assets

As described in the significant accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Useful lives of intangible assets is determined on the basis of estimated benefits to be derived from use of such intangible assets. These reassessments may result in change in the depreciation /amortization expense in future periods.

d) Impairment of non-financial assets and goodwill

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

e) Provisions

Provisions are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The litigations and claims to which the Group is exposed are assessed by management and in certain cases with the support of external specialised lawyers.

f) Provision for expected credit losses of trade receivables and contract assets

The Group uses a provision matrix to calculate expected credit loss (ECL) for trade receivables and contract assets.

The provision matrix is initially based on the Group’s historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates and ECLs is a significant estimate. The Group’s historical credit loss experience may also not be representative of customer’s actual default in the future.

KEY COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Set forth below are the key components of our statement of profit and loss from our continuing operations:

Total Income

Our total income comprises (i) revenue from operations; and (ii) other income.

Revenue from Operations

Revenue from operations comprises (i) Sale of HR Services, which includes professional staffing, value staffing, search, selection and recruitment process outsourcing services, HR managed services, HR advisory and skilling and (ii) sale of services from HR Tech Platforms, which provide various functions including talent assessment and development, talent engagement, employee learning experience, human resource management system, fresher upskilling and statutory compliance management.

Other Income

Other income primarily comprises of interest income on fixed deposits, interest on income tax refunds, and foreign exchange gain.

Expenses

Our expenses primarily comprise employee benefits expenses, finance costs, depreciation and amortization and other expenses.

Employee Benefits Expense

Employee benefit expense primarily comprises employee's salary and provident fund and other contributions, employee stock option compensation and employee gratuity and compensated absences.

Finance Costs

Finance cost primarily comprise interest expenses on borrowings, interest expenses on financial liabilities and lease liabilities and loan processing charges and other finance costs.

Depreciation and Amortisation Expense

Depreciation and amortisation expense primarily comprise depreciation of property, plant and equipment, amortization of intangible assets and depreciation of right of use assets.

Other Expenses

Other expenses comprise legal and professional fees, business partner fees, license fees, business promotion and sales expenses and office rent, travelling and conveyance, communication and IT expenses.

RESULTS OF OPERATIONS

The following tables set forth our selected financial data from our restated consolidated statement of profit and loss for Fiscals 2022, 2023 and 2024, and three month period ended June 30, 2024, the components of which are also expressed as a percentage of total income for such years:

Particulars	**For the year ended March 31**						**For the three month period ended**	
	2022		**2023**		**2024**		**June 30, 2024**	
	In ₹ million	**As a percentage of total income**	**In ₹ million**	**As a percentage of total income**	**In ₹ million**	**As a percentage of total income**	**In ₹ million**	**As a percentage of total income**
INCOME								
Revenue from operations	5,275.48	99.81	7,996.35	99.86	10,857.35	99.77	3,251.81	99.76
Other income	9.82	0.19	10.83	0.14	24.61	0.23	7.86	0.24
Total income (I)	**5,285.30**	**100.00**	**8,007.18**	**100.00**	**10,881.96**	**100.00**	**3,259.67**	**100.00**
EXPENSES								
Employee benefits expense	5,053.59	95.62	7,740.24	96.67	10,322.62	94.86	3,082.06	94.55
Finance costs	35.35	0.67	74.39	0.93	75.71	0.70	20.91	0.64
Depreciation and amortisation expense	15.67	0.30	24.64	0.31	41.33	0.38	17.63	0.54
Other expenses	113.05	2.14	193.76	2.42	317.78	2.92	98.80	3.03
Total expenses (II)	**5,217.66**	**98.72**	**8,033.03**	**100.32**	**10,757.44**	**98.86**	**3,219.40**	**98.76**

Particulars	For the year ended March 31						For the three month period ended	
	2022		2023		2024		June 30, 2024	
	In ₹ million	As a percentage of total income	In ₹ million	As a percentage of total income	In ₹ million	As a percentage of total income	In ₹ million	As a percentage of total income
Profit/ (Loss) before exceptional items and tax (I-II)	67.64	1.28	(25.85)	(0.32)	124.52	1.14	40.27	1.24
Exceptional items	0.00	-	1.10	0.01	0.00	0.00	0.00	0.00
Profit / (Loss) before tax	67.64	1.28	(26.95)	(0.34)	124.52	1.14	40.27	1.24
Tax expense								
Current tax	0.12	0.00	3.12	0.04	20.72	0.19	8.08	0.25
Adjustments in respect of current income tax of previous year	-	0.00	0.36	0.00	0.75	0.01	0.00	0.00
Deferred tax	(1.23)	(0.02)	1.10	0.01	(5.43)	(0.05)	0.48	0.01
Total tax expense (IV)	**(1.11)**	(0.02)	**4.58**	0.06	**16.04**	0.15	**8.56**	**0.26**
V. Profit / (loss) after tax for the year (III-IV)	**68.75**	**1.30**	**(31.53)**	**(0.39)**	**108.48**	**1.00**	**31.71**	**0.97**

FOR THE THREE MONTH PERIOD ENDED JUNE 30, 2024

Total Income

Total income was ₹ 3,259.67 million in three month period ended June 30, 2024.

Revenue from operations

Revenue from operations was ₹ 3,251.81 million in the three month period ended June 30, 2024 from (i) HR Services being ₹ 3,150.49 million; and (ii) HR Platforms being ₹101.32 million.

Other income

Other income was ₹ 7.86 million in the three month period ended June 30, 2024 on account of: (a) interest income of ₹ 7.44 million; and (b) miscellaneous income of ₹ 0.42 million.

Expenses

Total expenses was ₹ 3,219.40 million in the three month period ended June 30, 2024.

Employee benefits expense

Employee benefits expenses was ₹ 3,082.06 million in the three month period ended June 30, 2024 which includes (i) salaries, wages, bonus and other allowances of ₹ 2,900.41 million; (ii) contribution to provident fund and other funds of ₹ 177.05 million; (iii) gratuity and compensated absences amounting to ₹ 2.05 million; (iv) employee stock option scheme compensation of ₹ 1.61 million; and (v) staff welfare expenses of ₹ 0.94 million.

Finance costs

Finance costs were ₹ 20.91 million in the three month period ended June 30, 2024 on account of (i) ₹ 14.17 million of interest expense on borrowing; (ii) ₹ 4.92 million of interest expense on financial liabilities; (iii) ₹ 0.75 million of loan processing charges and other finance cost; (iv) ₹ 0.75 million of interest expense on lease liabilities; (v) ₹ 0.27 million of interest expense on loans from related party; and (vi) ₹ 0.05 million of interest expense on delay in payment of taxes.

Depreciation and amortisation expense

Depreciation and amortisation expenses were ₹ 17.63 million in the three month period ended June 30, 2024 on account of (i) ₹ 1.38 million of depreciation of property, plant and equipment; (ii) ₹ 12.07 million of amortization of intangible assets; and (iii) ₹ 4.18 million of depreciation on right-of-use assets.

Other expenses

Other expenses were ₹ 98.80 million in the three month period ended June 30, 2024 on account of (i) ₹ 27.39 million of legal and professional charges; (ii) ₹ 25.37 million of business partner fee; (iii) ₹ 13.82 million of business promotion and sales expenses; (iv) ₹ 7.64 million amounting to rent; (v) ₹ 6.22 million amounting to travelling, stay and conveyance; and (vi) ₹ 6.01 million spent on software license fees.

Profit/ (Loss) before exceptional items and tax

Profit before exceptional items and tax ₹ 40.27 million in the three month period ended June 30, 2024.

Exceptional items

Exceptional items was nil in the three month period ended June 30, 2024.

Restated Profit before tax

Our profit before tax was ₹ 40.27 million in the three month period ended June 30, 2024.

Tax Expense

Total tax expense was ₹ 8.56 million in the three month period ended June 30, 2024 primarily due to (a) current tax expense being ₹ 8.08 million; and (ii) deferred tax being ₹ 0.48 million.

Restated Profit for the year

Restated Profit for the year was ₹ 31.71 million in the three month period ended June 30, 2024.

FISCAL 2024 COMPARED TO FISCAL 2023

Total Income

Total income increased by 35.90% from ₹ 8,007.18 million in Fiscal 2023 to ₹ 10,881.96 million in Fiscal 2024 primarily due to growth in revenue from operations.

Revenue from operations

Revenue from operations increased by 35.78% from ₹ 7,996.35 million in Fiscal 2023 to ₹ 10,857.35 million in Fiscal 2024 primarily due (i) growth in revenue from the HR Services business segment by 32.65% (ii) significant increase in revenue from HR Platforms.

The revenue from HR Services grew from ₹ 7,942.58 million in Fiscal 2023 to ₹ 10,535.97 million in Fiscal 2024. This growth is attributable to a sustained expansion in our operational scale, specifically, the number of Deputees increased from 25,821 as of March 2023 to 34,404 as of March 2024.

The revenue from HR Platforms grew from ₹ 53.77 million in Fiscal 2023 to ₹ 321.38 million to Fiscal 2024. The increase in revenue is attributable to the expansion of operations and the consolidation of the full year financial results of Next Leap Carrer Solutions Private Limited for Fiscal 2024 as against post-acquisition results in Fiscal 2023.

Other income

Other income increased by 127.24% from ₹ 10.83 million in Fiscal 2023 to ₹ 24.61 million in Fiscal 2024 primarily due to increase in interest income on fixed deposits designated as amortization cost and TDS refund.

Expenses

Total expenses increased by 33.92% from ₹ 8,033.03 million in Fiscal 2023 to ₹ 10,757.44 million in Fiscal 2024 primarily due to increase in employee benefits expenses and other expenses as set out below.

Employee benefits expense

Employee benefits expenses increased by 33.36% from ₹ 7,740.24 million in Fiscal 2023 to ₹ 10,322.62 million in Fiscal 2024 primarily due to increase in number of Deputees from 25,821 as on March 2023 to 34,404 as on March 2024. The increase in the number of Deputees contributed to (i) increase in salaries and wages from ₹ 7,186.51 million in Fiscal 2023 to ₹ 9,683.46 million in Fiscal 2024 (ii) increase in contribution to provident funds and other funds from ₹ 487.54 million Fiscal 2023 to ₹ 605.42 million in Fiscal 2024 (iii) rise in gratuity and compensation from ₹ 6.00 million Fiscal 2023 to ₹ 7.34 million in Fiscal 2024 (iv) increase in staff welfare expenses from ₹ 1.44 million in Fiscal 2023 to ₹ 3.78 million in Fiscal 2024. This increase is partially offset by decrease in employee stock option scheme compensation from ₹ 58.75 million in Fiscal 2023 to ₹ 22.62 million in Fiscal 2024.

Finance costs

Finance costs increased by 1.77% from ₹ 74.39 million in Fiscal 2023 to ₹ 75.71 million in Fiscal 2024 primarily due to (i) increase in interest expenses on borrowings from ₹ 31.71 million in Fiscal 2023 to ₹ 57.85 million in Fiscal 2024 (ii) increase in interest expenses on financial liabilities from ₹ 1.19 million in Fiscal 2023 to ₹ 6.69 million in Fiscal 2024 (iii) increase in bank commission and charges from ₹ 0.02 million in Fiscal 2023 to ₹ 0.04 million in Fiscal 2024. This increase is partially offset by (i) decrease in interest expenses on delay in payment of taxes from ₹ 30.10 million in Fiscal 2023 to ₹ 2.48 million in Fiscal 2024 (ii) decrease in loan processing charges and other finance costs from ₹ 8.19 million in Fiscal 2023 to ₹ 5.90 million in Fiscal 2024 (iii) decrease in interest expenses on lease liabilities from ₹ 3.18 million in Fiscal 2023 to ₹ 2.67 million in Fiscal 2024.

Depreciation and amortisation expense

Depreciation and amortisation expenses increased by 67.74% from ₹ 24.64 million in Fiscal 2023 to ₹ 41.33 million in Fiscal 2024 due to increase in amortization of intangible assets cause by additions to the gross block of intangible assets such as the HR Tech Platforms Jombay, HfactoR and Courseplay through business combinations in Fiscal 2024.

Other expenses

Other expenses increased by 64.01% from ₹ 193.76 million in Fiscal 2023 to ₹ 317.78 million in Fiscal 2024 primarily due to increase in (i) legal and professional fees from ₹ 32.60 million in Fiscal 2023 to ₹ 105.49 million in Fiscal 2024 on account of *inter alia*, change in the statutory auditors and legal advisors appointed for the acquisition of NLCSPL(ii) business promotion and sales expenses from ₹ 7.75 million in Fiscal 2023 to ₹ 22.59 million in Fiscal 2024 (iii) in communication, IT and office expenses from ₹ 5.57 million in Fiscal 2023 to ₹ 17.49 million in Fiscal 2024 (iv) rental expenses from ₹ 16.90 million in Fiscal 2023 to ₹ 26.18 million in Fiscal 2024 (v) travel, stay and conveyance from ₹ 14.64 million in Fiscal 2023 to ₹ 23.76 million in Fiscal 2024 (vi) license fees from ₹ 11.69 million in Fiscal 2023 to ₹ 18.99 million in Fiscal 2024.

Profit/ (Loss) before exceptional items and tax

Loss before exceptional items and tax was ₹ (25.85) million in Fiscal 2023 as compared to profit before exceptional items and tax which was ₹ 124.52 million in Fiscal 2024. This increase was primarily due to increase in total income by 35.90% from ₹ 8,007.18 million in Fiscal 2023 to ₹ 10,881.96 million in Fiscal 2024, whereas the increase in total expenses is 33.92% from ₹ 8,033.03 million in Fiscal 2023 to ₹ 10,757.44 million in Fiscal 2024.

Exceptional items

Exceptional items decreased by 100.00% from ₹ 1.10 million in Fiscal 2023 to nil in Fiscal 2024. This is mainly on account of impairment of investment in Fiscal 2023.

Restated Profit before tax

Our profit before tax increased by 562.04% from ₹ (26.95) million in Fiscal 2023 to ₹ 124.52 million in Fiscal 2024 primarily due to increase in total income by 35.90% from ₹ 8,007.18 million in Fiscal 2023 to ₹ 10,881.96 million in Fiscal 2024, whereas the increase in total expenses is 33.92% from ₹ 8,033.03 million in Fiscal 2023 to ₹ 10,757.44 million in Fiscal 2024 and decrease in exceptional items by ₹1.10 million in Fiscal 2024.

Tax Expense

Total tax expense increased by 250.22% from ₹ 4.58 million in Fiscal 2023 to ₹ 16.04 million in Fiscal 2024 primarily due to (i) increase in current tax expenses by 564.10% from ₹ 3.12 million in Fiscal 2023 to ₹ 20.72 million in Fiscal 2024 pursuant to the consolidation of the financials of Fiscal 2024 of Next Leap Career Solutions Private Limited with the Company and rise in interest income of our Company; (ii) increase in adjustment in respect of current income tax of previous year by 108.33%

from ₹ 0.36 million in Fiscal 2023 to ₹ 0.75 million in Fiscal 2024 and this was partially offset by decrease in deferred tax expenses by 593.64% from ₹ 1.10 million in Fiscal 2023 to ₹ (5.43) million in Fiscal 2024.

Restated Profit for the year

For the reasons discussed above, our restated Profit for the year increased by 444.05% from ₹ (31.53) million in Fiscal 2023 to ₹ 108.48 million in Fiscal 2024.

FISCAL 2023 COMPARED TO FISCAL 2022

Total Income

Total income increased by 51.50% from ₹ 5,285.30 million in Fiscal 2022 to ₹ 8,007.18 million in Fiscal 2023 primarily due to growth in revenue from operations.

Revenue from operations

Revenues from operations increased by 51.58% from ₹ 5,275.48 million in Fiscal 2022 to ₹ 7,996.35 million in Fiscal 2023 on account of (i) growth in revenue from the HR Services business segment by 50.66% (ii) significant increase in revenue from the HR platforms by 1,333.33%.

The revenue from the HR Services increased from ₹ 5,271.69 million in Fiscal 2022 to ₹ 7,942.58 million in Fiscal 2023 primarily attributable to an expansion in our operational scale and the number of Deputees increasing from 19,842 as of March 2022 to 25,821 as of March 2023.

The revenue from the HR Platforms increased from ₹ 3.79 million in Fiscal 2022 to ₹ 53.77 million in Fiscal 2023 primarily on account of acquisition of Next Leap Carrer Solutions Private Limited in January 2023.

Other income

Other income increased by 10.29% from ₹ 9.82 million in Fiscal 2022 to ₹ 10.83 million in Fiscal 2023 primarily due to (i) increase in exchange gain from ₹ 0.08 million in Fiscal 2022 to ₹ 4.87 million in Fiscal 2023 (ii) increase in interest income from ₹ 2.36 million in Fiscal 2022 to ₹ 5.57 million in Fiscal 2023 (iii) liabilities written back increased from ₹ 0.06 million in Fiscal 2022 to ₹ 0.18 million in Fiscal 2023 (iv) amortized cost adjustments for financial instruments increased from nil in Fiscal 2022 to ₹ 0.19 million in Fiscal 2023. This increase was partially offset by (i) decrease in miscellaneous income from ₹ 7.32 million in Fiscal 2022 to ₹ 0.02 million in Fiscal 2023.

Expenses

Total expenses increased by 53.96% from ₹ 5,217.66 million in Fiscal 2022 to ₹ 8,033.03 million in Fiscal 2023. The expenses of our company comprised of (i) employee benefit expenses (ii) finance costs (iii) depreciation and amortization (iv) other expense.

Employee benefits expense

Employee benefit expenses increased by 53.16% from ₹ 5,053.59 million in Fiscal 2022 to ₹ 7,740.24 million in Fiscal 2023 primarily due to increase in number of Deputees from 19,842 as on March 2022 to 25,821 as on March 2023. The increase in the number of Deputees contributed to (i) increase in salaries and wages from ₹ 5,045.05 million in Fiscal 2022 to ₹ 7,186.51 million in Fiscal 2023 (ii) increase contribution to provident funds and other funds from ₹ 0.14 million Fiscal 2022 to ₹ 487.54 million in Fiscal 2023 (iii) rise in gratuity and compensated absences from ₹ 2.62 million Fiscal 2022 to ₹ 6.00 million in Fiscal 2023 (iv) In Fiscal 2023, employee stock option compensation expenses amounted ₹ 58.75 million, compared to no such expenses in Fiscal 2022. This increase is partially offset by decrease in staff welfare expenses from ₹ 5.78 million in Fiscal 2022 to ₹1.44 million in Fiscal 2023.

Finance costs

Finance costs increased by 110.44% from ₹ 35.35 million in Fiscal 2022 to ₹ 74.39 million in Fiscal 2023 primarily due to increase in (i) interest expense on delay in payment of taxes from ₹ 2.18 million in Fiscal 2022 to ₹ 30.10 million in Fiscal 2023 (ii) loan processing charges and other finance cost from nil in Fiscal 2022 to ₹ 8.19 million in Fiscal 2023 (iii) interest expense on financial liabilities from nil in Fiscal 2022 to ₹ 1.19 million in Fiscal 2022 (iv) interest expense on borrowing from ₹ 30.62 million in Fiscal 2022 to ₹ 31.71 million in Fiscal 2023 (v) interest expense on lease liabilities ₹ 2.55 million in Fiscal 2022 to ₹ 3.18 million in Fiscal 2023.

Depreciation and amortisation expense

Depreciation and amortisation expenses increased by 57.24% from ₹ 15.67 million in Fiscal 2022 to ₹ 24.64 million in Fiscal 2023. This is primarily due to (i) increase in depreciation of property, plant and machinery from ₹ 1.88 million in Fiscal 2022 to ₹ 6.12 million in Fiscal 2023 (ii) increase in depreciation of right of use assets from ₹ 5.64 million in Fiscal 2022 to ₹ 10.53 million in Fiscal 2022. This increase is on account of depreciation on tangible asset acquisitions made in the normal course of business and additional tangible assets acquired through business combinations in Fiscal 2023.

Other expenses

Other expenses increased by 71.39% from ₹ 113.05 million in Fiscal 2022 to ₹ 193.76 million in Fiscal 2023 primarily due to increase (i) professional and legal fees expenses from ₹ 14.46 million in Fiscal 2022 to ₹ 32.60 million in Fiscal 2023 (ii) travel and conveyance expenses from ₹ 2.48 million in Fiscal 2022 to ₹ 14.64 million in Fiscal 2023 (iii) cost related to skilling projects under GoI schemes, yojanas and training programmes provided by CIEL Skills and Careers Private Limited from ₹ 4.02 million in Fiscal 2022 to ₹ 16.14 million in Fiscal 2023 (iv) license fees expenses from nil in Fiscal 2022 to ₹ 11.69 million in Fiscal 2023 (v) rental expenses from ₹ 7.22 million in Fiscal 2022 to ₹ 16.90 million in Fiscal 2023 (vi) business partner fees from ₹ 67.37 million in Fiscal 2022 to ₹ 74.96 million in Fiscal 2023.

Profit/ (Loss) before exceptional items and tax

Profit before exceptional items and tax was ₹ 67.64 million in Fiscal 2022 as compared to the loss before exceptional items and tax which was ₹ (25.85) million in Fiscal 2023. This decrease was primarily due to (i) increase in total income by 51.50% from ₹ 5,285.30 million in Fiscal 2022 to ₹ 8,007.18 million in Fiscal 2023, whereas the increase in total expenses is 53.96% from ₹ 5,217.66 million in Fiscal 2022 to ₹ 8,033.03 million in Fiscal 2023.

Exceptional items

Exceptional items increased by 100.00%, rising from nil in Fiscal 2022 to ₹1.10 million in Fiscal 2023. This increase is on account of impairment of investments in Fiscal 2023.

Restated Profit before tax

Our restated profit before tax decreased by 139.84% from ₹ 67.64 million in Fiscal 2022 to ₹ (26.95) million in Fiscal 2023 primarily due to (i) increase in total income by 51.50% from ₹ 5,285.30 million in Fiscal 2022 to ₹ 8,007.18 million in Fiscal 2023, whereas the increase in total expenses is 53.96% from ₹ 5,217.66 million in Fiscal 2022 to ₹ 8,033.03 million in Fiscal 2023 and increase in exceptional items by ₹ 1.10 million in Fiscal 2023.

Tax Expense

Total tax expense increased by 512.61% from ₹ (1.11) million in Fiscal 2022 to ₹ 4.58 million in Fiscal 2023 primarily due to (i) increase in current tax expense from ₹ 0.12 million in Fiscal 2022 to ₹ 3.12 million in Fiscal 2023; (ii) increase in tax relating to earlier years by 100.00% from nil in Fiscal 2022 to ₹ 0.36 million in Fiscal 2023; and (iii) decrease in deferred tax credit by 189.43% from ₹ (1.23) million in Fiscal 2022 to ₹ 1.10 million in Fiscal 2023.

Restated Profit for the year

For the reasons discussed above, the restated profit for the year decreased by 145.86% from ₹ 68.75 million in Fiscal 2022 to ₹ (31.53) million in Fiscal 2023.

LIQUIDITY AND CAPITAL RESOURCES

Cash

Our anticipated cash flows are dependent on various factors that are beyond our control. See "*Risk Factors*" on page 28. The following table sets forth certain information relating to our cash flows in Fiscals 2022, 2023 and 2024, and the three month period ended June 30, 2024:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2024	Three month period ended June 30, 2024
	(in ₹ million)			
Net cash flows from operating activities	(71.16)	(171.55)	(52.55)	53.39
Net cash flows used in investing activities	(24.66)	(132.24)	(199.69)	(88.70)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2024	Three month period ended June 30, 2024
	(in ₹ million)			
Net cash flows from in financing activities	71.88	273.98	285.06	14.65
Net increase/ (decrease) in cash and cash equivalents	(23.95)	(29.81)	32.82	(20.66)
Cash and cash equivalents at the end of the year end	49.05	19.24	52.06	31.40

Cash Flows from Operating Activities

Fiscal 2024

We used ₹ 52.55 million net cash for operating activities during Fiscal 2024. Restated profit before tax for Fiscal 2024 was ₹ 124.52 million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortization expenses of ₹ 41.33 million, unrealized foreign exchange gain of ₹ 0.35 million, employee stock option scheme compensation of ₹ 22.62 million, finance costs of ₹ 73.23 million, provision for gratuity and compensated absences of ₹ 7.94 million, provision for credit impaired receivables of ₹ 1.00 million and bad debts written off of ₹ 4.05 million. This was partially offset by interest income of ₹ (9.83) million, gain on sale of property, plant and equipment of ₹ (0.26) million, amortized cost adjustments for financial instruments of ₹ (0.26) million, liabilities no longer required written back of ₹ (0.10) million.

Operating cash flow before working capital changes was ₹ 264.59 million as on March 31, 2024.

Our adjustments for working capital changes for Fiscal 2024 primarily consisted of increase in trade payables of ₹ 28.13 million, increase in other current liabilities of ₹ 35.78 million, increase in provisions of ₹ 29.87 million, increase in other financial liabilities of ₹ 175.83 million. This was offset by increase in trade receivables of ₹ (441.79) million, increase in other financial assets of ₹ (25.31) million, increase in other assets of ₹ (117.84) million.

Cash generated from operations in Fiscal 2024 amounted to ₹ (50.74) million. Tax expenses paid in Fiscal 2024 amounted to ₹ (1.81) million.

Fiscal 2023

We used ₹ 171.56 million net cash for operating activities during Fiscal 2023. Restated profit before tax for Fiscal 2023 was ₹ (26.95) million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortization expenses of ₹ 24.64 million, employee stock option scheme compensation of ₹ 58.75 million, interest expense on borrowings of ₹ 31.71 million, interest expense on leases of ₹ 3.18 million, other finance costs of ₹ 8.21 million, interest expense on financial liabilities of ₹ 1.19 million, provision for gratuity and compensated absences of ₹ 6.00 million, provision for credit impaired receivables of ₹ 3.18 million, bad debts written off of ₹ 1.07 million, impairment of investments of ₹ 1.10 million. This was partially offset by interest income of ₹ (3.37) million, amortized cost adjustments for financial instruments ₹ (0.19) million, liabilities no longer required written back of ₹ (0.18) million.

Our adjustments for working capital changes for Fiscal 2023 primarily consisted of increase in trade payables of ₹ 33.60 million, increase in other current liabilities of ₹ 75.95 million, increase in provisions of ₹ 10.83 million, increase in other financial liabilities of ₹ 40.68 million. This was offset by increase in trade receivables of ₹ (284.57) million, increase in other financial assets of ₹ (6.80) million, increase in other assets of ₹ (153.42) million.

Cash generated from operations in Fiscal 2023 amounted to ₹ (175.39) million.

Fiscal 2022

We used ₹ (71.16) million net cash for operating activities during Fiscal 2022. Restated Profit before tax for Fiscal 2022 was ₹ 67.64 million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortization expenses of ₹ 15.67 million, interest expense on borrowings of ₹ 30.62 million, interest expense on leases of ₹ 2.55 million, provision for gratuity and compensated absences of ₹ 2.62 million, bad debts written off of ₹ 4.87 million. This was partially offset by interest income of ₹ (2.25) million, liabilities no longer required written back of ₹ (0.06) million.

Our adjustments for working capital changes for Fiscal 2022 primarily consisted of increase in trade payables of ₹ 8.07 million, increase in provisions of ₹ 39.78 million, increase in other financial liabilities of ₹ 448.60 million. This was offset by increase in trade receivables of ₹ (448.90) million, increase in other financial assets of ₹ (33.14) million, increase in other assets of ₹ (133.60) million, decrease in other current liabilities of ₹ (65.96) million.

Cash generated from operations in Fiscal 2022 amounted to ₹ (63.48) million. Tax expenses paid in Fiscal 2022 amounted to ₹ (7.68) million.

Cash Flow used in Investing Activities

Fiscal 2024

Net cash used in investing activities was ₹ 199.69 million in Fiscal 2024, primarily on account of payment for property, plant and equipment, intangible assets and intangibles under development of ₹ (116.55) million, Payments for acquisition of subsidiaries, net of cash acquired of ₹ (60.02) million, movement in bank deposits of ₹ (25.52) million, loans to related parties of ₹ (3.87) million. This was partially offset by interest income received of ₹ 5.23 million, proceeds from sale/ disposal of property, plant and equipment of ₹ 0.50 million and loans repaid by other parties of ₹ 0.54 million.

Fiscal 2023

Net cash used in investing activities was ₹ 132.25 million in Fiscal 2023, primarily on account of primarily on account of payment for property, plant and equipment, intangible assets and intangibles under development of ₹ (67.87) million, Payments for acquisition of subsidiaries, net of cash acquired of ₹ (104.63) million, movement in bank deposits of ₹ (45.02) million, loans to related parties of ₹ (3.48) million. This was partially offset by interest income received of ₹ 3.37 million and loans repaid by other parties of ₹ 36.54 million, sale of investments of ₹ 40.15 million.

Fiscal 2022

Net cash used in investing activities was ₹ (24.66) million in Fiscal 2022, primarily on account of payment for property, plant and equipment, intangible assets and intangibles under development of ₹ (21.60) million, loan to other parties of ₹ (5.21) million, movement in bank deposits of ₹ (0.10) million. This was partially offset by interest income received of ₹ 2.25 million.

Cash Flow from/used in Financing Activities

Fiscal 2024

Net cash from financing activities was ₹ 285.06 million in Fiscal 2024, primarily on account of proceeds from issuance of equity share capital including share application money of ₹ 269.97 million, proceeds from borrowings of ₹ 45.06 million, proceeds from debentures of ₹ 1.70 million. This was partially offset by principal portion towards lease liabilities of ₹ (11.59) million, finance costs of ₹ (6.02) million, dividend payment of ₹ (5.27) million, share issuance costs of ₹ (5.12) million, interest paid on lease liabilities of ₹ (2.67) million, repayment of debentures of ₹ (1.00) million.

Fiscal 2023

Net cash from financing activities was ₹ 274.00 million in Fiscal 2023, primarily on account of proceeds from issuance of equity share capital including share application money of ₹ 240.61 million, proceeds from borrowings of ₹ 30.02 million, proceeds from debentures of ₹ 40.00 million. This was partially offset by principal portion towards lease liabilities ₹ (2.87) million, finance costs of ₹ (8.21) million, dividend payment of ₹ (4.18) million, share issuance costs of ₹ (0.94) million, interest paid on lease liabilities of ₹ (3.18) million, repayment of debentures of ₹ (17.55) million.

Fiscal 2022

Net cash used in financing activities was ₹ 71.88 million in Fiscal 2022, primarily on account of proceeds received from issuance of equity share capital including share application money of ₹ 4.09 million, proceeds received from borrowings of ₹ 77.11 million. This was partially offset by principal portion towards lease liabilities being ₹ (6.77) million and interest paid on lease liabilities being ₹ (2.55) million.

FINANCIAL INDEBTEDNESS

As of August 31, 2024 we had total borrowings of ₹ 818.46 million. Our total borrowing to equity ratio was 0.72 as of June 30, 2024. For further information on our indebtedness, see "*Financial Indebtedness*" and "*Risk Factors – We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, accelerated repayment schedule, enforcement of security, and suspension of further drawdowns, which may adversely affect our business operations and financial performance*" on pages 369 and 43, respectively.

The following table sets forth certain information relating to our outstanding indebtedness as of March 31, 2022, March 31, 2023, March 31, 2024 and June 30, 2024:

(*in ₹ million*)

Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at June 30, 2024
Secured:				
Term loans	26.26	18.55	6.40	6.13
Working capital facilities	162.69	353.49	467.78	517.21
Other loans	2.81	1.10	1.76	0.20
Unsecured:				
Debentures	87.05	109.50	50.20	45.20
Loans from Financial Institutions	-	-	48.85	37.29
Loans from Directors	11.43	12.51	11.83	7.33
Total	**290.24**	**495.15**	**586.82**	**613.36**

Repayment schedule of non-current borrowing:

(*in ₹ million*)

Financier Name	Less than one year	1-5 years	More than 5 years	Total
Non Convertible Debentures	-	45.20	-	45.20
Term loans	-	4.98	-	4.98

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2022, March 31, 2023, March 31, 2024, and June 30, 2024 our contingent liabilities as per Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets were nil.

Except as disclosed elsewhere in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

As of June 30, 2024, we have nil contractual obligations and commitments.

CAPITAL EXPENDITURES

In Fiscals 2022, 2023 and 2024, and three month period ended June 30, 2024 our capital expenditure towards additions to property, plant and equipment were ₹ 33.19 million, ₹ 53.79 million, ₹ 114.96 million and ₹ 50.06 million, respectively.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include rental agreement, business contracts and salaries to Key Managerial Personnels. For further information relating to our related party transactions, see "*Offer Document Summary – Related Party Transactions*" on page 16.

In Fiscals 2022, 2023 and 2024, and the three month period ended June 30, 2024, the arithmetical aggregated absolute total of such related party transactions post Company eliminations was nil, ₹ 22.78 million, ₹ 19.38 million and ₹ 1.73 million, respectively. The percentage of the arithmetical aggregated absolute total of such related party transactions to our revenue from operations in Fiscals 2022, 2023 and 2024 and three month period ended June 30, 2024 was nil, 0.28%, 0.18% and 0.05%, respectively.

AUDITOR'S OBSERVATIONS

Except as set out below, there have been no reservations/ qualifications/ adverse remarks/ matters of emphasis highlighted by our Statutory Auditors in their auditor's reports on the Restated Consolidated Financial Statements:

Period	Reservations, qualifications, adverse remarks or matters of emphasis
Fiscal 2023	**In annexure A to the Independent Auditor's report under 'Report on Other Legal and Regulatory Requirements':** *"(vii)(b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, GST and other material statutory dues in arrears were outstanding as at 31st March 2023 for a period of more than six months from the date they became payable except PF arrears of ₹ 18,67,106 for a*

Period	Reservations, qualifications, adverse remarks or matters of emphasis
	period of more than six months. Due to pending UAN issues and Aadhar mismatch cases, the company is not able to deposit PF for certain deputies. We are informed by the company that they are in the process of collecting necessary information and regularly follow up with the deputies to get the details and would be cleared at the earliest."
Fiscal 2023	**In annexure A to the Independent Auditor's report under 'Report on Other Legal and Regulatory Requirements':** *"Paragraph 1 (ii) The company has been sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company. However, the same has not been provided for verification to us."*
Fiscal 2024	**Annexure B to Independent Auditors' Report under 'Report on Other Legal and Regulatory Requirements':** *"(vii)(a): According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax and other statutory dues have generally been regularly deposited with the appropriate authorities during the year, though there has been a slight delay in few cases."* **Modification:** **In the Independent Auditors Report on the Financial Statements of the Company as of and for the financial year ended March 31, 2024, under the heading "Report on Other Legal and Regulatory Requirements":** *"Paragraph 1(i)(vi): Based on our examination, except for the instances mentioned below, the holding company and its subsidiary companies, incorporated in India, have used accounting software for maintaining their respective books of accounts for the year ended March 31, 2024, which have a feature of recording audit trail (edit log) facility and the same has been enabled and operated throughout the year for all relevant transactions recorded in the software, and further, we did not come across any instance of the audit trail feature being tampered with.* *In respect to the holding company, the accounting software used by it for maintaining its books of account for payroll processing (APPI) and revenue invoicing (ICON) during the year ended March 31, 2024, did not have a feature of recording audit trail (edit log) facility.* *Further, in respect of the holding company and its four subsidiaries (other than Next Leap Career Solutions Private Limited), the accounting software used by them was upgraded on various dates, in the last week of April, 2023 and the first week of May, 2023, to the edit log version of the accounting software from an earlier version that they operated for maintaining their respective books of accounts during the year ended March, 31, 2024. Based on our examination, we are unable to comment whether the earlier version of the accounting software had a feature of recording audit trail (edit log) facility and whether the audit trail feature was enabled therein"*

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks that are related to the normal course of our operations such as interest rate, liquidity risk, foreign exchange risk and reputational risk, which may affect economic growth in India and the value of our financial liabilities, our cash flows and our results of operations.

Credit Risk

Credit risk is the risk of financial loss to us if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from our receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. We assess the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

We limit exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. We review the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. Our Company conducts an extensive financial and credibility check on the landlords before taking any property on lease and our Company has no instance of non-refund of security deposit on vacating the leased property. The Company also in some cases ensure that the notice period of rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk. Our Company foresees no credit risks on deposits with regulatory authorities.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they become due. We manage liquidity risk by ensuring, that we will always have sufficient liquidity to meet our liabilities when due.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our exposure to the risk of changes in market interest rates relates primarily to our long-term debt obligations with floating interest rates. We manage our interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. For further information, see "*Financial Indebtedness*" on page 369.

Price Risk

We do not have any exposure to price risk, as we do not invest in mutual funds, short term debt funds or government securities.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Our exposure to the risk of changes in foreign exchange rates relates primarily to our operating activities (when revenue or expense is denominated in a different currency). We are not significantly exposed to currency risk as our functional currency in INR and revenues and costs are primarily denominated in INR.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

KNOWN TRENDS OR UNCERTAINTIES

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 "- *Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 375 and 28, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 28, 222 and 371 respectively, to our knowledge, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW SERVICES OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus in the section "*Our Business*" on page 222, we have not announced and do not expect to announce in the near future any new HR services or platforms or business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment and expect to continue to compete with existing and potential competitors. See "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 28, 163 and 222, respectively, for further details on competitive conditions that we face across our various business segments.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS

We do not depend on a limited number of suppliers or customers for our revenue and operations.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our business is not seasonal in nature.

MATERIAL DEVELOPMENTS AFTER JUNE 30, 2024 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed below and elsewhere in this Draft Red Herring Prospectus, there have been no significant developments after June 30, 2024, the date of the last financial statements contained in this Draft Red Herring Prospectus, to the date of filing of this Draft Red Herring Prospectus, which materially and adversely affects, or is likely to affect, our trading or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months:

1) The Board, in their meeting held on April 25, 2024, approved the acquisition remaining stake of 48.99 % in Ma Foi Strategic Consultants Private Limited, 49.02% in CIEL Skills and Careers Private Limited and 14% in Integrum Technologies Private Limited. Further, in the EGM held on June 10, 2024 the shareholders approved the issuance of equity shares as consideration for the acquisitions. Subsequently, 783,417, 737,722 and 68,224 Equity Shares were allotted as non-cash consideration towards the acquisition of the equity shares of Ma Foi Strategic Consultants Private Limited, CIEL Skills and Careers Private Limited and Integrum Technologies Private Limited.

2) The Board of Directors, in their meeting held on October 3, 2024, approved the acquisition of the entire assets and liabilities of TAPL and PMPL. Our Company entered into a share purchase agreement dated October 4, 2024 with PMPL, TAPL, Sundara Rajan Aravamuthan, Prahlad Rao, Rathana Sundara Rajan and Surekha Prahlad ("**Thomas Group Shareholders**") pursuant to which our Company acquired 5,100 equity shares of face value ₹10 each in each of PMPL and TAPL for a part cash consideration of ₹56.85 million and part issuance of Equity Shares, making TAPL and PMPL subsidiaries of our Company. Further, 184,682 Equity Shares were allotted to Sundara Rajan Aravamuthan, Prahlad Rao and Rathana Sundara Rajan in consideration for the acquisition of TAPL and PMPL. See "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years –Thomas Assessments Private Limited and People Metrics Private Limited*" on page 258.

   Additionally, our Company entered into a shareholders' agreement dated October 4, 2024 with PMPL, TAPL and the Thomas Group Shareholders to acquire the remaining equity shares of PMPL and TAPL in tranches. See "*Objects of the Offer - Acquisition of additional shareholding in certain Subsidiaries - People Metrics Private Limited and Thomas Assessments Private Limited*" on page 121.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no (i) outstanding criminal proceedings involving our Company, Subsidiaries, Promoters and Directors (collectively, the "**Relevant Parties**"); (ii) outstanding actions taken by regulatory or statutory authorities involving the Relevant Parties; (iii) disciplinary actions including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five Fiscal Years including outstanding action (iv) outstanding claims related to direct and indirect taxes (disclosed in a consolidated manner giving the total number of claims and the total amount involved) involving the Relevant Parties; and (v) any other pending litigation as determined to be material by our Board pursuant to its resolution dated November 13, 2024 ("**Materiality Policy**") in accordance with the SEBI ICDR Regulations involving the Relevant Parties. As on date of this Draft Red Herring Prospectus, there are no pending litigation involving our Group Company which may have a material impact on our Company.*

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five Fiscal Years including outstanding action, and tax matters, would be considered 'material' if:

(i) Monetary threshold: the monetary amount of claim by or against the Relevant Parties in any such pending proceeding is in excess of 2% of the net worth of our Company on a consolidated basis, as per the last full year included in the Restated Consolidated Financial Information. Our total net worth on a restated consolidated basis for Fiscal 2024 was ₹ 772.03 million. Accordingly, outstanding litigation involving the Relevant Parties have been considered material and disclosed in this section where the aggregate amount involved in such litigation exceeds ₹ 15.44 million; or

(ii) Subjective threshold: such pending matters which are not quantifiable, or do not exceed the monetary threshold, involving the Relevant Parties, whose outcome, in the opinion of the Board, would materially and adversely affect the Company's business, prospects, performance, operations, financial position, reputation or cash flows.

Further, it is clarified that for the purpose of the above, pre-litigation notices received by the Relevant Parties from third parties (excluding notices issued by governmental, statutory, regulatory, judicial, quasi-judicial or taxation authorities or notices threatening criminal action) shall, in any event, not be considered as litigation until such time that Relevant Parties are impleaded as defendants in litigation proceedings before any judicial/arbitral forum.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. Further in terms of the Materiality Policy, a creditor shall be considered "material", if the outstanding dues to such creditor exceeds 5% of the restated consolidated total trade payables of our Company, on a consolidated basis, based on the latest financial period covered in the Restated Consolidated Financial Information. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding the status of the creditor as defined under Micro, Small and Medium Enterprises Development Act, 2006, as amended, read with the rules and notifications thereunder.*

I. Litigation involving our Company

Outstanding criminal proceedings involving our Company

NIL

Outstanding actions by statutory or regulatory authorities involving our Company

An inspection was conducted by the Labour Enforcement Officer (Central) Vadodara on February 8, 2024, at the premises of Gulf Oil Lubricants India Limited where our Company was carrying out auxiliary/support services towards supply of manpower. By employing 32 contract labours on February 8, 2024. The labour enforcement officer found that there were violations of Section 12(1) of the Contract Labour (Regulation and Abolition) Act 1970 and Rule 25(2)(viii), Rule 82(1), Rule 81(2), Rule 75 read with Rule 80(1) and Rule 25(2(ix), Rule 65 of the Contract Labour (Regulation and Abolition) Central Rules 1971. The officer has initiated the complaint against our Company under Section 23 and 24 of the Contract Labour (Regulation and Abolition) Act 1970 before the Court of Chief Judicial Magistrate, Silvassa. The matter is currently pending.

Other pending material litigation involving our Company

NIL

Tax proceedings involving our Company

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (*in ₹ million*)
Direct Tax	1	0.04
Indirect Tax	Nil	Nil
Total	**1**	**0.04**

II. Litigation involving our Subsidiaries

Outstanding criminal proceedings involving our Subsidiaries

NIL

Outstanding actions by statutory or regulatory authorities involving our Subsidiaries

*Ciel Skills and Careers Private Limited ("**CSCPL**")*

CSCPL (*in its erstwhile name, Ma Foi Educational Services Private Limited*) received a show cause notice dated June 24, 2014 ("**Notice**") from Ministry of Corporate Affairs, Office of the Registrar of Companies, Tamil Nadu, Andaman & Nicobar Islands with respect to non-filing of form 5-INV required under Section 205C of the Companies Act, 1956 for not crediting amounts to the Investors Education and Protection Fund. CSCPL responded to this Notice pursuant to letter July 11, 2024 clarifying that the form 5-INV is not applicable on CSCPL. As on date of this Draft Red Herring Prospectus, CSCPL has not received any further communication.

Other pending material litigation involving our Subsidiaries

NIL

Tax proceedings involving our Subsidiaries

Particulars	Name of the Subsidiary	Number of cases	Aggregate amount involved to the extent ascertainable (*in ₹ million*)
Indirect Tax	Aargee Staffing ServicesPrivate Limited	1	1.92
DirectTax	Aargee Staffing Services Private Limited	3	0.01
	CIEL Skills and Careers Private Limited	17	0.78
	CIEL Technologies Private Limited	9	0.08
	Firstventure Corporation Private Limited	1	Nil
	Integrum Technologies Private Limited	15	0.15
	Ma Foi Strategic Consultants Private Limited	20	0.76
	Next Leap Career Solutions Private Limited	23	0.95
Total		**89**	**4.64**

III. Litigation involving our Directors

Outstanding criminal proceedings involving our Directors

NIL

Outstanding actions by statutory or regulatory authorities involving our Directors

NIL

Other pending material litigation involving our Directors

NIL

Tax proceedings involving our Directors

NIL

IV. Litigation involving our Promoters

Outstanding criminal proceedings involving our Promoters

NIL

Outstanding actions by statutory or regulatory authorities involving our Promoters

NIL

Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action

NIL

Other pending material litigation involving our Promoters

Pandiarajan Karuppasamy

Pandiarajan Karuppasamy was a member of the legislative assembly ("**MLA**") in the Tamil Nadu Legislative Assembly ("**Assembly**") for the period from 2016 to 2021. The Whip of the Assembly ("**Petitioner**") filed a petition on March 20, 2017 ("**Disqualification Petition**") seeking to disqualify 11 MLAs in a no-confidence motion. Subsequently, the petitioner filed a writ petition before the Supreme Court of India seeking to issue a writ of mandamus be issued directing the speaker of the Assembly to pass an order on the Disqualification Petition.

Tax proceedings involving our Promoters

Particulars	Name of the Promoter	Number of cases	Aggregate amount involved to the extent ascertainable (*in ₹ million*)
Indirect Tax	Nil	Nil	Nil
Direct Tax	Pandiarajan Karuppasamy	2	25.17
	Hemalatha Rajan	9*	230.39
Total		**11***	**255.56***

**A direct tax case has been filed against both Pandiarajan Karuppasamy and Hemalatha Rajan. Accordingly, it has been included only for Pandiarajan Karuppasamy to avoid repetition.*

Pandiarajan Karuppasamy and Hemalatha Rajan

(a) Our Promoters, namely Pandiarajan Karuppasamy and Hemalatha Rajan, sold their equity shares in Ma Foi Management Consultants Private Limited to Vedior Inc. on April 30, 2004, with a provision in the share purchase agreement pursuant to which Vedior Inc., must first make an offer to sell the equity shares to them, if it intends to resell the equity shares of Ma Foi Management Consultants Private Limited. However, in December 2007, Vedior Inc., sold the shares to Randstad without offering them to Pandiarajan Karuppasamy and Hemalatha Rajan leading to breach of the share purchase agreement. Thereafter, Pandiarajan Karuppasamy and Hemalatha Rajan entered into a memorandum of understanding with Randstad on August 20, 2008 for a settlement of €3.00 million payable in five instalments. Pandiarajan Karuppasamy and Hemalatha Rajan received the first instalment of €1 million but did not declare it as income, claiming it was compensation for not pursuing legal action against Vedior Inc., for breach of contract and therefore a capital receipt. However, the tax assessment officer concluded that the amount was a revenue receipt and should be classified as "income from business." Accordingly, a demand was made for ₹26.69 million. The decision was upheld by the Commissioner of Income Tax (Appeals) and the Income Tax Appellate Tribunal. Consequently, Pandiarajan Karuppasamy and Hemalatha Rajan has filed an appeal before the High Court of Madras. The matter is currently pending.

Hemalatha Rajan

(a) An assessment order dated March 28, 2023 ("**Order**") was issued by the Assessing officer, Assessment Unit, Income Tax Department to Hemalatha Rajan in relation to assessment year 2017 -18 to pay tax amounting to ₹155.01 million on account of certain disallowances. Hemalatha Rajan filed an appeal on April 25, 2023 ("**Appeal**"), against the Order before the Commissioner of Income Tax. This matter is currently pending.

(b) A rectification order dated September 19, 2019 was issued by Assessing officer, Corp. Circle 4(1), Chennai, Income Tax Department to Hemalatha Rajan in relation to assessment year 2009 -10 to pay tax amounting to ₹67.48 million. Hemalatha Rajan filed an appeal before the Income Tax appellate Tribunal ("**ITAT**"). The ITAT vide order dated October 17, 2019 set aside the rectification order. The Income Tax Department filed an appeal against the ITAT Order before the High Court of Madras. The matter is currently pending

V. Outstanding dues to creditors

In terms of the Materiality Policy, such creditors are considered 'material' to whom the amount due exceeds 5% of the restated consolidated trade payables of our Company, on a consolidated basis, as at June 30, 2024. Our Company owed a total sum of ₹133.35 million to a total number of 336 creditors as at June 30, 2024.

The details of outstanding dues owed to MSME creditors, material creditors and other creditors, as at March 31, 2024, are set out below:

Type of creditors	Number of creditors	Amount involved *(in ₹ million)*
Micro, Small and Medium Enterprises	14	2.16
Material creditors	1	6.88
Other creditors	321	124.31
Total	**336**	**133.35**

As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated November 19, 2024.

The details pertaining to outstanding dues to the material creditors along with names and amounts involved for each such material creditor are available on the website of our Company at https://www.cielhr.com/investors/disclosures/.

Material Developments

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 371, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months from the date of the filing of the DRHP.

We confirm that there are no findings/observations of any of the inspections by SEBI or any other regulator that are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already been disclosed in the DRHP.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. Set out below is an indicative list of all material approvals, consents, licenses, registrations and permits obtained by our Company and our Material Subsidiaries, namely, Next Leap Career Solutions Private Limited and Thomas Assessments Private Limited, as applicable, for the purposes of undertaking their respective businesses and operations. Certain approvals, licenses, registrations and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures. Except as disclosed in this section, no further material approvals are required for carrying on the present business operations of our Company. Unless otherwise stated, these material approvals are valid as on the date of this Draft Red Herring Prospectus. For further details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies in India" on page 250.

We have also disclosed below (i) the material approvals for which fresh applications/ renewal applications have been made; and (ii) the material approvals for which fresh applications/renewal applications are yet to be made.

For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors - Our inability to obtain, renew or maintain our statutory and regulatory permits, certificates and approvals required to operate our business may have an adverse effect on our business, financial condition and results of operations" on page 47.

I. Approvals in relation to the Offer

For details of corporate and other approvals in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 411.

II. Incorporation details of our Company and our Material Subsidiaries

For details of the incorporation of our Company and our Material Subsidiaries, see "*History and Certain Corporate Matters*" and "*Our Subsidiaries, Associates and Joint Ventures*" on pages 254 and 261, respectively.

III. Material approvals obtained in relation to our Company and its Material Subsidiaries

Our Company and our Material Subsidiaries requires various approvals issued by central and state authorities under various rules and regulations to carry on its business and operations in India. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with the applicable procedures and requirements. Our Company and our Material Subsidiaries has received the following material approvals pertaining to its respective business and operations:

A. Tax related approvals obtained by our Company and its Material Subsidiaries

<u>Company</u>

(i) The permanent account number of our Company is AAPCS4963G.

(ii) The tax deduction account number of our Company is CHES36767D

(iii) Professional tax registrations under applicable state professional tax legislations:

a) Registration certificate dated August 27, 2016, issued by the Commercial Tax Officer Vrithikar, Vrit Indore allotting registration number 78909072967 under the Madhya Pradesh Professionals Act, 1995.

b) Registration Certificate dated September 1, 2015, issued by the Professional Tax Officer, Bangalore, allotting registration number 308696453 under the Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976.

c) Registration certificate dated September 1, 2016, issued by the Office of Deputy Commissioner of Commercial Taxes, Patna Central Circle allotting registration number 10AAPCS4963G under the Bihar Tax on Professions, Trades, Callings and Employments Act, 2011.

d) Registration certificate dated October 6, 2020, issued by the Profession Tax Department, Ahemdabad allotting registration number 07491615410001P under the Gujarat State Profession, Trade, Business and Employment Tax Act, 1976.

e) Registration certificate dated September 21, 2016, issued by the Revenue Department, Greater Chennai Corporation, allotting profession tax assessment number 09-111-PE-23020 under the Town, Panchayats, Municipalities and Municipal Corporations (Collections of tax on professions, trades, callings and Employments) Rules, 1999.

f) Registration certificate dated October 14, 2016, issued by the Commercial Taxes Department, Hyderabad, allotting identification number 36447012037 under the Telangana Tax on Profession, Trade, Calling and Employment Act, 1987.

g) Registration certificate dated August 4, 2023, issued by the Commercial Taxes Department, Government of Jharkhand, allotting registration number 20280811411 under the Jharkhand Tax on Profession, Trades, Callings and Employments Act, 2011.

h) Certificate of Enrolment dated April 1, 2015, issued by the Department of Goods and Services Tax, Maharashtra allotting certificate number 99943205451P under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.

i) Certificate of Enrolment dated January 1, 2016, issued by the Department of Goods and Services Tax, Maharashtra allotting certificate number 27531606413P under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.

j) Registration certificate dated January 29, 2021, issued by the Department of Commercial and State Tax, Cuttack allotting identification number 21373306331 under the Odisha State Tax on Professions, Trades, Callings and Employments Act, 2000.

k) Registration certificate dated September 9, 2018, issued by the Kolkata West Range allotting registration number 191007303136 under the West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979.

(iv) Goods and Services Tax ("**GST**") registrations for payments under central and applicable state GST legislations.

a) Registration Certificate dated January 8, 2024 issued by Government of India allotting registration number 27AAPCS4963G1ZT under the Central Goods and Services Tax Act, 2017.

b) Registration Certificate dated January 12, 2024 issued by Government of India allotting registration number 33AAPCS4963G1Z0 under the Central Goods and Services Tax Act, 2017.

c) Registration Certificate dated January 13, 2024 issued by Government of India allotting registration number 29AAPCS4963G1ZP under the Central Goods and Services Tax Act, 2017.

d) Registration Certificate dated January 14, 2024 issued by Government of India allotting registration number 36AAPCS4963G1ZU under the Central Goods and Services Tax Act, 2017.

<u>Material Subsidiaries</u>

Next Leap Career Solutions Private Limited

(i) The permanent account number is AADCN4200F.

(ii) The tax deduction account number is MUMN18350D, for Mumbai and PNEN15812G for Pune.

(iii) Professional tax registrations under applicable state professional tax legislations: 99801916689P

(iv) Goods and Services Tax ("**GST**") registrations for payments under central and applicable state GST legislations: 27AADCN4200F1ZY

Thomas Assessments Private Limited

(i) The permanent account number is AACCT2218G.

(ii) The tax deduction account number is BLRT04082B.

(iii) Professional tax registrations under applicable state professional tax legislations: 99132045534P

(iv) Goods and Services Tax ("**GST**") registrations for payments under central and applicable state GST legislations: 29AACCT2218G1ZH

B. Labour related approvals obtained by our Company and its Material Subsidiaries

(i) Certificates of registration issued under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952, as amended.

(ii) Certificates of registration issued under the Employees' State Insurance Act, 1948, as amended.

(iii) Certificates of registration issued under the Shops & Establishments Act, 2017, as amended.

C. Material approvals obtained in relation to the business and operations of our Company and our Material Subsidiaries

In order to carry on our operations, our Company and Material Subsidiaries requires various approvals, licenses and registrations under several central or state legislations, acts, rules and regulations. Some of the approvals, licenses and registrations that we are required to obtain and maintain may expire from time to time in the ordinary course of business, and applications for renewal of such approvals are submitted by us in due course, in accordance with applicable procedures and requirements. An indicative list of the material approvals required by us is provided below:

(i) Registration under the shops and establishment legislation of respective state, as applicable.

(ii) Certificates of registration issued under the Employees' State Insurance Act, 1948.

(iii) Certificates of registration issued under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

(iv) Goods and Services Tax ("**GST**") registrations for payments under central and applicable state GST legislations

IV. Material approvals pending in respect of our Company and our Material Subsidiaries

A. Material approvals or renewals for which applications are currently pending before relevant authorities

Nil

B. Material approvals expired and renewal yet to be applied for

Nil

C. Material approvals required but not obtained or applied for

Nil

V. Our intellectual property

<u>Trademarks</u>

As on the date of this Draft Red Herring Prospectus, our Company has 10 registered trademarks in India. As on the date of this Draft Red Herring Prospectus, our Company has applied for eight trademarks in India, under classes 35 and 42, which are pending.

For details on the trademarks registrations, see "*Our Business – Intellectual Property*" on page 247.

Details of the trademark applications made by our Company as on the date of this Draft Red Herring Prospectus are given in the table below:

S. No.	Description	Date of application	Application Number	Class of Registration	Status as on the date of this Draft Red Herring Prospectus
1.	CIEL Rapid (logo)	March 4, 2023	5834814	42	The trademark has been advertised on July 15, 2024 and published in journal number 2165-0
2.	CIEL Jobs (word)	May 9, 2022	5440036	41	Registration was Refused on December 6, 2023 and the Company has filed for the review of the Refusal order on December 15, 2023
3.	CIEL Careers (word)	April 13, 2022	5407195	41	Registration was Refused on February 6, 2024 and the Company has filed for the review of the Refusal order on March 6, 2023.
4.	CIEL Skills & Carees (word)	April 13, 2022	5407193	41	An Opposition has been filed on July 17, 2024 bearing opposition no. 1335663. The Company has filed the counter statement on August 5, 2024. The hearing is posted on November 8, 2024 for opposition to file evidence.
5.	CIEL Skills & Careers (word)	April 13, 2022	5407192	35	The objection notice was received on June 17, 2024 and reply with the request to hearing has been filed. The Company is awaiting for the case to be posted for hearing.
6.	CIEL Technologies (Logo)	November 13, 2024	6706890	42	Pending
7.	CIEL Skills and Careers (Logo)	November 15, 2024	6711704	35	Pending
8.	CIEL Skills and Careers (Logo)	November 15, 2024	6711705	41	Pending

Copyrights and Patents

As on the date of this Draft Red Herring Prospectus, our Company has no copyright or patents registered in India. Our Material Subsidiary, Next Leap Career Services Private Limited holds a copyright registration bearing number L-75181/2018 for its literary work “People Capital Index”.

OUR GROUP COMPANIES

Pursuant to a resolution of our Board dated November 13, 2024 and as per the SEBI ICDR Regulations, for the purpose of identification of group companies, our Company has considered the companies (other than our Subsidiaries) with which (i) there were related party transactions as per Ind AS 24, as disclosed in the Restated Consolidated Financial Information; and (ii) any other companies considered material by our Board pursuant to the Materiality Policy.

With respect to point (ii) above, and in accordance with our Materiality Policy, for the purpose of disclosure in this Draft Red Herring Prospectus, a company shall be considered 'material' and will be disclosed as a group company in this Draft Red Herring Prospectus if, it is a member of the Promoter Group (other than the Subsidiaries) and has entered into one or more transactions with the Company during the most recent fiscal year and stub period, if any, as per the Restated Consolidated Financial Information disclosed in this Draft Red Herring Prospectus, which individually or in the aggregate, exceed 10% of the total consolidated income of the Company for such period.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Company has the following Group Company:

1. **Athera Enterprises Private Limited ("AEPL")**

   The registered office of AEPL is situated at Ground Floor, New No 16, Old No. 19 Jayalakshmi Puram 1st Street, Nungambakkam, Chennai 600 034, Tamil Nadu, India

   Details of financial information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value in relation to AEPL, based on its audited standalone financial statements, for the preceding three Fiscals as prescribed under the SEBI ICDR Regulations will be available on the website of our Company at www.cielhr.com, as AEPL does not have an operational website.

   Our Company has provided the link to the website solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Company and other information provided on the website given above does not constitute a part of this Draft Red Herring Prospectus. The information provided on the website given above should not be relied upon or used as a basis for any investment decision.

   Neither our Company nor any of the BRLMs or the Selling Shareholders nor any of the Company's, BRLMs' or any of their respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained on the website given above.

Nature and extent of interests of our Group Company

In the promotion of our Company

Our Group Company does not have any interest in the promotion or formation of our Company.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Company is not interested in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc

Our Group Company is not interested in any transaction for acquisition of land, construction of building or supply of machinery, etc entered into by our Company.

Business interest of our Group Company

Except as disclosed in "and under "*Offer Document Summary - Related Party Transactions*" on page 16, our Group Company do not have any business interest in our Company.

Related business transactions

Except as disclosed below and in "*Offer Document Summary - Related Party Transactions*" on page 16, there are no other related business transactions with our Group Company which are significant to the financial performance of our Company or Subsidiaries.

Common pursuits

There are no common pursuits between our Company or Subsidiaries and our Group Company as on the Date of this Draft Red Herring Prospectus.

Other confirmations

There are no conflict of interests between the suppliers of our Company (*crucial for operations of the Company*) and our Group Company or its directors.

There are no conflict of interests between the third party service providers of our Company (*crucial for operations of the Company*) and our Group Company or its directors.

There are no conflict of interests between the lessors of immovable properties of our Company (*crucial for operations of the Company*) and our Group Company or its directors.

The securities of our Group Company are not listed on any stock exchange.

Litigation

As on date of this Draft Red Herring Prospectus, our Group Company is not party to any pending litigation which have a material impact on our Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board pursuant to its resolutions dated October 3, 2024 and the Fresh Issue has been authorised by our Shareholders pursuant to their resolution dated October 8, 2024. Our Board has approved this Draft Red Herring Prospectus pursuant to its resolution dated November 19, 2024. For further details, see "*The Offer*" on page 64.

Our Board has taken on record the participation of the Selling Shareholders in the Offer for Sale pursuant to a resolution dated November 19, 2024.

The Selling Shareholders have confirmed and approved their participation in the Offer for Sale in relation to the Offered Shares. For further details, see "*The Offer*" on page 64.

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI or other governmental authorities

Our Company, Promoters, members of the Promoter Group, Directors, and the Selling Shareholders are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters or directors have been debarred from accessing capital markets under any order or direction passed by the SEBI or any other authorities.

Our Company, Promoters or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers. Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

There are no conflict of interests between the suppliers of our Company (crucial for operations of the Company) and our Promoters and Promoter Group.

There are no conflict of interests between the third party service providers of our Company (crucial for operations of the Company) and our Promoters and Promoter Group.

There are no conflict of interests between the lessors of immovable properties of our Company (crucial for operations of the Company) and our Promoters and Promoter Group.

Directors associated with the securities market

None of our Directors are associated with the securities market in any manner.

There have been no actions initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, Promoters, members of our Promoter Group, and the Selling Shareholders, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as of the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company does not satisfy the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are therefore and are therefore required to meet the conditions detailed in Regulation 6(2) of the SEBI ICDR Regulation, as set forth below:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy-five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so*."

As our Company does not fulfil the requirements under Regulation 6(1)(b) of the SEBI ICDR Regulations of having average operating profit of at least ₹ 150 million, our Company is not eligible to undertake the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations.

We are therefore required to allot not less than 75% of the Offer to QIBs to meet the conditions detailed under Regulation 6(2) of the SEBI ICDR Regulations. Provided that in accordance with Regulation 40(3) of the SEBI ICDR Regulations, the QIB Portion will not be underwritten by the Underwriters, pursuant to the Underwriting Agreement. In the event that we fail to do so, the full Bid Amounts shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other applicable laws. Further, not more than 15% of the Offer shall be available for allocation to NIBs of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 0.2 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 1.00 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not more than 10% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

Our Company is in compliance with the conditions specified in Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Except for the options granted pursuant to the ESOP Plan 2022 and CSOP 2024, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as of the date of this Draft Red Herring Prospectus.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

The Selling Shareholders confirm that the Equity Shares offered as part of the Offer for Sale have been held in compliance with Regulation 8 of the SEBI ICDR Regulations and confirm compliance with and will comply with the conditions specified in Regulation 8 A of the SEBI ICDR Regulations, to the extent applicable.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING AMBIT PRIVATE LIMITED, CENTRUM CAPITAL LIMITED AND HDFC BANK LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDERS ARE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THE RESPECTIVE PORTION OF THE EQUITY SHARES BEING OFFERED BY THEM IN THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 19, 2024 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 THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus and the Prospectus, as applicable, with the RoC in terms of the Companies Act.

Disclaimer from our Company, the Selling Shareholders, our Promoters, our Directors and the BRLMs

Our Company, our Promoters, our Directors and the BRLMs accept no responsibility for statements made in relation to our Company or the Offer other than those confirmed by them in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. The Selling Shareholders accept no responsibility for any statements made other than those specifically made by the Selling Shareholders in relation to themselves and the Offered Shares. Except when specifically directed in this Draft Red Herring Prospectus, anyone placing reliance on any other source of information, including our Company's website www.cielhr.com, or any website of any member of the Promoter Group or affiliates of our Company, would be doing so at their own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company, the Selling Shareholders (to the extent that the information required pertains to them and their respective Offered Shares) and the BRLMs to the public and investors at large and no selective or additional information would be made available by our Company, the Selling Shareholders and the BRLMs for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the BRLMs, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the BRLMs, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, its Subsidiaries, the Selling Shareholders, and their respective directors and officers, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, its Subsidiaries, the Selling Shareholders, and their respective group companies, directors, officers, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India, including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Systemically Important NBFCs registered with the RBI or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, insurance companies registered with the IRDAI, permitted provident funds and pension funds, National Investment Fund, insurance funds set up and managed by the army, navy and air force of the Union of India, insurance funds set up and managed by the Department of Posts, Government of India and to NBFC-SI, Eligible FPIs, AIFs, FVCIs, Eligible NRIs and other eligible foreign investors, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, state industrial development corporations and registered multinational and bilateral development financial institutions.

This Draft Red Herring Prospectus shall not constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered hereby in any jurisdiction including India. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform themselves about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India.

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India, only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, our Subsidiaries, the Selling Shareholders, our Promoters, members of our Promoter Group since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States. Accordingly, the Equity Shares are being offered and sold outside of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off – shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such time prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

The Selling Shareholders undertake to provide such reasonable assistance as may be requested by our Company, in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI. Any expense incurred by our Company on behalf of the Selling Shareholders with regard to interest on such refunds will be reimbursed by the Selling Shareholders.

Consents

Consents in writing of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, the legal counsel to the Company as to Indian Law, industry report provider, the Bankers to our Company, the BRLMs, the Registrar to the Offer, Statutory Auditor, Independent Chartered Accountant, the Syndicate Members, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s), the Sponsor Bank(s) and the Monitoring Agency to act in their respective capacities, have been obtained/will be obtained prior to filing of the Red Herring Prospectus with the RoC and filed (as applicable) along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents that have been obtained have not been withdrawn as of the date of this Draft Red Herring Prospectus.

Experts

Our Company has not obtained any expert opinions other than as disclosed below:

Our Company has received written consent dated November 19, 2024 from M S K A & Associates, to include their name as required under Section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated November 13, 2024 on our Restated Consolidated Financial Statements; and (ii) their report dated November 19, 2024 on the statement of special tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated November 19, 2024 from Manian & Rao, Chartered Accountants, to be named as an "expert" under Section 2(38) and other applicable provisions of the Companies Act, 2013. Such consent has not been withdrawn until the filing of this Draft Red Herring Prospectus with the SEBI.

Our Company has received a written consent dated November 15, 2024 from NSVM & Associates, holding a valid peer review certificate from ICAI, to include their name as required under Section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act in respect of their report dated November 19, 2024 on the statement of special tax benefits available to the Company's Material Subsidiary, Thomas Assessments Private Limited, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and listed Group Company, subsidiaries or associate entities during the last three years

Other than as disclosed in '*Capital Structure*' on page 80, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Our Company does not have any associates. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any listed Subsidiaries or Group Company.

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Details of Public or Rights Issues by our Company during the last five years

Except as disclosed below, our Company has not made public issues or undertaken any rights issue during the last five years:

Closing date	Date of allotment	Date of refunds	Date of listing on the stock exchange(s)	Premium/Discount (in ₹)
September 29, 2019	October 1, 2019	Nil	Nil	Nil
March 14, 2021	March 16, 2021	Nil	Nil	NIL
March 15, 2024	March 31, 2024	Nil	Nil	910

Performance vis-à-vis Objects

Except as disclosed under "*Other Regulatory and Statutory Disclosures – Details of Public or Rights Issues by our Company during the last five years*" above, our Company has not undertaken any public issues or rights issue in the five years preceding the date of this Draft Red Herring Prospectus. Our Company achieved the objects of the above issuance in compliance with applicable law.

Performance vis-à-vis Objects – Details of Public or Rights Issues by listed subsidiaries of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed Subsidiaries.

Observations by regulatory authorities

There are no findings or observations pursuant to any inspections by the SEBI or any other regulatory authority in India which are material and are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Price Information of Past Issues Handled by the BRLMs (during the current Fiscal and two Fiscals preceding the current Fiscal)

1. Ambit Private Limited

(i) Price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Fiscal Year) handled by Ambit Private Limited:

Sr. No.	Issue Name**	Issue Size (₹ Mn.)	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.	Interarch Building Products Limited	6,002.90	900	26-Aug-24	1,299	+41.04%, [+3.72%]	NA	NA
2.	Akums Drugs and Pharmaceuticals Limited	18,567.37	679	06-Aug-24	725	+32.10% [+5.03%]	+26.02% [+1.30%]	NA
3.	India Shelter Finance Corporation Limited	12,000.00	493	20-Dec-23	620	+17.64%, [+1.48%]	+10.50%, [+4.28%]	+41.91%, [+10.95%]
4.	Yatharth Hospital & Trauma Care Services Limited	6,865.51	300	07-Aug-23	304	+23.30, [-0.26%]	+20.58%, [-2.41%]	+26.23%, [+9.30%]
5.	Senco Gold Limited	4,050.00	317	14-Jul-23	430	+25.28, [-0.70%]	+105.32%, [+1.26%]	130.13%, [+10.12%]

Source: www.nseindia.com and www.bseindia.com

Notes:

a. Issue size derived from prospectus/final post issue reports, as available.

b. The CNX NIFTY or S&P BSE SENSEX is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable

c. Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective Issuer at the time of the issue, as applicable.

d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.

e. Since 30/90/180 calendar days from listing date has not elapsed for the above issue, data for same is not available.

(ii) Summary statement of price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Fiscal Year):

Financial Year	Total no. of IPOs #	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25*	2	24,570.27	-	-	-	-	-	2	-	-	-	-	-	-
2023-24	3	22,915.51	-	-	-	-	1	2	-	-	-	1	2	-
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-

** The information is as on the date of the document*

2. Centrum Capital Limited

(iii) Price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Fiscal Year) handled by Centrum Capital Limited:

Sr. No.	Issue Name**	Issue Size (₹ Mn.)	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.	Popular Vehicles and Services Limited	6,015.54	295.00	19-Mar-24	289.20	-15.59%, [+1.51%]	-26.75%, [+4.60%]	-23.43%, [16.22%]
2.	J.G.Chemicals Limited	2,511.90	221.00	13-Mar-24	211.00	+2.47%, [+3.13%]	-2.38%, [+1.65%]	+85.54%, [11.57%]

Notes:
1. Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.
2. Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company
3. 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day.

(iv) Summary statement of price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Fiscal Year):

Fiscal Year	Total no. of IPOs #	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-2023	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-2024	2	8,527.44	-	-	1	-	-	1	-	-	1	1	-	-
2024-2025	-	-	-	-	-	-	-	-	-	-	-	-	-	-

* *The information is as on the date of this Offer Document.*
\# *Date of Listing for the issue is used to determine which fiscal year that particular issue falls into*

3. HDFC Bank Limited

(i) Price information of past offers handled by HDFC Bank Limited:

Sr. No.	Offer Name	Offer Size (in ` Mn) #	Offer 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.	Niva Bupa Health Insurance Company Limited	22,000.00	74	November 14, 2024	78.14	NA*	NA*	NA*
2.	Go Digit General Insurance Limited	26,146.46	272	May 23, 2024	286.00	22.83% [2.32%]	30.79% [7.54%]	16.25% [2.12%]
3.	IRM Energy Limited	5,443.63	505	October 26, 2023	477.25	-7.20% [4.49%]	-0.25% [12.63%]	19.69% [18.45%]
4.	Sai Silks (Kalamandir) Limited	12,009.98	222	September 27, 2023	230.10	8.09% [-4.49%]	25.09% [7.54%]	-12.30% [10.15%]
5.	Aether Industries Limited	8,080.44	642	June 03, 2022	706.15	+21.00% [-5.13%]	+34.54% [+6.76%]	+40.15% [+12.40%]

 # <u>As per Prospectus</u>
Source: www.nseindia.com and www.bseindia.com for price information and prospectus for offer details
Notes:
1. *Designated stock exchange of the respective issuer has been considered for the pricing information*
2. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days*
3. *In case of reporting dates falling on a trading holiday, values for immediately previous trading day have been considered*
4. *In IRM Energy Limited, the Issue price to eligible employees was ₹457 after a discount of ₹48 per equity share*

(ii) Summary statement of price information of past offers handled by HDFC Bank Limited

Financial Year	Total no. of IPOs	Total amount of funds raised ₹ in million)#	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-25*	2	48,146.46	-	-	-	-	-	1	-	-	-	-	-	1
2023-24	2	17,453.61	-	-	1	-	-	1	-	-	1	-	-	1
2022 – 23	1	8,080.44	-	-	-	-	-	1	-	-	-	-	1	-

 # As per Prospectus
Notes:
1. *The information is as on the date of this Draft Red Herring Prospectus.*
2. *The information for each of the financial years is based on offers listed during such financial year.*

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in the SEBI circular dated January 10, 2012, bearing reference number CIR/MIRSD/1/2012, please see the websites of the BRLMs indicated in the table below:

S. No.	Name of the BRLM	Website
1.	Ambit Private Limited	https://www.ambit.co/
2.	Centrum Capital Limited	https://www.centrum.co.in/html/index.php/
3.	HDFC Bank Limited	https://www.hdfcbank.com/

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange as of the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, read with the SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In the event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the BRLMs shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the circular (No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021 issued by the SEBI, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	(a) Instantly revoke the blocked funds other than the original Bid Amount; and (b) ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	(a) Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and (b) ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non–Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

All grievances (other than from Anchor Investors) in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, UPI ID, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgement Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Book Running Lead Managers, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Managers where the Bid cum Application Form was submitted by the Anchor Investor.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank(s) for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Managers and the Registrar to the Offer 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. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company, the Book Running Lead Managers and the Registrar to the Offer 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.

Disposal of Investor Grievances by Our Company

Our Company shall, post the filing of this Draft Red Herring Prospectus, apply for the authentication on the SCORES in terms of the SEBI circular no. CIR/OIAE/1/2014 dated December 18, 2014, the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and the SEBI circular no. SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022, issued by SEBI in relation to redressal of investor grievances through SCORES.

Our Company has also appointed Lalita Pasari, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" on page 72.

Our Company has also constituted a Stakeholders' Relationship Committee to review and redress shareholder and investor grievances. See "*Our Management – Committees of the Board – Stakeholders' Relationship Committee"* on page 278.

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus and there are no investor complaints pending as of the date of this Draft Red Herring Prospectus.

The Selling Shareholders have authorised the Company Secretary and Compliance Officer of our Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Our Company estimates that the average time required by it or the Registrar to the Offer or the relevant Designated Intermediary for the redressal of routine investor grievances shall be three days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Disposal of investor grievances by listed Group Company and listed Subsidiaries

As of the date of this Draft Red Herring Prospectus, we do not have listed Subsidiaries or Group Company.

Exemption from complying with any provisions of securities laws granted by the SEBI

Our Company has not applied for or received any exemption from complying with any provisions of securities laws from SEBI.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. 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 the SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or any other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. The fees and expenses relating to the Offer shall be borne by each of our Company and the Selling Shareholders in the manner agreed to among our Company and the Selling Shareholders and in accordance with applicable law. For details in relation to Offer expenses, see "*Objects of the Offer*" on page 116.

Ranking of the Equity Shares

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and our Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of the right to receive dividend and voting. The Allottees, upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 450.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of Companies Act, our Memorandum of Association and our Articles of Association and provisions of the SEBI Listing Regulations and other applicable law. Dividends, if any, declared by our Company after the date of Allotment (pursuant to transfer of Equity Shares from the Offer for Sale), will be payable to the Allottees who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable law. For more information, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 290 and 450, respectively.

Face value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹2 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹[●] per Equity Share ("**Cap Price**"). The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the Book Running Lead Managers and shall be published in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Tamil national daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located), each with wide circulation, and advertised at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

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

Rights of Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting rights, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- right to receive offers for rights Equity Shares and be allotted bonus Equity Shares, if announced;
- right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- right of free transferability of their Equity Shares, subject to applicable laws; and
- such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 450.

Allotment of Equity Shares only in dematerialised form

In terms of Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, the following agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated January 24, 2024, among our Company, NSDL and the Registrar to the Offer; and
- Tripartite agreement dated December 8, 2023, among our Company, CDSL and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialised form in multiples of one Equity Share subject to a minimum allotment of [●] Equity Shares. For details of basis of allotment, see "*Offer Procedure*" on page 430.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, and the rules framed thereunder, the sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

(a) to register himself or herself as the holder of the Equity Shares; or

(b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment in the Offer will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with the respective Collecting Depository Participant of the Bidder would prevail. If the Bidders wish to change the nomination, they are requested to inform their respective Collecting Depository Participant.

Period of operation of subscription list – Bid/Offer Programme

BID/OFFER OPENS ON	[●](1)
BID/OFFER CLOSES ON	[●](2)(3)

(1) Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.
(2) Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.
(3) UPI mandate end time and date shall be 5:00 p.m. on the Bid/Offer Closing Date, i.e., on [●].

An indicative timetable in respect of the Offer is disclosed below:

Event	Indicative Date
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA*	On or about [●]
Credit of Equity Shares to dematerialised accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism), exceeding two Working Days from the Bid/Offer Closing Date, for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circulars dated June 2, 2021, April 20, 2022 and June 21, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLMs.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date, as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholders, severally and not jointly, confirm that he shall extend reasonable support and co-operation in relation to the Offered Shares, as may be requested by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date, as may be prescribed by the SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with listing timelines and activities prescribed by the SEBI, in connection with the allotment and listing procedure within three Working days of Bid/ Offer Closing Date or such time prescribed by SEBI identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (Other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) - For Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic applications (Bank ASBA through Online channels like internet banking, mobile banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (Syndicate non-retail, non-individual applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (Syndicate non-retail, non-individual applications) where Bid Amount is more than ₹0.50 million	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ revision/cancellation of Bids	
Upward revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/Offer Closing Date
Upward or downward revision of Bids or cancellation of Bids by Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date

* *UPI mandate end time shall be 5:00 p.m. on the Bid/ Offer Closing Date.*
\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their Bids.*

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by UPI Bidders.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by RIBs after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than the prescribed time on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Bids and any revision in Bids will be accepted only during Working Days. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. Neither our Company, nor the Selling Shareholders, nor any member of the Syndicate is liable for any failure in uploading or downloading the Bids due to faults in any software / hardware system or otherwise; or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Banks due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations, provided that the revised Cap Price shall be less than or equal to 120% of the revised Floor Price, the Floor Price shall not be less than the face value of the Equity Shares, and that the revision in the Price Band shall not exceed 20% on either side, *i.e.*, the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. Provided that, the Cap Price of the Price Band shall be at least 105% of the Floor Price.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and the terminals of the Syndicate Members and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank(s), as applicable.

Minimum subscription

If, as prescribed, our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue; and (ii) minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the Bid/Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued or offered under the Red Herring Prospectus, the Selling Shareholders, to the extent applicable, and our Company shall forthwith refund the entire subscription amount received in accordance with applicable law. If there is a delay beyond the prescribed time, our Company, to the extent applicable, shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law, including the SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024. Subject to applicable law, the Selling Shareholders shall not be responsible to pay interest for any delay, unless such delay is solely and directly attributable to an act or omission of the Selling Shareholders, in which case such liability shall be on a several and not joint basis and shall be to the extent of the Offered Shares.

The requirement for minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale. If there is a delay beyond the prescribed period, our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum.

In the event of an undersubscription in the Offer, the Equity Shares will be Allotted in the following order:

i. such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue portion is subscribed;

ii. upon (i), all the Equity Shares held by the Selling Shareholders and offered for sale in the Offer for Sale will be Allotted; and

iii. once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue portion.

In accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with SEBI ICDR Regulations and other applicable laws. In case of delay, if any, in refund within such timelines as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws. In case of delay, if any, in unblocking of amounts in the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Selling Shareholders shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangement for disposal of odd lots

Since the Equity Shares will be traded in dematerialised form only and the market lot for the Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any, on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, the minimum Promoters' Contribution and the Anchor Investor lock-in in the Offer as detailed in "*Capital Structure*" on page 80, and except as provided in the Articles of Association as detailed in "*Description of Equity Shares and Terms of the Articles of Association*" on page 450, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/splitting.

Option to receive Equity Shares in dematerialized form

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLMs, reserve the right not to proceed with the Offer, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company, in consultation with the BRLMs, decides not to proceed with the Offer, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Managers, withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a public offering of Equity Shares, our Company shall file a fresh draft red herring prospectus with the SEBI and the Stock Exchanges.

OFFER STRUCTURE

The Offer of up to [●] Equity Shares bearing face value of ₹2 each for cash at a price of ₹[●] per Equity Share of ₹ 2 each (including a share premium of ₹[●] per Equity Share of ₹ 2 each) aggregating up to ₹[●] million comprising a Fresh Issue of up to [●] Equity Shares of ₹ 2 each by our Company aggregating up to ₹ 3,350.00 million and an Offer for Sale of up to 4,739,336 Equity Shares of ₹ 2 each aggregating up to ₹[●] million by the Selling Shareholders.

Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement of up to [●] specified securities aggregating up to ₹ 670.00 million. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers and the Pre-IPO Placement, if any, will be undertaken prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced by the number of specified securities issued and allotted in the Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation (2)	Not less than [●] Equity Shares of ₹ 2 each	Not more than [●] Equity Shares of ₹ 2 each available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares of ₹ 2 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment/ allocation	Not less than 75% of the Offer shall be available for allocation to QIBs. However, up to 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not more than 15% of the Offer. Further, (a) one third of such portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two third of such portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders.	Not more than 10% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares of ₹ 2 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) up to [●] Equity Shares of ₹ 2 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares of ₹ 2 each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price.	The Equity Shares of ₹ 2 each available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: a) one third of the portion available to Non-Institutional Bidders being [●] Equity Shares of ₹ 2 each are reserved for Bidders Biddings more than ₹ 0.20 million and up to ₹ 1.00 million; and b) two third of the portion available to Non-Institutional Bidders being [●] Equity Shares of ₹ 2 each are reserved for Bidders Bidding more than ₹ 1.00 million. The unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub- category of Non-Institutional Portion in accordance with SEBI ICDR Regulations. The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares of ₹ 2 each in the Retail Portion and the remaining available Equity Shares of ₹ 2 each, if any, shall be allotted on a proportionate basis. For details, see "*Offer Procedure*" on page [●].

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
		conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For details, see "*Offer Procedure*" on page 430.	
Minimum Bid	Such number of Equity Shares of ₹ 2 each so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares of ₹ 2 each	Such number of Equity Shares of ₹ 2 each so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares of ₹ 2 each	[●] Equity Shares of ₹ 2 each and in multiples of [●] Equity Shares of ₹ 2 each
Maximum Bid	Such number of Equity Shares of ₹ 2 each in multiples of [●] Equity Shares of ₹ 2 each so that the Bid does not exceed the size of the Offer (excluding the Anchor Portion), subject to applicable limits	Such number of Equity Shares of ₹ 2 each in multiples of [●] Equity Shares of ₹ 2 each so that the Bid does not exceed the size of the Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares of ₹ 2 each in multiples of [●] Equity Shares of ₹ 2 each so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	[●] Equity Shares of ₹ 2 each and in multiples of [●] Equity Shares of ₹ 2 each thereafter		
Allotment Lot	[●] Equity Shares of ₹ 2 each and thereafter in multiples of one Equity Share of ₹ 2 each thereafter		
Trading Lot	One Equity Share of ₹ 2 each		
Who can apply[(3) (4)]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, Mutual Funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, multilateral and bilateral development financial institutions,insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices which are re- categorised as Category II FPIs (as defined in the SEBI FPI Regulations) and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of karta)
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).	Only through the ASBA process (including UPI Mechanism for Bids up to ₹0.50 million).	Only through the ASBA process (including the UPI Mechanism).
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form		

* *Assuming full subscription in the Offer.*

(1) *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price.*

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.*

(3) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first*

Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN. For details of terms of payment of applicable to Anchor Investors, see General Information Document available on the website of the Stock Exchanges and the BRLMs. Anchor Investors are not permitted to participate in the Offer through the ASBA process. SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings, where the application amount is up to ₹ 500,000, shall use UPI. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Further SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIB and RIB and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

The Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by FPIs*" on page 436 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 421.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer, (ii) maximum and minimum Bid size, (iii) price discovery and allocation, (iv) payment instructions for ASBA Bidders, (v) issuance of Confirmation of Allocation Note and Allotment in the Offer, (vi)general instructions (limited to instructions for completing the Bid cum Application Form), (vii) Designated Date, (viii) disposal of applications, (ix) submission of Bid cum Application Form, (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds), (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications, (xii) mode of making refunds, and (xiii) interest in case of delay in Allotment or refund.

*The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective until June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**"), as may be prescribed by the SEBI. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023 ("**T+3 Circular**"). Accordingly, the Offer will be undertaken as per the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of these circular are deemed to form part of this Draft Red Herring Prospectus.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended by the in SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Our Company, the Selling Shareholders and the Syndicate and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus and the Prospectus.

Further our Company, the Selling Shareholders and the Syndicate Members are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

This Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein in terms of Regulation 32(2) of the SEBI ICDR Regulations, not less than 75% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the respective categories, not more than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not more than 10% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard..

Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, among others, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a Retail Individual Investor had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 until November 30, 2023 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI, vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, prescribed that all individual bidders applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 million and up to ₹500,000 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Phase III: Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Offer shall be undertaken as per the processes and procedures under UPI Phase III, as notified in the T+3 Circular, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Bidders may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022 (the "**UPI Streamlining Circulars**"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post– Offer BRLM will be required to compensate the concerned investor. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, *inter alia*, has enhanced the per transaction limit in UPI from more than ₹200,000 million to ₹500,000 million for UPI based ASBA in initial public offerings.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered Office. The electronic copy of the Bid cum Application Forms will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

ASBA Bidders (other than UPI Bidders using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs. Retail Individual Bidders authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

For all initial public offerings opening on or after September 1, 2022, as specified in SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor’s bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors, i.e. RIB, QIB, NIB and other reserved categories and also for all modes through which the applications are processed. Since the Offer will be made under Phase III on a mandatory basis, ASBA Bidders may submit the ASBA form in the manner below:

a) RIBs and NIIs (other than the UPI Bidders) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

b) UPI Bidders, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

c) QIBs and NIIs (not using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, subsyndicate members, Registered Brokers, RTAs or CDPs. d. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid.

In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The prescribed color of the Bid cum Application Forms for various categories is as follows:

Category	Color of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors	[●]

* *Excluding electronic Bid cum Application Form*

Notes:

(1) Electronic Bid cum Application Forms and the Abridged Prospectus will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than through the UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges validate the electronic bids with the 374 records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate the UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the Bankers to the Offer. The BRLMs shall also be required to obtain the audit trail from the Sponsor Bank(s) and the Bankers to the Offer for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circulars dated June 2, 2021 and April 20, 2022.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹500,000 and NII & QIB bids above ₹200,000, through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars.

The Sponsor Bank(s) shall host a web portals for intermediaries (closed user group) from the date of Bid/Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the stock exchange platform during the Bid/Offer Period after which the Stock Exchange(s) send the Bid information to the Registrar to the Offer for further processing.

d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by the Promoters, the members of the Promoter Group, the BRLMs, the Syndicate Members and persons related to Promoters/the members of the Promoter Group/the BRLMs

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion, as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any associate of the BRLMs can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLMs;

(ii) insurance companies promoted by entities which are associate of the BRLMs;

(iii) AIFs sponsored by the entities which are associate of the BRLMs; or

(iv) FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the BRLMs.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, among the Anchor Investor and the BRLMs.

Further, except for the sale of Equity Shares by the Selling Shareholders, our Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer.

However, a QIB who has any of the following rights in relation to our Company shall be deemed to be a person related to our Promoters or the members of the Promoter Group of our Company:

(i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or the members of the Promoter Group of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on the Board.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by HUFs

Bids by HUFs, should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "*Name of sole or First Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta*". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and Eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

In accordance with the FEMA Non-debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application.

Also see "*Restrictions on Foreign Ownership of Indian Securities*" on page 449.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA Non-debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap is 100% and accordingly, the applicable limit with respect to our Company is 100%.

In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%).

In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilize the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments(as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying asset) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of is subject to, inter alia, the following conditions:

(i) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(ii) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (the "**Operational FPI Guidelines**"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "**MIM Structure**"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category I FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus."

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids by SEBI registered AIFs, VCFs and FVCIs

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, *inter alia*, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations continue to be regulated by such regulations until the existing fund or scheme managed by the fund is wound up. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs, subject to the conditions prescribed by the SEBI. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs, subject to the conditions prescribed by the SEBI. A VCF registered as a Category

I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re- registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, AIFs, FPIs and FVCIs, and all Bidders will be treated on the same basis with other categories for the purpose of allocation.Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Non-debt Instruments Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services as per the Banking Regulation Act, 1949, as amended, ("**Banking Regulation Act**"), and the Master Directions – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid- up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act, (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank, and mutual funds managed by asset management companies controlled by the bank, shall not exceed more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap does not apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate equity investment made by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company paid up share capital and reserves.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by Systemically Important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, a certified copies of the (i) certificate of registration issued by RBI, (ii) last audited financial statements on a standalone basis (iii) a net worth certificate from its statutory auditor(s), and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, guidelines and circulars issued by RBI from time to time. The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time**.**

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, Systemically Important NBFCs, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs, in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLMs, may deem fit.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below:

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, and will be completed on the same day.

(v) Our Company, in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(ix) 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked- in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 30 days from the date of Allotment.

(x) Neither (a) BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply in the Offer under the Anchor Investor Portion.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

(xii) In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in this Draft Red Herring Prospectus, or as will be specified in the Red Herring Prospectus and the Prospectus.

For more information, please read the General Information Document.

Certain Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the Acknowledgement Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised Acknowledgement Slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholders and/or the BRLMs are cleared or approved by the Stock Exchanges, nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. UPI Bidders can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

Do's:

A. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

B. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

C. Ensure that you have Bid within the Price Band;

D. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

E. Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (*i.e.*, bank account number) in the Bid cum Application Form if you are not a UPI Bidder using the UPI Mechanism in the and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

F. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

G. UPI Bidders Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

H. Ensure that you have funds equal to or more than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

I. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

J. The ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;

K. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

L. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

M. Ensure that you request for and receive a stamped Acknowledgment Slip in the form of a counterfoil or acknowledgement specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

N. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgement Slip;

O. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

P. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular (No. MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

Q. 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;

R. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

S. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;

T. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

U. Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders Bidding through UPI Mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI Mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI Mechanism) and PAN available in the Depository database;

V. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

W. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

X. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process;

Y. In case of UPI Bidders, once the Sponsor Bank(s) issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

Z. UPI Bidders Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

AA. Ensure that when applying in the Offer using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

BB. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

CC. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

DD. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

EE. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

FF. UPI Bidders Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her/its UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorises the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid cum Application Form;

GG. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid/ Offer Closing Date;

HH. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Portion for allocation in the Offer;

II. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

JJ. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

KK. Ensure that the Demographic Details are updated, true and correct in all respects; and

LL. Ensure that your PAN is linked with your Aadhaar card, and that you are in compliance with notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021, each issued by the Central Board of Direct Taxes.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don’ts:

A. Do not Bid for lower than the minimum Bid size;

B. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

C. Do not Bid/revise the Bid Amount to an amount calculated at less than the Floor Price or higher than the Cap Price;

D. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders);

E. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

F. Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;

G. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

H. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;

I. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

J. Do not submit the Bid for an amount more than funds available in your ASBA account;

K. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

L. If you are a QIB, do not submit your Bid after 3 p.m. on the Bid/Offer Closing Date for QIBs/ Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);

M. Do not Bid for Equity Shares in excess of what is specified for each category;

N. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;

O. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

P. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;

Q. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

R. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

S. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations, or under the terms of the Red Herring Prospectus;

T. Do not submit the General Index Register ("**GIR**") number instead of the PAN;

U. Do not submit incorrect details of the DP ID, Client ID, the PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

V. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

W. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are RIB and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

X. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

Y. Anchor Investors should not Bid through the ASBA process;

Z. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

AA. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

BB. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

CC. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;

DD. In case of ASBA Bidders (other than 3-in-1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹500,000;

EE. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism; and

FF. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "*General Information*" on page 72.

For helpline details of the BRLMs pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see '*General Information*' on page 72.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs Bidding in the Retail Portion with Bid Amount of a value of more than ₹200,000;

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids by QIBs uploaded after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

16. Further, in case of any pre-Offer or post -Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, see "*General Information*" and "*Our Management*" on pages 72 and 267, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs 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.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the RIBs, NIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

The allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Account(s). For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favor of:

(a) In case of resident Anchor Investors: "[●]"; and

(b) In case of Non-Resident Anchor Investors: "[●]".

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company, the Selling Shareholders and the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Tamil national daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

Our Company, the Book Running Lead Managers and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading of the Equity Shares on the Stock Exchanges, disclosing the date of commencement of trading of the Equity Shares on the Stock Exchanges in: (i) [●] editions of [●], a widely circulated English national daily newspaper; (ii) in all editions of [●], a Hindi national daily newspaper; and (iii) in all editions of [●], a Tamil national daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located), each with wide circulation.

The allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, then the allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholders, severally and not jointly, and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalization of the Offer Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) ***makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***

(b) ***makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***

(c) ***otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,***

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years). Further, where the fraud involves an amount less than ₹1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

Undertakings by our Company

Our Company undertakes the following:

(i) adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

(ii) the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(iii) all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within the time period of the Bid/Offer Closing Date, as may be prescribed by the SEBI or under any applicable law;

(iv) if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(v) the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(vi) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vii) Except for Equity Shares allotted pursuant to the Offer, no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc, other than as disclosed in accordance with Regulation 56;

(viii) Promoter's contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;

(ix) Our Company shall not have any recourse to the proceeds of the Fresh Issue until final listing and trading approvals have been received from the Stock Exchanges;

(x) that if our Company does not proceed with the Offer after the Bid / Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly; and

(xi) if our Company, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, it shall be required to file a fresh draft red herring prospectus with the SEBI; and

(xii) There shall be no further issue or offer of securities of our Company, whether by way of a bonus issue, preferential allotment, rights issue or in any other manner, during the period commencing from the date of filing this Draft Red Herring Prospectus with the SEBI until the Equity Shares proposed to be transferred pursuant to the Offer have been listed and have commenced trading or until the Bid monies are refunded on account of, *inter alia,* failure to obtain listing approvals in relation to the Offer.

Undertakings by the Selling Shareholders

The Selling Shareholders specifically undertake and/ or confirm the following in respect to themselves as Selling Shareholders and their respective portion of the Offered Shares:

(i) they are the legal and beneficial owners of the Equity Shares offered by them in the Offer for Sale;

(ii) the Offered Shares are free and clear of any encumbrances and shall be transferred to the successful Bidders under applicable law free and clear of any encumbrances;

(iii) the portion of the Offered Shares offered for sale by the Selling Shareholders are eligible for being offered in the Offer for Sale in terms of the SEBI ICDR Regulations;

(iv) they shall provide such reasonable assistance and cooperation as may be reasonably required by our Company and the Book Running Lead Managers in redressal of such investor grievances in relation to their respective Offered Shares and statements specifically made or confirmed by them in this Draft Red Herring Prospectus in relation to themselves as a Selling Shareholder;

(v) they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person (whether related to themselves or not) for making a Bid in the Offer;

(vi) they shall provide such reasonable support and cooperation as required under applicable law or requested by our Company and/or the Book Running Lead Managers in relation to their respective Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable); and

(vii) they shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchanges.

The statements and undertakings provided above are statements which are specifically confirmed or undertaken by the Selling Shareholders in relation to themselves and their respective Offered Shares.

Utilization of Offer Proceeds

Our Company declares that:

(i) all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

(ii) details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed until the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(iii) details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government of India has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India (*earlier known as the Department of Industrial Policy and Promotion*) ("**DPIIT**") issued the FDI Policy, which with effect from October 15, 2020 consolidated, subsumed superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as of and prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. Subject to conditions specified in the FDI Policy, up to 100% foreign investment under the automatic route is currently permitted for human resources and management of human resources functions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on page 436.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-debt Instruments Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer. For further details, see "*Offer Procedure*" on page 430.

The Equity Shares issued in the Offer have not been and will not be registered under the U.S. Securities Act, and shall not be offered or sold within the United States, Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION INTERPRETATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below. Except as disclosed below, there are no other material provisions of the Articles of Association that are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

1. Application of Table 'F' The Regulations contained in Table 'F' of the first schedule to the Companies Act, 2013 so far as they are applicable to the Company Limited by Shares, shall apply to this Company save in so far as they are expressly or by implication excluded or modified, the following articles.

Interpretation

2. In these regulations

   a) "The Act'' means the Companies Act, 2013

   b) "The Company" or "This Company" shall mean Ciel HR Services Limited

   c) "the seal" means the common seal of the company.

   d) "Section" means Section of the Companies Act, 2013

   e) "Board" means the Board of Directors of the Company.

   f) "Directors" means the Directors of the Company

   g) Word importing the masculine gender include also the feminine gender and vice-versa.

   h) "Share Capital" means the Capital for the time being raised or authorized to be raised for the purpose of the Company

   i) "Members" has the meaning assigned thereto by Section 2(55) of the Act.

   j) "General Meeting" means a meeting of Members.

   k) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provisions of Section 96 of the Companies Act and any adjourned holdings thereof

   l) "Extraordinary General Meeting" means a General Meeting of the members other than Annual General Meeting duly called and constituted and any adjourned holdings thereof.

   m) "Ordinary Resolution" and "Special Resolution" have the meanings assigned thereto respectively by Section 114 of the Act.

   n) "Month" means a Calendar Month.

   o) "Paid-up" includes credited as paid-up.

   p) "In Writing" and Written' include printing, lithography and other modes of representing or reproducing words in a visible form.

3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Public Company

4. The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013, limited by shares.

Business

5. The Company will carry on the business for which it was incorporated and any other business or businesses or lines of business or activity, which the Company is authorized to carry on under its Memorandum of Association.

Share capital and variation of rights

6.
   (i) Subject to the provisions of the Act, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit including rights basis, preferential basis, private placement basis, or any other manner.
   (ii) Subject to the provisions of the Act, the Company may issue, offer and allot such other securities including debentures, warrants, securities convertible into shares, bonds in such manner on such terms and conditions on rights basis, preferential basis, private placement basis, or any other manner as the Directors may from time to time think fit with the consent of the shareholders at a general meeting.
   (iii) Subject to the provisions of the Act, the Company may exercise the powers of issuing sweat equity shares of a class of shares already issued in accordance with the Act, the Rules and other applicable laws, if any.
   (iv) Subject to the provisions of the Act, the Company shall have the power to introduce employee stock option schemes / plans or any other share based compensation for all employees and Directors of the Company, its holding and subsidiary companies, subject to the applicable rules, regulations and procedures.
   (v) The Board shall 'have the power to issue a part of authorised capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.
   (vi) The holders of preference shares shall have a right to vote only on Resolutions, which directly affect the rights attached to their preference shares.

7. The Authorised Share Capital of the Company shall be as prescribed,in the Memorandum of Association of the Company.

8.
   (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —

      a) one certificate for all his shares without payment of any charges; or
      b) several certificates, each for one or more of his shares, uponpayment of twenty rupees for each certificate after the first.

   (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

   In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate,' and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

9.
   (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. A fee may be charged for issuance of a new certificate as may be decided by the Board ort Committee thereof, subject to the maximum fee prescribed under the Act.
   (ii) The provisions of Articles (8) and (9) shall mutatis mutandis apply to debentures of the company.

10. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

11. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply.

12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms, of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

13. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

14.
(i) The company shall have a first and paramount lie -

a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

15. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made -
(a) unless a sum in respect of which the lien exists is presently payable; or
(b) until the expiration of fourteen 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.

16.
(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
(ii) The purchaser shall be registered as the holder of the shares comprised in any.such transfer.
(iii) The 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.

17.
(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

18.
(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not bythe conditions of allotment thereof made payable at fixed times:
Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
(iii) A call may be revoked or postponed at the discretion of the Board.

A call shall be deempd to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

20.
   (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
   (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

21.
   (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
   (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

22. The Board —

   (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
   (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Liability of Joint Holders of Securities

23. The joint-holders of a security shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such security.

Transfer of shares

24.
   (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
   (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

25. If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation erf the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.

26. The Board may decline to recognize any instrument of transfer unless—

   (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
   (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
   (c) the instrument of transfer is in respect of only one class of shares.

   On giving not less than seven days' previous notice in accordance with section91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
   Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transfer of Debentures and other securities

27A. In case of transfer of debentures or warrants or other securities issued by the Company, the same will be governed by the provisions contained in Articles 24 to 27 to the extent applicable and in addition will be subject to the terms as laid down at the time of issuance of such securities and as amended from time to time by the Company.

Transmission of shares

28.

(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

29.

(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Boardand subject as hereinafter provided, elect, either—

 (a) to be registered himself as holder of the share; or

 (b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

(iii) That registration of 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 Issuer on any account whatsoever

30.

(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

31. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

32. No·fee shall be charged for registration of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

Forfeiture of shares

33. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

The notice aforesaid shall —

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in-respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

34.

(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

(iii) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company inrespect of the shares,

(iv) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

35.

(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer ofthe share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application af the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

36. The provisions of these regulations as to forfeiture shall apply in the case of non- payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

37. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount,as may be specified in the resolution.

38. Subject to the provisions of section 61, the company may, by ordinary resolution, —

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

39. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and. other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock- holder” respectively.

40. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalization of profits

41.

(i) The company in a general meeting may, upon the recommendation ofthe 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 profit and loss account, or otherwise available for distribution; and
(b) that such sum be accordingly set free for distribution in the manner specified in clause *(ii)* amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause *(i),* either in or towards—

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
(b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
(c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (8);
(d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
(e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation

42.
(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power-

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
(b) to authorise any person to enter, on behalf of all the members entitled thereto, into'an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Bonus Shares

43. The company, subject to the provisions of Section 63 read with relevant rules thereof and also any other applicable provisions of the Act or any other law for the time being in force, may issue fully paid-up bonus shares to its members.

Further Issue of Shares

44. Where at any time after the expiry of two years from the formation of the company or at any time alter the expiry of ore year from the allotment of shares in the company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the company by allotment of further Shares then:

(a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the company, in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date;
(b) The offer aforesaid shall be made by a notice specifying the number of Shares offered and limiting a time not being less than thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
(c) 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 sub-clause (b) shall contain a statement of this right;
(d) 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 of Directors may dispose of them in such manner as they think most beneficial to the company.

45. Notwithstanding anything contained in sub clause (1) the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (1) hereof) in any manner whatsoever.

(a) If a special resolution to that effect is passed by the company in general meeting, or
(b) Where no such resolution Is passed, If the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained In the resolution moved in that general meeting (Including the casting vote, If any, of the Chairman) by members who, being entitled so to do, vote In person, or where proxies are allowed, by proxy, exceed the votes, If any, cast against the proposal by members, so entitled and voting and the Central Government Is satisfied, on an application made by the Board of Directors in this behalf, that the proposal Is most beneficial to the company.

46. Nothing in sub-clause (c) of (1) hereof shall be deemed:

(a) To extend the time within which the offer should be accepted; or
(b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

47. Nothing in this Article shall apply to the Increase of the subscribed capital of the company caused by the exercise of an option attached to the debentures Issued by the company:

(i) To convert such debentures or loans into shares in the company; or
(ii) To subscribe for shares in the company

48. PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:
(a) either has been approved by the central Government before the issue of debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and
(b) In the case of debentures or loans or other than debentures Issued to, or loans obtained from the Government or any Institution specified by the Central Government In this behalf, has also been approved by the special resolution passed by the company In General Meeting before the Issue of the loans.

Buy-back of shares

49. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

Issue and Redemption of preference shares

50. The company, subject to the provisions of Section 55 read with relevant rules thereof and also any other applicable provisions of the Act or any other law for the time being in force, may issue any preference shares which are liable to be redeemed within a period of not exceeding twenty years from the date of their issue.

Registers & Inspection

51.
(i) The company shall keep and maintain Register of Members, Debenture holders, and any other Security Holders in such form and in such manner as may be prescribed in the Act and the relevant rules thereof.
(ii) The Company may keep in any country outside India, in such manner as may be prescribed in the Act and the rules thereof, a part of the register, of Members, Debenture holders and any other Security Holders or beneficial owners, called ‘foreign register’ containing the name and particulars of security holders residing outside India.
(iii) Registers of Charges is open for inspection to members or creditors or any other person during business hours.
(iv) The books containing minutes of proceedings of general meeting, shall be open during business hours.

General meetings

52. All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

53.
(i) Any general meeting may be convened at a shorter notice subject to obtaining necessary approvals from shareholders as per the provisions of the Act.
(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

54.

(i) No business shall be transacted at any general meeting unless a quorum of members personally present at the time when the meeting proceedsto business.

(ii) Save as otherwise provided herein, the quorum for the general meeting shallbe as provided in section 103 of the Act.

55. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

56. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

57. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Resolutions requiring special notice

58. Where, by any provision contained in this Act or in this article, special notice is required of any resolution, notice of the intention to move such resolution shall be given to the company.

Adjournment of meeting

59.

(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it Shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

60. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a showof hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

61.

(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

62. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

63. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

64. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

65.

(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

66. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

67. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

68. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Postal Ballot

69. Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/resolutions passed by means of postal ballot, instead of transacting the business in a general meeting of the Company.

E-Voting

70. A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.

Votes by joint members

71. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present thgn the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these Articles be deemed joint holders thereof.

72. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

Board of Directors

73. The company shall have a Board of Directors consisting of individuals as directors and shall have a minimum of 3 and maximum of 15 directors.

74. The first Directors of the Company are

I. Mrs. Hemalatha Rajan
II. Mr. K. Pandiarajan

75.
(i) The remuneration of Directors shall be fixed by the Board in any manner in accordance with the provisions of the Act. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
(ii) The sitting fees payable to each director shall be determined by the Board from time to time subject to the provisions of Companies Act,2013
(iii) In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling, hotel and other expenses properly incurred by them—
(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
(b) in connection with the business of the company.

76. The Board may pay all expenses incurred in getting up and registering the company.

77. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

78. Every director present at any meeting of the Board or of a committee thereof may be required to sign his name in a book to be kept for that purpose.

79. (i) Subject to the provisions of section 149 and 161 of the Act'and applicable rules thereof, the Board shall have power at any time, and from time to time, tb appoint a person as an Additional Director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

80. Subject to the provisions of section 149, 161 of the Act and applicable rules thereof, the Board shall have at any time, and from time to time, may appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an Alternate Director for a director during his absence for a period of not less than three months from India.

81. Subject to the provisions of section 149 and 161 of the Act and applicable rules thereof, the Board shall have at any time, and from time to time, may appoint any person as a Director Nominated by any institution in pursuance of the provisions of any law for the time being in force or by any agreement.

82. Subject to the provisions of the Act, the Board may from time to time appoint one of its members as Managing Director, Executive Director, Whole-Time Director or in such other designation as deemed fit.

83. The Directors of- the Company shall hold office as Director in accordance with the provisions of the Act and as determined by the Board and shall be liable to retire by rotation.

84. Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to the financing company or body or financing corporation or credit corporation or bank or any insurance corporation (each such financing company or body or financing corporation or credit corporation or bank or any insurance corporation is hereinafter referred to as financial institution) out of any loans granted by the financial institution to the Company or so long as the financial institution hold Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the financial institution on behalf of the Company remains outstanding, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement.

85. Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.

Duties of Directors

86. A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.

87. A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

88. A director of a company shall not involve in a situation in which he may have a director indirect interest that conflicts, or possibly may conflict, with the interest of the company.

89. A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

90. A director of a company shall not assign his office and any assignment so made shall be void.

Powers of Directors

91.

(a) The Board may exercise all such powers of the Company and to do all such acts things as are not, by the Act or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid ifthat regulation had not been made.

(b) Subject to the Provisions of the Companies Act, 2013, as may be applicable, the Board of Directors may from time to time, at their discretion, borrow or raise funds for the purpose of the Company. The board of Director? may raise or secure the repayment of such sums may think fit and other security on the under taking of the Company, both present and future, including its uncalled capital for the time being.

(c) The Board of Directors may delegate such powers as deemed necessary to any Director of the Company from time to time.

Proceedings of the Board

92.

(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any thme, summon a meeting of the Board.

93. (i) Save as otherwise expressly provided in the Act, questions arising atany meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

94. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for ameeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of thecompany, but for no other purpose.

95. (i) The Board may elect a Chairperson of the Board.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one among them to be Chairperson of the meeting.

96. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

97. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

98. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

99. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

100. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened’ and held.

Managing and Whole-Time Directors

101. *Powers to appoint Managing/ Wholetime Directors.*

(a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

(b) The Managing Director so appointed may be made liable to retire by rotation to make them compliant with the provisions of the Act and Whole-time Director or Whole-time Directors so appointed shall be liable to retire by rotation. A Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Whole-time Director.

Powers and duties of Managing Director or Whole-time Director

102. The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such ‘ objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such, powers.

103. The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

104. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

105. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

106. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of any one Director who shall sign every instrument to which the seal of the company is so affixed in his or her presence.

Dividends and Reserve

107. The company in a general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

108. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

109. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for . any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be

employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

110. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respectwhereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date like date of allotment as may be decided by the Board of Directors or a Committee authorized by the Board in this behalf, such share shall rank for and be eligible for dividend accordingly.

111. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

112. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

113. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

114. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

115. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

116. No dividend shall bear interest against the company.

117. Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the company in that behalf In any scheduled bank, to be called “CIEL unpaid Dividend Account”.

118. The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under Section 205C.

Accounts

119. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

120. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(iii) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(iv) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(v) The liquidator* may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

121. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in hisfavour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Secrecy Clause

122. (a) Subject to the provisions of the Act, no member shall be entitled to inspect the Company's books without the permission of the Directors, or to require discovery of or any Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process, which may relate to the conduct of the business of the Company which in the opinion of the members of the Company to be communicated to.the public.

(b) Every Director, Manager, Officer, Servant, Agent, Accountant, or any other person employed in the business of the Company, shall if so required by the Directors before entering upon his duties or at any time during his term of office, sign a declaration pledging himself to observe strict secrecy respecting 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 the matters which may come to his knowledge in the discharge of duties except when required to do so by the Board or by a Court of law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions contained in these Articles and by the provisions of the Act.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered 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 and includes contracts entered into until the date of this Draft Red Herring Prospectus) which are, or may be deemed material will be attached to the copy of the Red Herring Prospectus and filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office, from 10.00 am to 5.00 pm on all Working Days and will also be available on the website of our Company at [●] from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, except for such contracts and documents that will be entered into or executed subsequent to the completion of the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Offer

1. Offer Agreement dated November 19, 2024 entered into among our Company, the Selling Shareholders and the BRLMs.

2. Registrar Agreement dated November 19, 2024 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.

3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

4. Cash Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Offer.

5. Share Escrow Agreement dated [●] entered into among the Selling Shareholders, our Company and the Share Escrow Agent.

6. Syndicate Agreement dated [●] entered into among the Members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer.

7. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriters.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.

2. Certificates of incorporation dated August 23, 2010, July 24, 2015, and a fresh certificate of incorporation dated November 30, 2023 issued by RoC upon conversion of Company into a public company.

3. Resolution of our Board dated October 3, 2024 approving the Offer and other related matters.

4. Shareholders' resolution dated October 8, 2024 approving the Fresh Issue and other related matters.

5. Resolution of our Board dated November 19, 2024 taking on record the consent and authorisation of the Selling Shareholders to participate in the Offer for Sale.

6. Resolution of our Board dated November 19, 2024 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

7. Consent letters and authorisations from the Selling Shareholders consenting to participate in the Offer for Sale.

8. Copies of the annual reports of our Company for the Fiscals 2022, 2023 and 2024.

9. The examination report dated November 13, 2024 of the Statutory Auditor on our Restated Consolidated Financial Information.

10. The report dated November 19, 2024 on the statement of special tax benefits available to the Company, its shareholders and its material subsidiaries from the Statutory Auditor.

11. Consent dated November 19, 2024 from M S K A & Associates, Chartered Accountants, Statutory Auditor, holding a valid peer review certificate from ICAI, to include their name as required under Section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated November 13, 2024 on our Restated Consolidated Financial Information; and (ii) report dated November 19, 2024 on the statement of special tax benefits available to CIEL HR Services Limited, its shareholders, its Material Subsidiary, Next Leap Career Solutions Private included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

12. Consent dated November 19, 2024 from Manian & Rao, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

13. Consent dated November 15, 2024, 2024 from NSVM & Associates holding a valid peer review certificate from ICAI to include their name as required under Section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act in respect of their report dated November 19, 2024 on the statement of special tax benefits available to the Company's Material Subsidiary, Thomas Assessments Private Limited, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

14. Certificate dated November 19, 2024, from Manian & Rao, Chartered Accountants, certifying the Key Performance Indicators of our Company.

15. Resolution of our Audit Committee dated November 19, 2024 for approving the Key Performance Indicators.

16. Consents of each of the Selling Shareholders, our Directors, our Promoters, Promoter Group, our Group Company, our Company Secretary and Compliance Officer, our Statutory Auditor, previous auditor, the legal counsel to the Company, the bankers to our Company, lenders to our Company (wherever applicable), industry report provider, independent chartered accountant, independent chartered engineer, the BRLMs and Registrar to the Offer.

17. Industry report titled "Human Resources Management Services Market in India" dated November 19, 2024 prepared and issued by Frost and Sullivan (India) Private Limited, commissioned and paid for by our Company and engagement letter dated May 21, 2024.

18. Consent letter dated November 19, 2024 from Frost and Sullivan (India) Private Limited.

19. In relation to the acquisition of Next Leap Career Solutions Private:

    a. share purchase agreement dated November 30, 2022 entered between our Company, Next Leap Career Solutions Private, Mohit Gundecha, Suruchi Wagh, Norvana Digital India Fund, Digital Nirvana Fund Company Limited, Nickhil Harshvardhan Jakatdar, Monisha Advani, Alok Kejriwal, Keshav Singhi, Nikunj Jhaveri, Manu Narang Wadhwa, Shanta Vallury Gandhi and Abhishek Tiwary;
    b. Valuation report dated December 21, 2023;
    c. shareholders agreement dated February 29, 2024 entered between our Company, Next Leap Career Solutions Private, Mohit Gundecha and Suruchi Wagh.

20. In relation to the acquisition of Ma Foi Strategic Consultants Private Limited:

    a. share purchase agreement dated January 11, 2023, entered between our Company and Ma Foi Strategic Consultants Private Limited
    b. valuation report January 10, 2023
    c. share purchase agreement dated July 10, 2024, entered between our Company and Ma Foi Strategic Consultants Private Limited
    d. valuation report April 25, 2024
    e. consent from registered valuer, S Sandeep

21. In relation to the acquisition of Argee Staffing Services Private Limited:

a. Share purchase agreement dated November 23, 2023 executed among our Company, Aargee Staffing Services Private Limited, Meenakshisundaram Ramachandran, M K Koushik Iyer and M K Keshav Iyer (*represented by M C Karthikeyan Iyer)*, K Meenakshi, Lakshmi Ramchandran and Seshadri Badrinarayanan;
b. Valuation report dated December 18, 2023;
c. consent from registered valuer, S. Sandeep

22. In relation to the acquisition of Firstventure Corporation Private Limited:

a. share purchase agreement entered into amongst our Company, Firstventure Corporation Private Limited, Arjun Gupta and Nishita Gupta, IPV Advisors Private Limited and Anish Anand Singh dated February 29, 2024;
b. Valuation report dated January 14, 2024;
c. consent from registered valuer, Bhavesh M Rathod
d. securities subscription and securities holders' agreement dated February 29, 2024 entered amongst our Company, Firstventure Corporation Private Limited and Arjun Gupta

23. Share purchase agreement dated April 25, 2024 entered between our Company and Integrum Technologies Private Limited in relation to the further acquisition of equity shares of Integrum Technologies Private Limited

24. In relation to acquisition of Thomas Assessments Private Limited and People Metrics Private Limited:

a. share purchase agreement entered between our Company, Thomas Assessments Private Limited, People Metrics Private Limited, Sundara Rajan Aravamuthan, Prahlad Rao, Rathana Sundara Rajan and Surekha Prahlad dated October 4, 2024;
b. Valuation report dated October 15, 2024;
c. shareholders' agreement dated October 4, 2024 entered amongst our Company, Thomas Assessments Private Limited, People Metrics Private Limited, Sundara Rajan Aravamuthan, Prahlad Rao, Rathana Sundara Rajan and Surekha Prahlad

25. Shareholders rights agreement dated February 29, 2024 entered between our Company, Pandiarajan Karuppasamy, Hemalatha Rajan, Santhosh Kumar Nair, Aditya Narayan Mishra, Doraiswamy Rajiv Krishnan and Arjun Gupta as amended pursuant to the amendment agreement dated November 5, 2024.

26. Shareholders rights agreement dated October 4, 2024 entered between our Company, Pandiarajan Karuppasamy, Hemalatha Rajan, Santhosh Kumar Nair, Aditya Narayan Mishra, Doraiswamy Rajiv Krishnan, Sundara Rajan Aravamuthan, Rathna Sundara Rajan and G Prahlad Rao as amended pursuant to the amendment agreement dated November 5, 2024.

27. Reports issued by Techpearl Software Private Limited, third party IT consultant each dated November 18, 2024 for certifying the estimate costs for upgradation of HR Tech Platforms, Courseplay. EzyComp, HfactoR, Jombay and Prosculpt.

28. In-principle listing approvals dated [●] and [●] from the BSE and the NSE, respectively.

29. Tripartite Agreement dated January 24, 2024 among our Company, NSDL and the Registrar to the Offer.

30. Tripartite Agreement dated December 8, 2023 among our Company, CDSL and the Registrar to the Offer.

31. Due diligence certificate to SEBI from the BRLMs, dated November 19, 2024.

32. SEBI final observation letter number [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or 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 amended, as the case may be, have been complied with and no statements made in this Draft Red Herring Prospectus are contrary to the provisions of 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, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Pandiarajan Karuppasamy
(*Chairman and Executive Director)*

Place: Chennai
Date: November 19, 2024

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or 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 amended, as the case may be, have been complied with and no statements made in this Draft Red Herring Prospectus are contrary to the provisions of 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, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____

Hemalatha Rajan
(*Executive Director)*

Place: Chennai
Date: November 19, 2024

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or 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 amended, as the case may be, have been complied with and no statements made in this Draft Red Herring Prospectus are contrary to the provisions of 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, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____
Aditya Narayan Mishra
(*Managing Director and Chief Executive Officer)*

Place: Bengaluru
Date: November 19, 2024

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or 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 amended, as the case may be, have been complied with and no statements made in this Draft Red Herring Prospectus are contrary to the provisions of 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, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Santhosh Kumar Nair
(*Executive Director)*

Place: Bengaluru
Date: November 19, 2024

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or 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 amended, as the case may be, have been complied with and no statements made in this Draft Red Herring Prospectus are contrary to the provisions of 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, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Doraiswamy Rajiv Krishnan
(*Executive Director)*

Place: Bengaluru
Date: November 19, 2024

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or 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 amended, as the case may be, have been complied with and no statements made in this Draft Red Herring Prospectus are contrary to the provisions of 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, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Arunkumar Nerur Thiagarajan
(*Non-Executive, Independent Director)*

Place: Chennai
Date: November 19, 2024

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or 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 amended, as the case may be, have been complied with and no statements made in this Draft Red Herring Prospectus are contrary to the provisions of 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, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Chandu Nair
(*Non-Executive, Independent Director)*

Place: Chennai
Date: November 19, 2024

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or 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 amended, as the case may be, have been complied with and no statements made in this Draft Red Herring Prospectus are contrary to the provisions of 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, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ipsita Kathuria
(*Non-Executive, Independent Director)*

Place: Maryland, USA
Date: November 19, 2024

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or 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 amended, as the case may be, have been complied with and no statements made in this Draft Red Herring Prospectus are contrary to the provisions of 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, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Lilian Jessie Paul
(*Non-Executive, Independent Director)*

Place: Singapore
Date: November 19, 2024

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or 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 amended, as the case may be, have been complied with and no statements made in this Draft Red Herring Prospectus are contrary to the provisions of 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, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Roopa Satish
(*Non-Executive, Independent Director)*

Place: Mumbai
Date: November 19, 2024

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or 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 amended, as the case may be, have been complied with and no statements made in this Draft Red Herring Prospectus are contrary to the provisions of 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, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Saurabh Ashok More
(*Chief financial Officer*)

Place: Bengaluru
Date: November 19, 2024

DECLARATION

I, Pandiarajan Karuppasamy, in my capacity as a Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or person(s) in this Draft Red Herring Prospectus.

SIGNED BY Pandiarajan Karuppasamy

Place: Chennai
Date: November 19, 2024

DECLARATION

I, Hemalatha Rajan, in my capacity as a Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or person(s) in this Draft Red Herring Prospectus.

SIGNED BY Hemalatha Rajan

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Place: Chennai
Date: November 19, 2024

DECLARATION

I, Aditya Narayan Mishra, in my capacity as a Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or person(s) in this Draft Red Herring Prospectus.

SIGNED BY Aditya Narayan Mishra

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Place: Bengaluru
Date: November 19, 2024

DECLARATION

I, Santhosh Kumar Nair, in my capacity as a Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or person(s) in this Draft Red Herring Prospectus.

SIGNED BY Santhosh Kumar Nair

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Place: Bengaluru
Date: November 19, 2024

DECLARATION

I, Doraiswamy Rajiv Krishnan, in my capacity as a Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or person(s) in this Draft Red Herring Prospectus.

SIGNED BY Doraiswamy Rajiv Krishnan

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Place: Bengaluru
Date: November 19, 2024

DECLARATION BY THE OTHER SELLING SHAREHOLDERS

The selling shareholders, Ganesh S Padmanabhan, Soby Mathew, Anup Narendran Menon, Mohit Gundecha, Suruchi Wagh, Piyush Jain, Rajan Chellamani Nadar, Muhil Nesi Vivekanandah, Sambasivan Viswanathan and Vidya Viswanathan, Tamilmani Muthusamy, and Cavinkare Private Limited hereby confirm and certify that all statements, disclosures and undertakings made or confirmed by them in this Draft Red Herring Prospectus about or in relation to themselves, as the Other Selling Shareholders and their portion of the Offered Shares, are true and correct. They assume no responsibility as an Other Selling Shareholders, for any other statements, disclosures, and undertakings, including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholders or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF GANESH S PADMANABHAN, SOBY MATHEW, ANUP NARENDRAN MENON, MOHIT GUNDECHA, SURUCHI WAGH, PIYUSH JAIN, RAJAN CHELLAMANI NADAR, MUHIL NESI VIVEKANANDAH, SAMBASIVAN VISWANATHAN AND VIDYA VISWANATHAN, TAMILMANI MUTHUSAMY, CAVINKARE PRIVATE LIMITED ACTING THROUGH PANDIARAJAN KARUPPASAMY, DULY APPOINTED POWER-OF-ATTORNEY HOLDER

Name: Pandiarajan Karuppasamy

Place: Bengaluru
Date: November 19, 2024